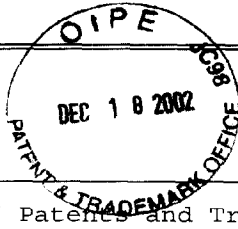


Form PTO-1595
(Rev. 6-93)
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To the Honorable Commissioner of Patents and Trademarks
original documents or copy thereof.

led

1. Name of conveying party(ies):

Theratechnologies, Inc.

2. Name and address of receiving party(ies)

Name: **Celmed Biosciences Inc.**

Street Address: **2310 Alfred-Nobel**

City State Zip
Saint-Laurent, Quebec, Canada H4S 2A4

Additional name(s) of conveying party(ies) attached?
 yes no

Additional name(s) & address(es) attached?
 yes no

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

Execution Date: **November 28, 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).

PCT/CA02/00438

Additional numbers attached? Yes No

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

**CROWELL & MORING L.L.P.
P.O. Box 14300
Washington, D.C. 20044-4300**

6. Total number of applications and patents involved: 1

7. Total Fee (37 CFR 3.41): \$ 40.00
 Enclosed. Please charge any underpayment in connection with this Assignment to Deposit Account No. 05-1323

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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.

Name J. D. Evans Reg. No. 26,269

December 18, 2002
Date

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**ASSIGNMENT OF INVENTION
UNIVERSAL**


WHEREAS, I/We THERATECHNOLOGIES INC., whose full post office address(es) is/are **2310 Alfred-Nobel, Saint-Laurent, Quebec, Canada, H4S 2A4**, has/have invented certain improvements in HALOGENATED RHODAMINE DERIVATIVES AND APPLICATIONS THEREOF and described in an international patent application no. PCT/CA02/00438 claiming priority of Canadian Patent Application No. 2.342.675 and of United States Patent Application No. 09/822.223 executed on March 27, 2002 and:

WHEREAS **CELMED BIOSCIENCES INC.**, whose full post office address is/are **2310 Alfred-Nobel, Saint-Laurent, Quebec, Canada, H4S 2A4**, (hereinafter referred to as the assignee), is desirous of acquiring the entire right, title and interest in and to said invention or inventions and in and to any and all patents to be obtained therefor;

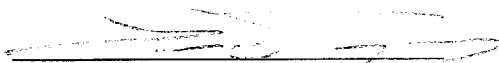
NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration, the receipt of which is hereby acknowledged, I/We have and by these presents do hereby sell, assign and transfer unto said assignee, its successors and assigns, the entire right, title and interest in and to said invention or inventions, as described in the aforesaid application, in any form or embodiment thereof, and in and to the aforesaid application; and in and to any applications filed in any foreign country based thereon, including the right to file said foreign applications under the provisions of the International Convention; also the entire right, title and interest in and to any and all patents, reissues or extensions thereof to be obtained in this or any foreign country upon said invention or inventions, and any divisional, continuation, continuation-in-part, substitute application(s) or supplementary disclosure(s) which may be filed upon said invention or inventions, in any country; and I/We hereby authorise and request the issuing authority to issue any and all patents on said application or applications to said assignee.

I/We further agree without any payment by said assignee other than expenses incurred by the undersigned, to communicate to said assignee, its representatives or agents, any facts relating to said invention or inventions, including evidence for interference purposes or for other proceedings, whenever requested; testify in any interference, litigation or other proceedings, whenever requested; and execute and deliver, on request, all lawful papers required to make any of the foregoing provisions effective, and likewise make these provisions binding upon my/our heirs, legal representatives, administrators and assigns.

Le(s) soussigné(s) désire(nt) que la présente cession soit en anglais. The undersigned request(s) that the present assignment be in English.


Witness
Name: RACHIDA EL JASTIMI

November 28th, 2002
Date


THERATECHNOLOGIES INC.
Name: LUC TRINGALI
Title: PRESIDENT & CEO