



08-08-2003



102519558

ER SHEET

Attorney Docket Number 87264-52

Mail Stop Assignments
COMMISSIONER FOR PATENTS
P.O. Box 1450
Alexandria, VA 22313-1450

8-5-03

Please record the attached original documents or copy thereof.

1. Name of conveying party: ZENTARIS AG	Execution Date: 06/21/2002	2. Name and address of receiving party: ARDANA BIOSCIENCE LIMITED 58 Queen Street Edinburgh EH2 3NS United Kingdom
Additional names attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:		

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 Nos.: 09/491,978; 09/764,111; and 09/902,556	B. Patent Nos.: 6,124,263 and 6,211,156
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Additional numbers attached? Yes No

5. Mail correspondence to: WINSTON & STRAWN LLP Customer No. 28765	6. Number of applications and patents involved: 5
	7. Total estimated fee (37 CFR 3.41): \$ 200.00
	8. Please charge the required fee to Deposit Account Number: 501-814

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.

Jeffrey A. Wolfson (Reg. No. 42,234)
For: Allan A. Fanucci (Reg. No. 30,256)

Jeffrey A. Wolfson Signature *Aug. 5, 2003* Date

08/07/2003 ECDOPER 00000121 501814 09491978
01 FC8021 200.00 BA

Total number of pages including cover sheet:

9

ZENTARIS ASSIGNATION AGREEMENT

by

ZENTARIS AG, a stock corporation organised under German Law, registered in the commercial register maintained at the lower court of Frankfurt am Main (Registration No. HRB 50736) and having its registered office at Weismüllerstrasse 45, 60314 Frankfurt am Main, Germany ("Zentaris")

in favour of

ARDANA BIOSCIENCE LIMITED, a company incorporated in England and Wales (Registered No. 4008598) and having a place of business at 58 Queen Street, Edinburgh EH2 3NS ("Ardana")

WHEREAS:

(A) [REDACTED]

(B) [REDACTED]

(C) Zentaris is the sole and exclusive owner of the Transferred Zentaris IP Rights;

(D) Zentaris is willing to assign to Ardana, and Ardana is willing to accept the assignation of, the Transferred Zentaris IP Rights on the terms and conditions set out in this Assigantion;

THE PARTIES AGREE as follows:

1. DEFINITIONS AND INTERPRETATION

1.1. In this Assigantion (including the Recitals), unless the context otherwise requires:

Closing Date ~~_____~~
~~_____~~

Exhibit means Exhibit 1.4 to the Sale and Purchase Agreement which is attached again to this Assignment and shall be deemed to be incorporated in this Assignment.

Transferred Zentaris IP Rights means the patents and patent applications specified in the Exhibit.

- 1.2 In this Assignment, unless the context demands otherwise, words denoting the singular shall include the plural and vice versa, words denoting a gender shall include all genders, and words denoting persons shall include corporations and all other legal entities.
- 1.3 In this Assignment, unless the context otherwise requires, reference to a "Clause" shall be deemed to be a reference to the relevant clause of this Assignment. The Clause headings are inserted for ease of reference and shall not affect the interpretation or construction of this Assignment.
- 1.4 In this Assignment, references to any German legal term for any action, remedy, method of judicial proceeding, legal document, legal status, court, official or any legal concept or thing shall in respect of any jurisdiction other than Germany be deemed to include what most nearly approximates in that jurisdiction to the German legal term.

2. ASSIGNATION

- 2.1 Zentaris hereby assigns to Ardana, and Ardana hereby accepts the assignation of, the whole property, right, title and interest in and to the Transferred Zentaris IP Rights.
- 2.2 Zentaris hereby undertakes at the request and cost of Ardana to do all things and execute all such further documents, forms and authorisations as may be required to:
- 2.2.1 vest the whole property, right, title and interest in and to the Transferred Zentaris IP Rights in Ardana absolutely, including but not limited to registration of Ardana's title as proprietor at the relevant patent offices anywhere in the world and to assist in the resolution of any question concerning ownership of the Transferred Zentaris IP Rights; and

2.2.2 in the event that there are any parent applications deriving or claiming priority from the patents and patent applications specified in the Exhibit or patents granted pursuant to patent applications deriving or claiming priority from the patents and patent applications specified in the Exhibit which are not assigned to Ardana pursuant to Clause 2.1, assign the whole property right, title and interest in and to such patent, including all statutory and common law rights, to Ardana.

