

11-20-2002



102287508



Attorney Docket No. 101615-06001
Date: November 14, 2002

To the Honorable Commissioner of Patents and Trademarks
Please record the attached original documents or copy thereof

1. Name of conveying party(ies)

Pharmacia & Upjohn S.p.A.

Additional name(s) of conveying party(ies) attached?

Yes No

11-14-02

2. Name and address of receiving party(ies):

Name: Pharmacia Italia S.p.A.

Address: Via Robert Koch 1.2, Milan, Italy

Additional name(s) & address(es) attached?

Yes No

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 4, 2002

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)

B. Patent No.(s)

4,526,892

Additional numbers attached? Yes No

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

Name: Arent Fox Kintner Plotkin & Kahn PLLC

Street Address: 1050 Connecticut Avenue, N.W., Suite 600

Washington, D.C. 20036-5339

6. Total number of applications and patents involved:

One

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

Enclosed-Check No.: 350049

Authorized to be charged to deposit account

8. Deposit account number: 01-2300

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

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.

Robert B. Murray

Name of Person Signing
Reg. No. 22,980

Signature

November 14, 2002

Date

Total number of pages including cover sheet, attachments, and document: 4

11/19/2002 DRYNE 00000026 4526892

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40.00 DP



NOTARIAL CERTIFICATE

I the undersigned, **Ciro De Vincenzo**, Notary resident in Milan and a member of the Notarial Association of Milan, having my office in Milan, Piazza Borromeo 12,

HEREBY CERTIFY

that, with a deed of conferment in kind drawn up by myself, index no. 99073/8678, on 14th September 2001, registered in Milan Public Deeds on 4th October 2001:

A) the company **PHARMACIA & UPJOHN S.p.A.**, having its registered office in Milan, Via Robert Koch 1.2, share capital Euro 231,872,610 (two hundred and thirty-one million, eight hundred and seventy-two thousand, six hundred and ten), registered in the Corporate Register of Milan, VAT Reg. no. 10887780152, tax code no. 07089990159, registered under no. 1135613 in the Chamber of Commerce Register of Milan, has transferred, by way of conferment to the company **PHARMACIA ITALIA S.p.A.**, having its registered office in Milan, Via Robert Koch 1.2, with a fully paid up share capital of Euro 10,000 (ten thousand), registered in the Corporate Register of Milan, tax code no. 03004600965, registered under no. 1619501 in the Register of the Chamber of Commerce of Milan, which has accepted, the assets in kind listed below:

1. company branch "Business Etico Licensing", including the following assets:

- intangible fixed assets;

- liabilities;

- severance pay fund;

(effective date of transfer 15th September 2001).

2. company branch named "Business Etico" located at the registered office, at the Research Centre of Nerviano and at the manufacturing sites of Nerviano and Ascoli Piceno including the following assets:

- land and industrial buildings;

- plant and machinery;

- intangible fixed assets;

- assets registered in the public registry;

- receivables;

- liabilities;

- severance pay fund;

- unsold stock;

(effective date of transfer 31st December 2001).

3) the company MONSANTO ITALIANA S.p.A., having its registered office in Peschiera Borromeo (Milan), Via Walter Tobagi 8, registered in the Corporate Register of Milan, VAT Reg. No. and tax code no. 00798570156, registered in the Milan Chamber of Commerce Register under no. 747724, has transferred by way of conferment to the company PHARMACIA ITALIA S.p.A. which has accepted, the company branch named "Business Etico", including the following assets:

- intangible fixed assets;

- liabilities;

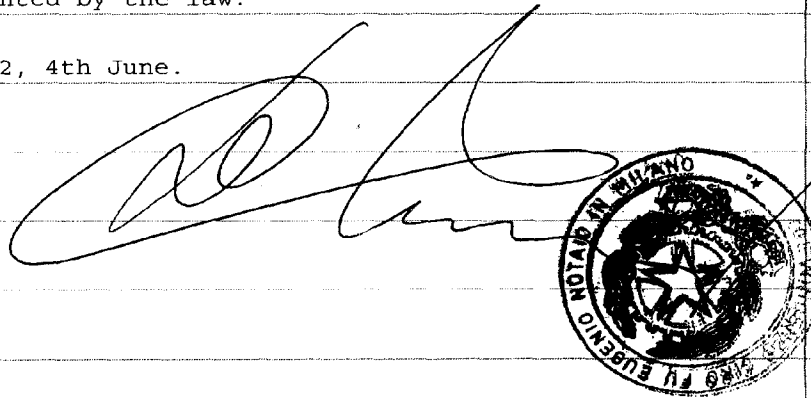
- severance pay fund;

(effective date of transfer 31st December 2001).

Due to the contribution as made above, from the effective date of the transfers, PHARMACIA ITALIA S.p.A. has taken over by full right and in the widest and most general way PHARMACIA & UPJOHN S.p.A. and MONSANTO ITALIANA S.p.A. for all assets referring to the company branches, all the rights, acts, contracts, relations, authorizations, concessions, licences, permits, exemptions, recognitions, receivables, payables and in general all the assets and current ratios relative or inherent to these company branches.

I hereby issue this certificate on unstamped paper for the uses consented by the law.

Milan, 2002, 4th June.

A handwritten signature in black ink is written over a circular notary seal. The seal is from the Notary Office of Milan, featuring a central emblem with a star and a figure, surrounded by the text "NOTARIO IN MILANO".