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Attorney Docket Number 6261-223-228

TO THE HOI

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ND TRADEMARKS

Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Gail K. Naughton
 David L. Horwitz
 Mark Applegate
 Joan Zeltinger
 Jonathan N. Mansbridge
 Andreas Kern
 Lee K. Landeen
 Anthony Ratcliffe
 R. Emmett Pinney

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Advanced Tissue Sciences, Inc.
 Address: 10933 North Torrey Pines Road
La Jolla, CA 92037-1005
 Country (if other than USA): _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: August 2, 2000 (Naughton); August 1, 2000 (Horwitz & Applegate; August 3, 2000 (Zeltinger); and August 1, 2000 (Mansbridge, Kern, Landeen, Ratcliffe & Pinney), respectively

4. Application number(s) or patent number(s):
 If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) PCT/US00/13016 B. Patent No.(s) _____

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 PENNIE & EDMONDS LLP
 1155 Avenue of the Americas
 New York, NY 10036

6. Number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00
 Please charge to the deposit account listed in Section 8.

8. Deposit account number:
16-1150

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Laura A. Coruzzi 30,742 Laura A. Coruzzi by Marie E. Pargade Reg No. 38,265
 Name of Person Signing Reg. No. Signature Date
August 10, 2000

Total number of pages including cover sheet: 3

10/03/2000 6TON11 00000173 161150 PCTUS0013016
 01 FC:501 40.00 CH

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents & Trademarks, Box Assignment
 Washington, D.C. 20231

ASSIGNMENT

WHEREAS, WE, GAIL K. NAUGHTON, citizen of the U.S.A., residing at 10933 North Torrey Pines Road, La Jolla, California 92037-1005, DAVID L. HORWITZ, citizen of the U.S.A., residing at 1710 Crockett Ln., Hillsborough, California 94010, MARK APPLGATE, citizen of the U.S.A., residing at 4468 Saratoga Avenue, San Diego, California 92122, JOAN ZELTINGER, citizen of the U.S.A., residing at 4136 Camino Ticino, San Diego, California 92122, JONATHAN N. MANSBRIDGE, citizen of the U.K. & Colonies, Australia, residing at 1685 Calle Camille, La Jolla, California 92037, ANDREAS KERN, citizen of Germany, residing at 3950 Mahaila Ave. #J33, San Diego, California 92122, LEE K. LANDEEN, citizen of the U.S.A., residing at 1221 Essex Street #10, San Diego, California, ANTHONY RATCLIFFE, citizen of United Kingdom, residing at 13673 Boquita Drive, Del Mar, California 92104, and EMMETT R. PINNEY, citizen of the U.S.A., residing at 8744 Pagoda Way, San Diego, California 92126, ASSIGNORS, are the inventors of the invention in

CONDITIONED CELL CULTURE MEDIUM COMPOSITIONS AND METHODS OF USE

for which we have executed an application for a Patent of the United States

- checkbox which is executed on even date herewith or
checkbox which is identified by Pennie & Edmonds LLP docket no. 6261-223-228
checkbox which was filed on May 12, 2000, Application No. PCT/US00/13016

and WHEREAS, ADVANCED TISSUE SCIENCES, INC., a Delaware corporation, having its principal place of business at 10933 North Torrey Pines Road, La Jolla, California 92037-1005, ASSIGNEE is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

AND WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.

IN TESTIMONY WHEREOF, We hereunto set our hands and seals the day and year set opposite our respective signatures.

Date 8-2, 2000, Gail K. Naughton L.S.
State of California }
County of San Diego } SS.:

On this 2 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Gail K. Naughton, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.

Jeanette Taranto Notary Public



Date 8-1, 2000 David L. Horwitz L.S.

State of California
County of San Diego } SS.:

On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared David L. Horwitz, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
Mark Applegate L.S.

Date 8-1, 2000
State of California
County of San Diego } SS.:

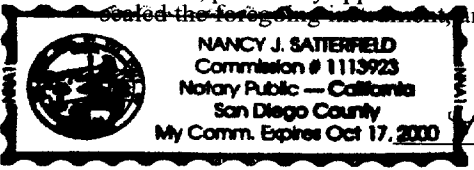
On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Mark Applegate, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
Joan Zeltinger L.S.

Date 8-3-00, 2000
State of California
County of San Diego } SS.:

On this 3 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Joan Zeltinger, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Nancy J. Satterfield
Notary Public
Jonathan N. Mansbridge L.S.

Date 8-1, 2000
State of California
County of San Diego } SS.:

On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared Jonathan N. Mansbridge, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
Judith Lee L.S.

State of California
County of San Diego } SS.:

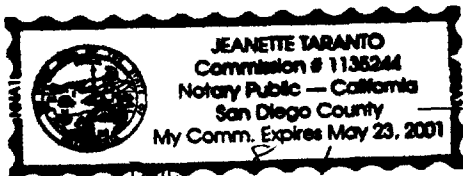
On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Andreas Kern**, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
L. K. Landeen L.S.

State of California
County of San Diego } SS.:

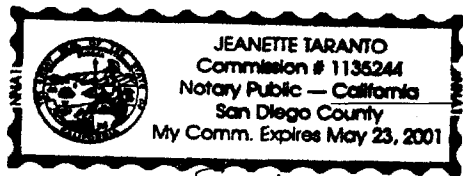
On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Lee K. Landeen**, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
L. K. Landeen L.S.

State of California
County of San Diego } SS.:

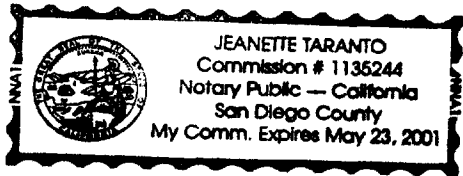
On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Anthony Ratcliffe**, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
Anthony Ratcliffe L.S.

State of California
County of San Diego } SS.:

On this 1 day of August, 2000, before me, a Notary Public in and for the State and County aforesaid, personally appeared **Emmett R. Pinney**, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.



Jeanette Taranto
Notary Public
Emmett R. Pinney L.S.