

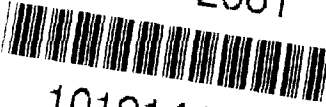
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SHEET

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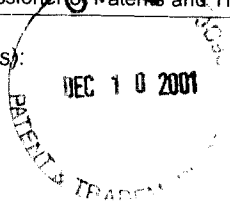


To the Honorable Commissioner of Patents and Trademarks

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checked original documents or copy thereof.

1. Name of conveying party(ies):
(1) Werner KRAMER
(2) Heiner GLOMBIK



2. Name and address of receiving party(ies)

Name: AVENTIS PHARMA DEUTSCHLAND GmbH

Internal Address:

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

3. Nature of conveyance:

12-16-01

- Assignment Merger
- Security Agreement Change of Name
- Other

Street Address: Industriepark Hoechst, Gebaeude K801,

65926 Frankfurt am Main, Germany

City: _____ State: _____ Zip: _____

Additional Name(s) & address(es) attached? Yes No

Execution Date: (1) & (2): November 13, 2001

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution data of the application is:

A. Patent Application No.(s)
09/939,793

B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Patricia D. Granados

Internal Address: Heller Ehrman White & McAuliffe LLP

Street Address: 1666 K Street, N.W., Suite 300

City: Washington State: DC Zip: 20006

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1641

(Attach duplicate copy of this page if paying by deposit account)

12/12/2001 TDIAZ1 00000064 09939793

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01 FC:581 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.

Patricia D. Granados
Name of Person Signing

Patricia D. Granados December 10, 2001
Signature Date

Total number of pages including cover sheet, attachments, and documents: 3

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



26633

PATENT TRADEMARK OFFICE
PATENT

REEL: 012356 FRAME: 0277

ASSIGNMENT AND AGREEMENT

WHEREAS, Werner KRAMER, and Heiner GLOMBIK (hereinafter referred to singly and collectively as "ASSIGNOR") have invented a certain invention entitled **VERTEBRATE INTESTINAL PROTEIN WHICH ABSORBS CHOLESTEROL, ITS INHIBITORS AND METHOD OF IDENTIFYING THE SAME** for which an application for United States Letters Patent was filed on **August 28, 2001** as Application No. **09/939,793**; and

WHEREAS, AVENTIS PHARMA DEUTSCHLAND GmbH, having its principal place of business at **Industriepark Hoechst, Gebäude K 801, 65926 Frankfurt am Main, Germany** (hereinafter referred to as "ASSIGNEE") is desirous of acquiring the entire interest therein;

NOW THEREFORE, in view of good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has sold, assigned, and transferred, and by these presents hereby sells, assigns, and transfers, unto ASSIGNEE, its successors and assigns, the full and exclusive right, title, and interest in and to (a) the above-identified invention or inventions and all improvements and modifications thereof, (b) the above-identified application and all other applications for Letters Patent of the United States and countries foreign thereto for the above-identified invention or inventions and all improvements and modifications thereof, (c) all Letters Patent which may issue from said applications in the United States and countries foreign thereto, (d) all divisions, continuations, reissues, and extensions of said applications and Letters Patent, and (e) the right to claim for any of said applications the full benefits and priority rights under the International Convention and any other international agreement to which the United States adheres; such right, title, and interest to be held and enjoyed by ASSIGNEE, its successors and assigns, to the full end of the term or terms for which any and all such Letters Patent may be granted as fully and entirely as would have been held and enjoyed by ASSIGNOR had this Assignment not been made.

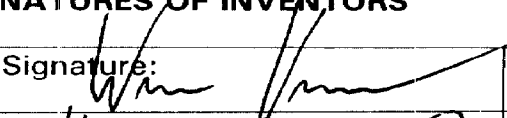
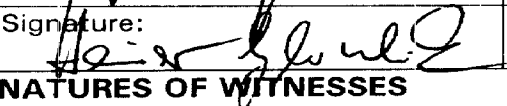
ASSIGNOR HEREBY AUTHORIZES AND REQUESTS the Commissioner of Patents and Trademarks to issue said Letters Patent to ASSIGNEE as assignee of the entire interest, for the sole use and benefit of ASSIGNEE, its successors and assigns.

ASSIGNOR HEREBY AGREES (a) to communicate to ASSIGNEE, its successors and assigns, or their representatives or agents, all facts and information known or available to ASSIGNOR respecting said invention or inventions, improvements, and modifications including evidence for interference, reexamination, reissue, opposition, revocation, extension, or infringement purposes or other legal, judicial, or administrative proceedings, whenever requested by ASSIGNEE; (b) to testify in person or by affidavit as required by ASSIGNEE, its successors and assigns, in any such proceeding in the United States or a country foreign thereto; (c) to execute and deliver, upon request by ASSIGNEE, all lawful papers including, but not limited to, original, divisional, continuation, and reissue applications, renewals, assignments, powers of attorney, oaths, affidavits, declarations, depositions; and (d) to provide all reasonable assistance to ASSIGNEE, its successors and assigns, in obtaining and enforcing proper title in and protection for said invention or inventions, improvements, and modifications under the intellectual property laws of the United States and countries foreign thereto.

ASSIGNOR HEREBY REPRESENTS AND WARRANTS that ASSIGNOR has the full and unencumbered right to sell, assign, and transfer the interests sold, assigned, and transferred herein, and that ASSIGNOR has not executed and will not execute any document or instrument in conflict herewith.

ASSIGNOR HEREBY GRANTS to the law firm of **Heller Ehrman White & McAuliffe** the power and authority to insert in this Assignment any further identification which may be necessary or desirable to comply with the rules of the U.S. Patent and Trademark Office for recordation of this Assignment.

ASSIGNOR UNDERSTANDS AND AGREES that the attorneys and agents of the law firm of **Heller Ehrman White & McAuliffe** do not personally represent ASSIGNOR or ASSIGNOR's legal interests, but instead represent the interests of ASSIGNEE; since said attorneys and agents cannot provide legal advice to ASSIGNOR with respect to this Assignment, ASSIGNOR acknowledges its right to seek its own independent legal counsel.

NAMES AND SIGNATURES OF INVENTORS		
Name: Werner KRAMER	Signature: 	Date: 12/11/2001
Name: Heiner GLOMBIK	Signature: 	Date: 12.11.2001
NAMES AND SIGNATURES OF WITNESSES		
Name:	Signature:	Date:
Name:	Signature:	Date: