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Attorney Docket Number
11133-008-999 & 11133-009-999

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS

3-7-03

Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): Shaman Pharmaceuticals, Inc.	2. Name and address of receiving party(ies): Name: <u>PS Pharmaceuticals, Inc.</u> Address: <u>213 East Grand Avenue</u> <u>South San Francisco, CA 94080-4812</u>
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	Country (if other than USA):
3. Nature of conveyance: Assignment Merger Security Agreement Change of Name <input checked="" type="checkbox"/> Other <u>Order Approving Sale and Assignment of Assets</u>	
Execution Date:	

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) 5,211,944 and 5,494,661Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed: PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, New York 10036-2711	6. Number of applications and patents involved:
	7. Total fee (37 CFR 3.41):.....\$ 40.00 Please charge to the deposit account listed in Section 8.
	8. Deposit account number: <u>16-1150</u>

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.

Geraldine F. Baldwin

31,232

March 7, 2003

Name of Person Signing

Reg. No.

Signature

Date

Total number of pages including cover sheet:

15

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

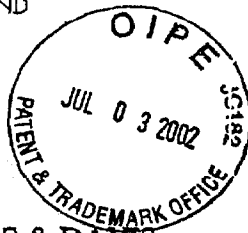
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PATENT
REEL: 013828 FRAME: 0886



EL 501 743 723 US

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Attorneys for the Official
 Committee of Unsecured Creditors

FILED
 DEC 12 2001
 UNITED STATES BANKRUPTCY COURT
 SAN FRANCISCO, CA

IN THE UNITED STATES BANKRUPTCY COURT
 FOR THE NORTHERN DISTRICT OF CALIFORNIA
 SAN FRANCISCO DIVISION

In re

Case No. 01-30035 TC

SHAMAN PHARMACEUTICALS, INC.,

Under Chapter 11

Debtor.

ORDER APPROVING SALE AND ASSIGNMENT OF ASSETS

On or about October 19, 2001, SHAMAN PHARMACEUTICALS, INC., the debtor-in-possession herein (the "Debtor"), filed its Notice of Motion and Motion to Sell Assets Free and Clear of Liens, Claims and Interests, And to Assume and Assign Debtor's Contracts With Dr. Michael Tempesta and General Nutrition Center (the "Sale Motion"), and on or about November 2, 2001, Michael Tempesta, M.D. ("Dr. Tempesta") filed his Conditional Opposition of Dr. Michael Tempesta To Debtor's Motion To Sell Assets, etc., (the "Tempesta Opposition"), conditionally objecting to the relief sought in the Sale Motion. No other opposition or response with respect to the Sale Motion was filed with the Court by any party.

On November 14, 2001, this Court filed the Order Approving Sale Procedures And Compromise of Lien Disputes (the "Sale Procedures Order"). Pursuant to the terms of the Sale Procedures Order and in full accordance with its requirements, an auction was conducted by the Official Committee of Unsecured Creditors appointed herein (the "Committee") on November 15, 2001, and an offer by ~~submitted by the Bridge Lenders, as defined below, for the purchase of assets of~~

the estate herein was accepted, upon the terms set forth below. Thereafter, the Bridge Lenders advised that they had designated as the recipient of the assets purchased PS Pharmaceuticals, Inc., a corporation incorporated on or about November 15, 2001 in the State of Delaware ("New PS").

On November 16, 2001, following due and adequate notice, said matters, including the Sale Motion, the Tempesta Opposition and confirmation of the sale and auction process conducted in accordance with the provisions of the Sale Procedures Order, came before this Court for hearing. Stephen D. Finestone, Esq. of Law Offices of Stephen D. Finestone appearing on behalf of the Debtor, Merle C. Meyers, Esq. of Goldberg, Stinnett, Meyers & Davis, A Professional Corporation appearing on behalf of the Official Committee of Unsecured Creditors appointed herein (the "Committee"), Michael St. James, Esq. of St. James Law appearing on behalf of WBW Trust Number One, IBH-II LP, Robert M. Arnold, John W. Titcomb, Jr., H.W. Proctor and George Rathmann (collectively, the "Bridge Lenders"), Todd E. Thompson, Esq. appearing on behalf of Dr. Tempesta, and other counsel appearing as set forth in the record of this Court; and for good cause shown,

NOW, THEREFORE, IT IS HEREBY ADJUDGED, DECREED AND ORDERED as follows:

1. The Sale Motion is hereby GRANTED as and to the extent set forth hereinbelow, and the Tempesta Opposition is hereby deemed WITHDRAWN.

2. Pursuant to the provisions of Sections 363(b), 363(f) and 365(b) of the Bankruptcy Code, a sale of assets of the estate herein to New PS, including without limitation the assumption and assignment of the Tempesta Licenses, as defined below, upon the following terms (collectively, the "Subject Sale") is hereby authorized and approved:

A. Assets: The Debtor will transfer to New PS, free and clear of all liens and other interests, but subject to the provisions of Sections 2.B. (cure of defaults) and 2.F. (executing restated agreement with Dr. Tempesta), ownership of the following assets, to the extent presently owned by the Debtor (the "Assets"): (i) the assets identified in collective Schedule A hereto; (ii) assignment of all licenses and other agreements between the Debtor

and Dr. Tempesta (collectively, the "Tempesta Licenses") and (iii) the name, good will and intangible assets associated with the name "P.S. Pharmaceuticals" and "Shaman Pharmaceuticals". The Assets shall not include the following:

i. The latex and other property stored at United Cold Storage in South San Francisco and 3 drums of latex and some blue and black 30 gallon containers of research phase extracted latex on wooden pallets located at 217 East Grand Avenue, South San Francisco.

ii. Any and all causes of action or claims that the estate may hold against any party, including claims arising under Part V of the Bankruptcy Code; and

iii. Any executory contracts between the Debtor and General Nutrition Corporation ("GNC"), as to which New PS will not take assignment, and the Debtor will not assume.

B. Price: The Bridge Lenders will pay to the estate the amount of \$250,000.00, and will assume any and all cure obligations under the Tempesta Licenses, up to the maximum amount of \$25,000.00. The purchase price will be paid at closing, by application of a \$150,000.00 deposit received and an additional cash payment of \$100,000.00.

C. Claim Waivers: As additional consideration to be provided by the Bridge Lenders, the Bridge Lenders shall obtain and file a full release of all claims asserted by Vulcan Ventures, Inc., in the approximate amount of \$500,000, against the Debtor or its estate. In addition, pursuant to the terms of the Sale Procedures Order, the Bridge Lenders and the Junior Lenders (as defined in the Sale Procedures Order) will release all claims and liens against the Debtor or its estate with respect to any loans made by any of them to the Debtor prior to or during the chapter 11 case.

D. As-is, Where-is: The assets will be transferred to New PS without representation or warranty and on an "as-is, where-is" basis.

E. Closing: Closing of the sale shall occur as soon as practicable after entry of this Order.

ET AL. (415) 217-5910 415 434 1880 NO. 8561 P. 4 PAGE 6

F. Tempesta Documents: New PS agree (a) to execute a new license agreement with Dr. Tempesta in order to replace and integrate existing documents, provided that such new agreement does not contain any substantive changes from existing terms; and (b) that the description of calculation of royalty payments concerning GNC revenues, as executed by the Bridge Lenders' representative on November 15, 2001, is accurate and binding upon New PS.

3. As acknowledged and agreed by his counsel during the course of the aforementioned hearing before this Court, Dr. Tempesta (a) has agreed that the maximum amount of cure, if any, owing under the Tempesta License is \$25,000.00; and (b) has consented to the assumption and assignment of the Tempesta Licenses to New PS upon the terms and conditions set forth above.

4. The Debtor is hereby authorized and directed to take any and all actions and to execute any and all assignments, ~~as described above.~~

DATED: December 12 2001

Approved as to form and content:

ST. JAMES LAW

By: 

Michael St. James, Esq.
Attorneys for the Bridge Lenders

HOWARD, RICE, NEMEROVSKI, CANADY RAY & BARNES

By: 

William J. Laflerty, Esq.
Attorneys for Michael

LAW OFFICES OF STEPHEN D. FINESTONE

L

Stephen D. Finestone, Esq.
Attorneys for the Debtor



UNITED STATES BANKRUPTCY COURT
Northern District of California
I certify that this is a true, correct and full copy
of the original document on file in my custody.
Dated 12-12-01
by Debra Chow
Deputy Clerk

ORDER APPROVING SALE AND ASSIGNMENT OF ASSETS
SALVAGE ORDER FINAL

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12/12/2001 13:08 FAX 415 398 2820

VOGL & MEREDITH

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1 F. ~~Tempesta License~~ New PS agree (a) to execute a new license agreement
2 with Dr. Tempesta in order to replace and integrate existing documents, provided that such
3 new agreement does not contain any substantive changes from existing terms; and (b) that the
4 description of calculation of royalty payments concerning GNC revenues, as executed by the
5 Bridge Lenders' representative on November 15, 2001, is accurate and binding upon New PS.

6 3. As acknowledged and agreed by his counsel during the course of the aforementioned
7 hearing before this Court, Dr. Tempesta (a) has agreed that the maximum amount of cure, if any,
8 owing under the Tempesta Licenses is \$25,000.00; and (b) ^{has consented to the assumption and} ~~has consented to the assumption and~~
9 assignment of the Tempesta Licenses to New PS upon the terms and conditions set forth above.

10 4. The Debtor is hereby authorized and directed to take any and all actions, and to
11 execute any and all documents, reasonably necessary to effectuate and consummate the Subject Sale
12 as described above.

13 DATED: November ____, 2001

14 THE HONORABLE THOMAS E. CARLSON
15 United States Bankruptcy Judge

16 Approved as to form and content:

17 ST. JAMES LAW

18 By:

19 Michael St. James, Esq.
20 Attorneys for the Bridge Lenders

21 HOWARD, RICE, NEMEROVSKI, CANADY, FALK & RABKIN

22 By:

23 William J. Lafferty, Esq.
24 Attorneys for Michael Tempesta, M.D.

25 LAW OFFICES OF STEPHEN D. FINESTONE

26 By:

27 Stephen D. Finestone, Esq.
28 Attorneys for the Debtor

**SCHEDULE A
ASSETS PURCHASED**

1. All assets associated with the SP-303 technology, see Schedule A-1
2. All intellectual property listed in the attached Schedule A-2, including but not limited to any and all IP related to SP-303
3. All of Shaman Pharmaceuticals rights, including Dietary Supplement rights, associated with the Bankruptcy Court approved sale of "Assets Purchase Agreement" between Shaman Pharmaceuticals and Metabolex Inc. dated March 16, 2001 and the "Second Amendment to License and Sale Agreement" also dated March 16, 2001.
4. All crude plant latex stored at H. Reisman Corporation in New Jersey.
5. All NSF and NSF-IB pills stored at FTI corporation and 213 and 317 East Grand Avenue.
6. All of Shaman's remaining laboratory equipment at 213, 317 East Grand Avenue.
7. All of Shaman furniture, Books, Journals, Artwork, Videos at 213 & 317 East Grand Ave.
8. Shaman's 4D research database, plant collections, extracts and Voucher specimens at 213 & 317 East Grand Avenue.
9. All of Shaman's remaining computer equipment and data contained within.
10. All paper records and data associated with SP-303 asset and plant research at Shaman, including laboratory notebooks at DATASAFE and paper files associated with Shaman's operations.
11. The following domain names and websites Shaman.com, Shamanbotanicals.com, NSFIB.com, diarrheasolutions.com and SyndromeXweb.com.
12. All remaining inventory of Syndrome X bars and SB-300 extract, all trademarks associated with Syndrome X and/or SP-303, SB-300, NSF-IB, NSF. The formulas for the Syndrome X bars and rights to use those formulas in syndrome x products.
13. The name of PS Pharmaceuticals Inc.
14. The Shaman Pharmaceuticals leaf logo.
15. All remaining rights of Shaman or PS Pharmaceuticals relating to the assignment of Shaman's lease to Tularik that was effective on April 10, 2001.
16. Forklift in 217 East Grand Avenue.

SCHEDULE A-1

Attachment I
to
Financing Statement
Shaman Pharmaceuticals, Inc.

The Financing Statement covers the following types or items of property:

(a) All intellectual property rights of any kind of Shaman Pharmaceuticals, Inc. related to SP303 and the SP303-Related Assets (as defined below), including without limitation P.S. Pharmaceutical's rights under the Tempesta License, and the U.S. Patents, U.S. Patent applications, and patent office prosecutions in Europe, North America and Asia which cover SP303 and NSF, and P.S. Pharmaceuticals know-how related to SP303. "SP303-Related Assets" means documents, records, inventory and personal property of the P.S. Pharmaceuticals related to SP303 and NSF, a dietary supplement with SP303 as the principal ingredient, including without limitation (a) documentation related to SP303 (including regulatory files, batch records, manufacturing procedures, technology, ethno-botanical information, databases and supplier information); (b) latex, a raw plant material used in making SP303 and NSF; (c) SB-300, essentially an uncompleted form of NSF; (d) NSF back inventory, which are tablets marketed and sold directly by P.S. Pharmaceuticals and through General Nutrition Centers; (e) completed SP303 compounds, which can be utilized for research purposes; and (f) U.S. patent # 5,211,944, U.S. patent # 5,494,661, US patent application serial # 09/066,989, US patent application serial # 09/243,197, US patent application serial # 09/364,248, Shaman docket # SHOBT-08, and numerous related international and national patent office actions/prosecutions ongoing in Europe, North America and Asia (collectively, the "SP-303 Intellectual Property").

(b) Any and all goods, supplies, wares, merchandise, and other tangible personal property, including customer lists, latex/raw material, work in process, supplies and components, and finished goods that embody the SP-303 Intellectual Property, whether held for sale or lease or to be furnished under any contract for service or so leased or furnished, and also including products of and accessions to inventory, packing and shipping materials, and all documents of title, whether negotiable or nonnegotiable, representing any of the foregoing (collectively, the "Inventory").

(c) All rights of Shaman Pharmaceuticals, Inc. under its agreements for distribution of the Inventory, including without limitation, Shaman Pharmaceuticals' rights under an Agreement with GNC

(f) All replacements, modifications and accessions to any of the foregoing, wherever located;

(g) All proceeds (including all insurance proceeds) of the foregoing; and

(h) All books, correspondence, records and other documents relating to the above-described property.

As used in this Security Agreement, the term "proceeds" includes whatever is receivable or received when collateral or the proceeds thereof is paid, collected or otherwise disposed of whether such disposition is voluntary or involuntary, and all claims arising out of the damage, destruction, or decrease in value of the collateral.

351611-094248.1

SCHEDULE A-2

Shannon IP -

November 16, 1991

Patent No.	Drug Application No.	Patent Title	Amount
7032-003	SP-1500	Dioxyacetone and its use as a hypoglycemic agent.	5,019,580
7032-006	SP-1100	Thiazolobenzimidazole antifungal and antiviral agents*	5,202,348
7032-007	SP-302	Proanthocyanidin polymers having antiviral activity and methods of obtaining the same.	5,211,944
7032-012	SP-1100	Novel 1,2-dithiol antifungal agents (compounds)	5,556,875
7032-013	SP-1100	Class of phosphocholine derivatives having antifungal activity	5,681,829
7032-016	SP-303	Methods for using Proanthocyanidin polymers having antiviral activity	5,494,661
7032-017	SP-1100	Process For The Preparation Of Mesop- And Bis(Phosphocholine) Derivatives Which Have Antifungal Activity	5,811,568
7032-019	SP-19502	Novel and versatile methodology for the preparation of symmetrical and unsymmetrical 3,5-disubstituted-1,3-dithiols having antifungal activity	5,583,235
7032-020	SP-49701	Hypoglycemic agent from cryptolipids	5,917,052
7032-021	SP-1100	1, 2-dithiols having antifungal activity	5,648,354
7032-022	SP-1100	1, 2-dithiols having antifungal activity	5,580,897
7032-028	SP-6700	Fluorocyclohexanone and cyclohexanone derivatives for treatment of diabetes	5,747,527
7032-030	SP-49701	Crystalline material with hypoglycemic activity	5,681,958
7032-031	SP-49701	Fluorocyclohexanone and cyclohexanone derivatives (active)	5,628,999
7032-032	SP-49701	Hypoglycemic agent from cryptolipids (new)	5,629,319
7032-034	SP-49701	Hypoglycemic agent from cryptolipids (compounds)	5,753,790
7032-035	SP-1100	Novel 1,2-dithiol antifungal agents (compounds)	5,668,168
7032-036	SP-18900	Tetrazole-type quinazoles for treatment of diabetes	5,674,900
7032-042	SP-8200	Triterpenoid compound for treatment of diabetes	5,691,386
7032-044	SP-134101	Use of bisphenolic compounds to treat type II diabetes	5,827,898
7032-045	Nik Z	Methods and compositions for treating fungal infections in mammals	5,789,387
7032-048	SP-4003	Method of reducing blood glucose by administering Hafungatin or Vitamin	5,837,255

PATENT

REEL: 013828 FRAME: 0894

7032-051	anlipex	diabetes	Anilins derivatives having antihyperglycemic activity	5,741,926
7032-059	SP-49701	diabetes	Methods of use of cryptolepine analogs with hypoglycemic activity	5,925,647

*assigned to University of British Columbia

8 Pending US applications (P&E)

Docket No.	SP. No.	Drug Application	Patent Title	US Patent appl serial no.	Status
7032-068	SP-303	Antidiabetic compounds	Esteric formulations of proinsulin polymer emulsified compositions	09/046,989	Final Office Action, 3 month 08-15-00; 6 month november 15, 2000 with fees
7032-062	phenyl piperazines	diabetes	Piperazine derivatives useful as hypoglycemic agents	08/993,320	brief re petition for retroactive license
7032-068	indolizeneaz eptones	diabetes	Indolizeneaz eptone derivatives with hypoglycemic activity	09/314,496 filed 05/19/99	Responded to restriction requirement
7032-069	Quindalone	diabetes	Quindalone compounds useful as hypoglycemic agents	09/340,468 filed 05/28/99	expect NTFMP
7032-070	48401/02	diabetes	Dihydrochalcones useful for the treatment of diabetes	filed 09/13/99	expect NTFMP
7032-071	SP-4003	diabetes	Anthracene compounds as hypoglycemic agents	filed 09/13/99	expect NTFMP
7032-072	SP-300	INS	Esteric formulations of proinsulin polymer emulsified compositions and methods of preparing same	Filed 02/01/00	

PENDING US APPLICATIONS (SHAMAN IN-HOUSE)

Doc#	SP No.	Drug Application	Patent Title	US Patent appl serial no.	Status
SHBOT-01	SB-300-01	diarrhea	Enteric formulations of proanthocyanidin polymer antidiarrheal composition	09/243,197 f/d 02/01/99	awaiting Office Action
SHBOT-02	SB-300-01	diarrhea	Stabilized bicyclo [3.3.1]nonenes and methods of use	09/270,305 f/d 09/15/99	awaiting Office Action
SHBOT-03	SB-300-01	diarrhea	Methods of using isolated and purified bicyclo[3.3.1]nonenes for treating diabetes and hypertriglyceridemia	09/270,489 f/d 03/15/99	awaiting Office Action
SHBOT-04	SB-300-01	diarrhea	Methods of using isolated and purified bicyclo[3.3.1]nonenes for treating depression	provisional f/d 03/15/99	Convert to actual application by 03/15/00
SHBOT-05	SB-300-01				
SHBOT-06	SB-300-01	diarrhea	Enteric formulations of proanthocyanidin polymer dietary supplements and methods for preparing same	09/364,248 filed 07/29/99	NTFMP due 10-24-99 to 02-24-99
SHBOT-08	SB-300	diarrhea	Use Of Purified Proanthocyanidin Polymer Extract By Maltodextrin Stabilizing Food Secretory Diarrhea		
SHBOT-14	SP-45400	diabetes	Use of Purified Maltosyl Extracts to treat hyperglycemia & control blood glucose levels	In process	
SHBOT-15	SP-45400	diabetes	Use of Purified Maltosyl Extracts to treat hyperglycemia & control blood glucose levels	In process	

FOREIGN APPLICATIONS/PATENTS (A & E)

Docu- No.	SP No.	Country	Patent Title	Patent/appl serial no.	Status
7032-037- 01	SP-303	Canada (01) Australia (05) New Zealand (04), Mexico (09) Japan (12) Singapore (55) Rep. of Korea (182) EPC (227)	Estimate/estimations of prosthetic and/or polymer antidirectional compositions	various	various stages still pending, issued Aus (form for acceptance 06- 05-01), NZ, Mex
7032-032	SP-1160	Japan (11)	Novel 1,2-dithia ester/active agents (compound)	09/270,305 1/103/15/99	Examination requested
7032-033		Japan	Novel class of phosphonate derivatives having Antitumor Activity	05-510144	Request for Examination Due October 8, 2000
7032-038- 088	SP-4700	Taiwan	Novel compounds and compositions for treatment of diabetes	N1093964	Issued
7032-034- 089	SP-18960	Taiwan	Terpenoid-type substances for treatment of diabetes	85-106793	Awaiting examination Pending
7032-043- 009	SP-903	Mexico	Medicine for using fructose polymer polymers having antitumor activity	9401703	Pending
7032-046	SP-303	Australia (02)	Estimate/estimations of prosthetic and/or polymer antidirectional compositions	49881/97	Pending must be put into condition for allowance by April 5, 2002 (outstanding office action)
7032-062	Phenyl Piperazi	International PCT			

7082-072	nes	designating everyone	Basic formulations of proanthocyanidin polymer enriched elutary supplants and methods of preparing same	Filed 02/01/00 PCT/US00/02 687	National Stage filings due 08-01-01
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EPC filing includes: Austria, Belgium, France, Germany, Italy, Luxembourg, Netherlands, Sweden, United Kingdom, Greece, Spain and Denmark

7032-046	SP-303	Canada, Australia, Mexico, Japan, India, Philippines, Taiwan, Rep. of Korea, KPC.	Enteric Formulations of Proanthocyanidin Polymers	Pending	various stages
7032-048	SP-4003	Taiwan	Method of reducing blood glucose by administering Hesperidin or Vitamin	Pending	
7032-082	Pien-Hip	PCT	Proanthocyanidin derivatives useful as hypoglycemic agents	pending note: 30 month date 06/18/00	Abandoned
7032-072	SB-300	PCT	Enteric formulations of Proanthocyanidin polymer enriched dietary supplements and methods of preparing same	pending	Demand filed Nationals Stage August 1, 2001

SUMMARIES

SP-303 issued United States Patents 5,211,944 (Polymers) and 5,494,661 (Methods of Use); Issued patents in Australia, New Zealand, Mexico; Examination pending in Japan, Korea and Singapore; National Stage validation filed in United Kingdom and Netherlands (October 5, 2000).

SB-300 2 pending US applications, PCT application designating everyone filed earlier this year. National Stage applications due to be filed August 1, 2001.

PATENT