

RECORDATION
12-17-2002

U.S. Department of Commerce
Patent and Trademark Office
Attorney Docket No. 08888.0500-00
Attorney Customer Number: 22,852

To the Honorable Commissioner of Patents
Please record the attached original document



TTN. BOX ASSIGNMENTS

1. Name of conveying party(ies): Aventis Pharma S.A. *102313005*
Name and address of receiving party(ies): Gencell S.A. *12-11-02*

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

3. Nature of conveyance: Street Address: 72-82 rue Léon Geffroy
Vitry-sur-Seine

Assignment Merger State:

Security Agreement Change of Name Country: France Zip Code: 94400

Other: [Describe] Additional name(s) & Address(es) attached?

Execution Date: March 26, 2002 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:
A. Patent Application Number(s): U.S. Serial Number 09/783,981
B. Patent Number(s):
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Carol P. Einaudi, Esq.
Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.
Street Address: 1300 I Street, N.W.
City: Washington, D.C.
State: Zip: 20005-3315

6. Total number of applications and registrations involved: 1 (one)
7. Total fee (37 CFR 3.41): \$40
 Enclosed (Please charge deficiency to deposit account)
 Authorized to be charged to deposit account
8. Deposit Account No.: 06-0916

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.
Carol P. Einaudi
Reg. No., 32, 220
[Typed Name of Signor]
Carol P. Einaudi
Signature
Dec. 11, 2002
Date

Total number of pages including cover sheet, attachments and documents: 9

12/16/2002 DBYRNE 00000187 09783981
01 FC:0021 40.00 DP

EXTRACT FROM
CONTRACT FOR PARTIAL TRANSFER OF ASSETS
DATED MARCH 26, 2002

BETWEEN THE UNDERSIGNED:

The Company AVENTIS PHARMA S.A., limited company run by a Management Board and a Supervisory Board, having a capital of 620,541,846 Euros, whose Head Office is situated at 20, rue Raymond Aron, 92160 Antony, registered at the Companies Registration Office in Nanterre under the number B 304 463 284, represented by Mr. Alain Chevallier, member of the Management Board, and Managing Director, who is duly authorized to establish the present contract as agreed by the Management Board on March 22, 2002.

(hereafter referred to as the "Transferring Company"),

ON THE ONE HAND,

AND:

The Company GENCELL SA, limited company having a capital of 37,500 Euros, whose Head Office is situated at 72-82 rue Léon Geffroy, 94400 Vitry-sur-Seine, registered at the Companies Registration Office in Créteil under the number B 410 065 817, formerly called RHONE POULENC RORER ACTIPHA SA

(hereafter referred to as the "Receiving Company")

Represented by Mr. François Meyer, President of the Board of Directors, who is duly authorized to establish the present contract as agreed by the Board of Directors on March 22, 2002.

ON THE OTHER HAND,

(hereafter referred to collectively as the "Parties" or individually as a "Party"),

*Omega Translations
Kustburg House
Fairfax, VA 22032
Tel: 703 426-4833*

THE FOLLOWING HAS ALREADY BEEN ESTABLISHED:

STATEMENT OF FACTS:

The managers of the Companies AVENTIS PHARMA S.A. and GENCELL SA have informed their respective Management Board and Board of Directors of the project for a partial transfer of assets to be made by the Transferring Company to the benefit of the company GENCELL SA. This partial transfer of assets involves the entirety of the independent gene therapy division currently existing within the Transferring Company.

In order to finalize this project for partial transfer of assets (hereafter referred to as "Transfer of Assets"), both Parties have drawn up the present contract (hereafter referred to as "the Contract"), in which the terms and conditions of the Transfer of Assets are laid down, and in which the fixed worth of the assets transferred to the Company GENCELL SA by the Transferring Company is specified. In accordance with article L236-22 of French Commercial Law, this operation is governed by the legal provisions pertaining to demergers.

[...]

B – OBJECTIVES AND GROUNDS FOR TRANSFER OF ASSETS

The objectives and grounds that have led the managers of the Transferring Company to consider this partial transfer of assets can be analyzed as follows:

Within the pharmaceuticals group AVENTIS there currently exists a gene therapy division, commonly known under the name "GENCELL".

It is the group AVENTIS PHARMA's will to transfer this activity to a subsidiary company, and in doing so, to carry out a partial transfer of assets involving the entire branch of activity represented by the division GENCELL.

All the assets involved in the running of GENCELL as well as the specific liabilities of GENCELL's activity will be transferred to the Company GENCELL SA.

The present Contract is established to ensure the transfer of this branch of activity.

[...]

Translations
Date
2, 1994 00123512
Tel: 703 424-4908

IN LIGHT OF THIS, THE FOLLOWING AGREEMENT HAS BEEN MADE

ARTICLE I

PARTIAL TRANSFER OF ASSETS – ASSETS TRANSFERRED

The Transferring Company, in accordance with the suspensive conditions specified below, hereby agrees to transfer to the Receiving Company, who accepts, the entirety of the assets and rights, of whatever kind, belonging to and necessary for the running of its independent gene therapy division, as these stand on the day on which the partial transfer of assets is finalized, that is, on May 1st, 2002, notwithstanding the implementation of the suspensive conditions (see below, “Effective Date”). The Parties also agree that the Receiving Company will take over all the work contracts and salaries of those persons working for AVENTIS PHARMA S.A. employed in the gene therapy division being transferred, and of which a list is provided in Appendix 6.

I. 1 – ASSETS TRANSFERRED

The entirety of the independent gene therapy division, run by the Transferring Company (hereafter referred to as “the Gene Therapy Division”) as defined below.

I.1.1 – INTANGIBLE ASSETS

1° Patents related to the gene therapy division of which AVENTIS PHARMA S.A. is the owner, either solely or jointly with certain public bodies such as INSERM (*Institut National de la Santé et de la Recherche Médicale*), the CNRS (*Centre National de la Recherche Scientifique*) or the Institute Gustave Roussy. These will be transferred at their net book value as of April 30, 2002, that is to say:

• Gross value	6,954,472.49 Euros
• Provision for depreciation	6,954,472.49 Euros
• Net value	0

The list of patents transferred by the company AVENTIS PHARMA S.A. to the Receiving Company is provided in Appendix 1 of the present contract, it being specified that the gross values and provisions for depreciation mentioned above correspond exclusively to the Amrad/Ludwig contract, which is the only patent evaluated in the accounts of the Transferring Company, the other patents having only been retained for reference only.

2° The trade name “GENCELL”, retained for reference.

The list of countries in which the said trade name is registered is provided in Appendix 2 of the present contract.

[...]

ARTICLE VII

APPENDIXES TO THE PROJECT FOR TRANSFER OF ASSETS

The present project for transfer of assets includes the following Appendixes:

Appendix 1: List of patents pertaining to the branch of activity of which AVENTIS PHARMA SA is the owner.

Appendix 2: List of countries in which the trade name "GENCELL" is registered.

[...]

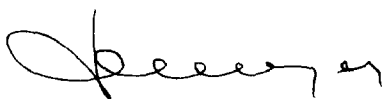
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EXTRAIT DE L'ANNEXE N°1

**LISTE DES BREVETS DONT AVENTIS PHARMA SA EST TITULAIRE
RELATIF A LA BRANCHE D'ACTIVITE**

COUNTRY	U.S. SERIAL NUMBER	FILING DATE	TITLE	FIRST NAMED INVENTOR
U.S.A.	09/783,981	Feb. 16, 2001	Process For Preparing Functionalized Polyalkyleneimines, Compositions Containing Them And Uses Thereof	Francoise LECLERCQ

Pour extrait certifié conforme à l'original

 12.11.02

François MEYER
Président Directeur Général

EXTRACT FROM APPENDIX 1

**LIST OF PATENTS OF WHICH AVENTIS PHARMA IS THE OWNER IN THE
BRANCH OF ACTIVITY IN QUESTION**

COUNTRY	U.S. SERIAL NUMBER	FILING DATE	TITLE	FIRST NAMED INVENTOR
U.S.A.	09/783,981	Feb. 16, 2001	Process For Preparing Functionalized Polyalkyleneimines, Compositions Containing Them And Uses Thereof	Francoise LECLERCQ

Certified True Copy

François MEYER
President and Managing Director

translations
9 Place
17/12/2012
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APPENDIX 2

LIST OF COUNTRIES IN WHICH THE TRADE NAME GENCELL IS REGISTERED

COUNTRY	OWNER	Class	Date of Registration	Registration no.	Filing Date	File no.
SOUTH AFRICA	RHONE-POULENC RORER S.A.	1	Oct-06-95	13358	Sep-04-98	95/13358
SOUTH AFRICA	RHONE-POULENC RORER S.A.	42	Oct-06-95	13360	Sep-04-98	95/13360
SOUTH AFRICA	RHONE-POULENC RORER S.A.	5	Oct-06-95	13359	Sep-04-98	95/13359
GERMANY	AVENTIS PHARMA S.A.	1, 5, 42	Jan-21-95	39502518.4	Jan-21-95	39502518
ARGENTINA	RHONE-POULENC RORER S.A.	42	May-22-95	1978122	Mar-19-96	1594049
ARGENTINA	RHONE-POULENC RORER S.A.	5	May-22-95	1978121	Sep-28-98	1690880
ARGENTINA	RHONE-POULENC RORER S.A.	1	May-22-95	1978120	Sep-28-98	1690881
AUSTRALIA	AVENTIS PHARMA S.A.	1, 5, 42	Apr-27-95	659968	May-15-97	659968
AUSTRIA	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
BENELUX	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
BRAZIL	RHONE-POULENC RORER S.A.	1	May-23-95	818541920	Sep-16-97	818541920
BRAZIL	RHONE-POULENC RORER S.A.	5	May-23-95	818541911	Sep-23-97	818541911
BRAZIL	RHONE-POULENC RORER S.A.	39	May-23-95	818541903	Nov-04-97	818541903
CANADA	AVENTIS PHARMA S.A.		Jan-20-95	773553	Jul-03-98	TMA497061
SOUTH KOREA	AVENTIS PHARMA S.A.	112	May-23-95	95-5109	May-15-97	36149
SOUTH KOREA	AVENTIS PHARMA S.A.	10	May-23-95	95-20337	Jul-15-96	343042
DENMARK	AVENTIS PHARMA S.A.	1, 5, 42	May-01-95	3308/95	Mar-08-96	1396/1996
SPAIN	AVENTIS PHARMA S.A.	1, 5	Apr-28-95	648351	Apr-28-95	648351
UNITED STATES OF AMERICA	AVENTIS PHARMA S.A.	01,05,42	Jul-12-95	74-724838	Jul-12-99	2297199
FINLAND	AVENTIS PHARMA S.A.	1, 5, 42	Apr-27-95	2602/95	Sep-30-96	201814
FRANCE	AVENTIS PHARMA S.A.	1, 5, 42	Nov-23-94	94/545961	Nov-23-94	94545961
GREECE	AVENTIS PHARMA S.A.	1, 5, 42	May-02-95	124149	DEC/17/1997	124149
HUNGARY	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
IRELAND	AVENTIS PHARMA S.A.	1	Apr-27-95	95/3030	Jul-21-97	173226
IRELAND	AVENTIS PHARMA S.A.	5	Apr-27-95	95/3031	Jul-25-97	173227
IRELAND	AVENTIS PHARMA S.A.	42	Apr-27-95	95/3032	Jul-01-96	201577
ICELAND	AVENTIS PHARMA S.A.	1, 5, 42	Apr-26-95	574/95	Sep-26-96	951/1996
ISRAEL	AVENTIS PHARMA S.A.	1	May-12-95	98556	Sep-01-96	98556
ISRAEL	AVENTIS PHARMA S.A.	5	May-12-95	98557	Nov-05-96	98557
ISRAEL	AVENTIS PHARMA S.A.	42	May-12-95	98558	Sep-01-96	98558
ITALY	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
JAPAN	AVENTIS PHARMA S.A.	5	Jan-26-95	juil-28	Jun-20-97	3325291
JAPAN	AVENTIS PHARMA S.A.	1	Jan-26-95	juil-27	May-09-97	3302838
JAPAN	AVENTIS PHARMA S.A.	42	Jan-26-95	juil-29	AUG/07/1998	4175421
MALAYSIA	RHONE-POULENC RORER S.A.	5	AUG/07/1997	97/10930		

