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(modified)

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Date September 14, 2001

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To the Commissioner of Patents. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Chamsy SARKIS
Jacques MALLET
Additional name(s) of conveying party(ies) attached? YES NO

2. Name and address of receiving party(ies):
Name: **Aventis Pharma S.A.**
Internal Address: **20 Avenue Raymond Aron**
Street Address: **F-92160 Antony**
City: **Cedex, France** State: ZIP:

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: **July 20, 2001,**

Additional name(s) and address(es) attached? YES NO

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): **09/744,488**
Additional numbers attached? YES NO

B. Patent No.(s):
Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **William C. Coppola, Reg. No. 41,686**
Internal Address: **Aventis Pharmaceuticals Inc.**
Street Address: **Route 202-206 / P.O. Box 6800**
City: **Bridgewater** State: **NJ** ZIP: **08807-0800**
**** FAX NUMBER: (908) 231-2626 ****
Our Reference No.: **ST98023A US**

6. Total number of applications and patents involved: **1**
7. Total (\$7 CFR 3.41):..... **\$40.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: **18-1982**

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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.

William C. Coppola, Reg. No. 41,686
Name of Person Signing

William C. Coppola **Reg # 41,686**
Signature

Date: **September 14, 2001**
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ST98023A US

ASSIGNMENT AND AGREEMENT

For value received and intending to be legally bound, I/we, the undersigned joint inventor(s) (Assignor(s)), sell, assign and transfer to **Aventis Pharma S.A.** (Assignee), 20 Avenue Raymond Aron, F-92160 Antony, France, and its successors, assigns and legal representatives, the entire right, title and interest in and to my/our invention and any improvements thereon for all countries of the world, relating in and to the application for United States Letters Patent therefor, assigned Attorney Docket No. **ST98023A US** and (if filed prior to the execution hereof) filed on 11 May 2001, as Serial No. 09/744,488, entitled

VECTORS DERIVED FROM BACULOVIRUS AND USE FOR TRANSFERRING NUCLEIC ACIDS INTO NERVE CELLS OF VERTEBRATES

and all the rights and privileges, including any and all benefits under the International Convention for the Protection of Industrial Property, including the right to claim priority based on said United States application, and under any and all Letters Patent which may be granted therefor, and all right, title and interest in and to every patent application filed or to be filed on said invention in any other country or patent organization, including continuations, divisions, renewals, revivals, and any substitute applications of said United States application, and any and all patents which may issue thereon, and any reissues, pipelines and extensions, and governmental exclusivity rights of the same.

I/we authorize and request competent authorities to grant and issue any and all patents on said invention to said assignee or its successor, assigns and legal representatives, or to such nominees as said assignee may designate.

I/we agree that, when requested, I/we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said invention in any and all countries and for vesting title thereto in said assignee, its successors, assigns, legal representatives or nominees.

I/we covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I/we have full right to convey the same as herein expressed.

Signed at Paris, France on this 20 day of July, 2001.
(City, State and Nation)

Signature: Chamsy Sarkis
Inventor's Name: Chamsy SARKIS
Residential Address: 31 rue Bayen
75017 Paris, France

ST98023A US

Signed at Paris, France on this 20 day of July, 2001.
(City, State and Nation)

Signature: *Jacques Mallet*
Inventor's Name: Jacques MALLET
Residential Address: 18 rue Charcot
75013 Paris, France

Signed at _____ on this _____ day of _____, 2001.
(City, State and Nation)

Signature: _____
Inventor's Name:
Residential Address:

Signed at _____ on this _____ day of _____, 2001.
(City, State and Nation)

Signature: _____
Inventor's Name:
Residential Address:

Signed at _____ on this _____ day of _____, 2001.
(City, State and Nation)

Signature: _____
Inventor's Name:
Residential Address: