

03-27-2003



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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

PATENTS ONLY

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

1. Name of conveying party(ies):

MATRIX PHARMACEUTICAL, INC.

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

[] Yes [X] No

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

Name: BIOMEDICINES, INC.Internal Address: Suite 1640

3. Nature of Conveyance:

[X] Assignment & Schedule 1 Patents [] Merger

[] Security Agreement

[] Change of Name

[X] Other Letter dated January 7, 2003 to BioMedcines, Inc.
from Chiron CorporationExecution Dates: November 7, 2002 &
January 7, 2003Street Address: 2000 Powell StreetCity: EmeryvilleState: CAZip: 94608

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

[] Yes [X] 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 is:

A. Patent Application No.(s)

B. Patent No.(s)

5,925,246

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence
concerning document should be mailed:Name: DAVID C. FOSTERInternal Address: DORSEY & WHITNEY LLPStreet Address: SUITE 3400FOUR EMBARCADERO CENTERCity: SAN FRANCISCOState: CAZip: 94111-41876. Total number of applications
and patents involved: One7. Total fee (37 CFR 3.41):.....\$ 40.00

[X] Enclosed

[] Authorized to be charged to
deposit account8. Deposit account number: 50-2319
Please debit any underpayment or credit any
overpayment to the above deposit account.Our Docket No. A-72166; File No. 470298-0034/AMCP/DCF

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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.

DAVID C. FOSTER for
ANN M. C. PEASE

Name of Person Signing

David C. Foster Reg. No: 44685 3/24/03

Signature/Date

Total number of pages including cover sheet, attachments and document: [8]

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

**Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231**

Our Docket No. A-72166; Our File No.: 470298-0034/AMCP/DCF

PATENT ASSIGNMENT AGREEMENT

KNOW ALL PERSONS BY THESE PRESENTS that, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, MATRIX PHARMACEUTICAL, INC., a corporation organized and existing under the laws of the State of Delaware ("Seller"), does hereby sell, grant, assign, convey, transfer and set-over unto BIOMEDICINES, INC., a Delaware Corporation ("Buyer"), all of its right, title and interest in and to all of the following now owned by Seller:

1. all patents and patent applications set forth on Schedule 1 attached hereto ("Patents"); and

2. subject to the provisions of Section 13.2 of the Asset Purchase Agreement dated as of November 7, 2002 between Seller and Buyer (the "Asset Purchase Agreement"), the right to sue for past, present and future infringements of any of the Patents and all damages or payments now or hereafter due and/or payable under any of the Patents or with respect to any of the Patents, including, without limitation, damages or payments for past or future infringements of any of the Patents.


Seller hereby authorizes and requests the Commissioner of Patents and Trademarks of the United States and the empowered officials of all other governments to issue all said Letters Patent to Buyer as assignee of the entire right, title and interest in and to the same, for the sole use and enjoyment of Buyer, its successors and assigns.

Seller hereby authorizes Buyer to apply for and obtain the recordation of this Assignment. Seller agrees that it shall, without further consideration, promptly and duly cause to be performed such lawful acts and execution of any other documents as Buyer may reasonably request in order for Buyer to obtain the full benefit of this Assignment and to permit Buyer to be duly recorded in each office, bureau and tribunal in the appropriate jurisdiction as the registered owner or proprietor of each of the rights hereby assigned. Such instruments and documents shall include, without limitation, affidavits, including affidavits of use, and other documents for filing in such jurisdictions as Buyer may from time to time reasonably request.

All capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Asset Purchase Agreement.

IN WITNESS WHEREOF, the undersigned has caused this Assignment to be executed as of the 7 day of November, 2002.

MATRIX PHARMACEUTICAL, INC.


By: 

Name: Craig A. Wheeler

Title: President and Chief Executive Officer

AGREED TO AND ACCEPTED
as of the 7 day of November, 2002

BIOMEDICINES, INC.

By: 

Name: Mark Moran

Title: Chief Executive Officer

Schedule 1

Patents

<u>Chiron Series</u>	<u>Name/Number(s)</u>	<u>Date Issued or Filed</u>
19322	Aseptic Collagen Concentration Process US 5874006	US 5874006 - 02/23/99
19323	Translucent Collagen Formulations with a Cytotoxic Drug US 5750146; US 5980946; AU 719675; NZ 307791; EP 825848	US 5750146 - 05/12/98 US 5980946 - 11/09/99 AU 719675 - 08/31/00 NZ 307791 - 08/12/99 EP 825848 - 07/31/02
19324	Apparatus for Aseptic Vortex Flow Concentration US 5925246; US 5968355; Pending in CA, AU, KR, JP, NO, EP	US 5925246 - 07/20/99 US 5968355 - 10/19/99 CA - 04/20/98 AU - 04/20/98 KR - 04/20/98 JP - 04/20/98 NO - 04/20/98 EP - 04/20/98
19329	Oxidized Collagen Formulations for Use with Non Compatible Pharmaceutical Agents pending In US	US - 05/15/02
19424	Treatments Employing Drug-Containing Matrices for Introduction into Cellular Lesion Areas US RE 35748; AU 576365; CA 1248024; JP 2132531; EP 167263	US RE 35748 - 10/09/90 AU 576365 - 12/13/98 CA 1248024 - 01/03/89 JP 2132531 - 10/03/97 EP 167263 - 08/08/90
19434	Improved Process and Composition for Therapeutic Cisplatin US 6077454; US 6224883; AU 722687; Pending in CA, JP, KR, EP	US 6077454 - 06/20/00 US 6224883 - 05/01/01 AU 722687 - 11/23/00 EP - 06/19/02 CA - 10/29/96 JP - 10/29/96 KR - 10/29/96

19425	Treatments Employing Vasoconstrictive Substances in Combination with cytotoxic Agents for Introduction into Cellular Lesion Areas US 4978332; CA 1330295; JP 2750138; Abandoned in EP	US 4978332 - 12/28/90 CA 1330295 - 06/21/94 JP 2750138 - 02/20/98
19426	Reduction of Neurotoxic Effects of Cytotoxic Agents US Abandoned; CA 1330422; JP 2862175; EP 328389	CA 1330422 - 06/28/94 JP 2862175 - 12/11/98 EP 328389 - 07/01/92
19433	Methods and compositions for the Treatment of Host with a Cellular Proliferative Disease US 5573781; AU 681231; Pending in CA, EP, JP	US 5573781 - 11/12/96 AU 681231 - 12/11/97 EP - 07/24/02 CA - 12/28/94 JP - 12/28/94
19435	Use of Cell Membrane Permeants in the Treatment of Cellular Proliferative Diseases US 5874402; Pending in CA, EP, JP, AU	US 5874402 - 02/23/99 CA - 02/14/97 EP - 03/31/99 JP - 02/14/97 AU - 02/14/97
19436	Gel Delivery Vehicles for Anticellular Proliferative Agents Pending in US, AU, CA, CN, HK, JP, KR, NO, NZ	US - 02/20/97 AU - 02/19/98 CA - 02/19/98 CN - 02/19/98 HK - 08/30/00 JP - 02/19/98 KR - 02/19/98 NO - 02/19/98 NZ - 02/19/98

January 7, 2003

BioMedicines, Inc.
2000 Powell Street, Suite 1640,
Emeryville, California 94608

Attn: Mark Moran, MD
CEO

Gentlemen:

This letter shall modify the Asset Purchase Agreement by and between BioMedicines, Inc. ("BMI") and Chiron Corporation ("Chiron") dated November 7, 2002 (the "Purchase Agreement") and the Patent Assignment Agreement by and between BMI and Chiron dated November 7, 2002 (the "Patent Assignment"), to correct a reference to a certain patent number identified in the Purchase Agreement and the Patent Assignment as set forth below.

Schedule 2.1(a) of the Purchase Agreement is modified by deleting the reference to "US6077454" in each place where it appears and replacing each such reference with "US6077545."

Schedule 1 of the Patent Assignment is modified by deleting the reference to "US6077454" in each place where it appears and replacing each such reference with "US6077545."

Please sign in the place where indicated below and return the original, retaining a copy for your files.

Very Truly yours,

CHIRON CORPORATION

By:



Craig A. Wheeler
President
BioPharmaceuticals

ACCEPTED AND AGREED THIS 27 DAY OF JANUARY, 2003:

BIOMEDICINES, INC.

SM Moran

By:

Mark Moran, MD
Chief Executive Officer