MEXICO	RHONE-POULENC RORER S.A.	1	May-16-95	231946	Nov-28-95	510928
MEXICO	RHONE-POULENC RORER S.A.	5	May-16-95	231950	Nov-28-95	510929
MEXICO	RHONE-POULENC RORER S.A.	42	May-16-95	231951	Jun-13-95	494533
NORWAY	AVENTIS PHARMA S.A.	1, 5, 42	Apr-27-95	952706	Oct-03-96	177097
NEW ZEALAND	AVENTIS PHARMA S.A.	1	Apr-27-95	248560	Nov-11-96	248560
NEW ZEALAND	AVENTIS PHARMA S.A.	5	Apr-27-95	248561	Mar-12-97	248561
NEW ZEALAND	AVENTIS PHARMA S.A.	42	Apr-27-95	248562	Nov-11-96	248562
PHILIPPINES	RHONE-POULENC RORER S.A.	5	Jul-03-95	101173	Oct-22-99	04-1995-103373
PHILIPPINES	RHONE-POULENC RORER S.A.	1	Jul-03-95	101172	DEC/08/1998	66678
PHILIPPINES	RHONE-POULENC RORER S.A.	42	Jul-03-95	101174	DEC/08/1998	66679
POLAND	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
PORTUGAL	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr 28-95	648351
INTERNATIONAL PROCEDURE CZECH REPUBLIC	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
UNITED KINGDOM	AVENTIS PHARMA S.A.	1, 5, 42	Jan-18-95	2008168	Jan-18-95	2008168
RUSSIA (FEDERATION OF) SINGAPORE	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
SINGAPORE	RHONE-POULENC RORER S.A.	1	May-05-95	4031/95	May-05-95	4031/95
SINGAPORE	RHONE-POULENC RORER S.A.	5	May-05-95	4032/95	May-05-95	T95/04032H
SINGAPORE	RHONE-POULENC RORER S.A.	42	May-05-95	4033/95	May-05-95	4033/95
SLOVAKIA	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
SWEDEN	RHONE-POULENC RORER S.A.	5	Jun-06-95	95-5143	AUG/23/1996	316305
SWEDEN	RHONE-POULENC RORER S.A.	1, 42	Jun-06-95	95-6426	Mar-29-96	310799
SWITZERLAND	AVENTIS PHARMA S.A.	1, 5, 42	Apr-28-95	648351	Apr-28-95	648351
TAIWAN	RHONE-POULENC RORER S.A.	1	May-18-95	84023972	AUG/01/1996	723089
TAIWAN	RHONE-POULENC RORER S.A.	5	May-18-95	84023980	Jun-16-96	719082
TAIWAN	RHONE-POULENC RORER S.A.	42	May-18-95	84023979	Jun-1-96	83135
TURKEY	RHONE-POULENC RORER S.A.		May-17-95	17953	May-17-95	160749

[...]

Certified true copy

Alain Chevallier

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