3. DELIVERABLES

3.1 [REDACTED]

3.2 [REDACTED]

4. [REDACTED]

5. APPLICABLE LAW

5.1 This Assignment will be governed by and construed and interpreted in accordance with the laws of the Federal Republic of Germany. All disputes arising in connection with the present agreement or its validity shall be finally settled by three arbitrators in accordance with the Arbitration Rules of the German Institution of Arbitration e.V. (DIS) without recourse to the ordinary courts of law. The venue of the arbitration shall be Frankfurt. The language of the arbitral proceedings shall be English.

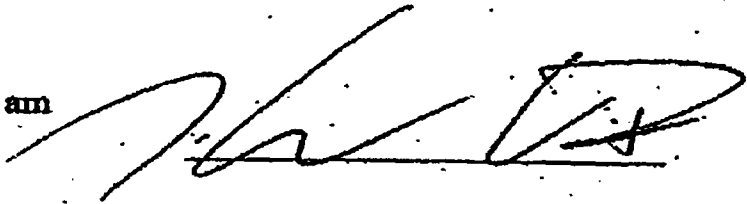
5.2 In the event that one or more provisions of this Assignment shall, or shall be deemed to, be invalid or unenforceable, the validity and enforceability of the other provisions of this Assignment shall not be affected thereby. In such case,

the Parties hereto agree to recognize and give effect to such valid and enforceable provision or provisions which correspond as closely as possible with the commercial intent of the Parties. The same shall apply in the event that this Agreement contains any gaps (*Vertragslücken*)

IN WITNESS WHEREOF these presents, consisting of this and the three (3) preceding pages, are executed as follows:

Subscribed for and on behalf of
ZENTARIS AG, by
Prof. Dr. Jürgen Engel and
Dr. Karsten Tiemann,
Authorised Signatory, at Frankfurt am
Main on the 21st day of June, 2002

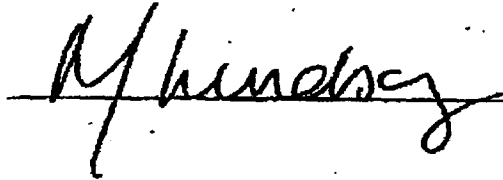
Authorised Signatory



Subscribed for and on behalf of
ARDANA BIOSCIENCE LIMITED by

Authorised Signatory

MAUREEN LINDSAY
Authorised Signatory, at Frankfurt am
Main on the 21st day of June 2002, in the
presence of this witness:



Witness..... Angela Edel
Full Name..... Angela Edel
Address..... Weiswilkstr 45
60314 Frankfurt am Main

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Project Category	Internal N°	Title	Application date	Application number	Designated States	Granting date	Publication/ Patent Number	Inventors	Related compounds	Remarks	Agent ref
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	99955974.3	EUROPEAN PATENTS			G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	PCTEP99/06662	International application		WO00/29011	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	16.11.98	09/192406	US	26.09.00	6124263	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		PRIORITY DATA owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	0012706	AUSTRALIA		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	30.01.99	88117984	TAIWAN		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	20012367	Norway		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	2001/3182	SOUTH AFRICA	31.10.01	2001/3182	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	16.11.99	P990105814	ARGENTINA		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	105.572	BULGARIA		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH
GHRP	80400 C	TREATMENT OF TUMORS BY ADMINISTRATION OF GH RELEASING COMPOUNDS AND THEIR ANTAGONISTS	11.11.99	P19915390-4	BRAZIL		X pending	G. Muccioli M. Papotti E. Ghigo R. Deghenghi		16/11/1998 US09/192406 (Priority Data) owned by Zentaris	98/19 PH

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PATENT

REEL: 014351 FRAME: 0874

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Project Category	Internal N°	Title	Application date	Application number	Designated States	Granting date	Publication/ Patent Number	Inventors	Related compounds	Remarks	Agent ref
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	PCT/EP00/10879	International application		WO01/34171	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	00974507.6	EUROPEAN PATENTS		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00		CANADA		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	PV2002-1539	CZECH REPUBLIC		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00		SLOVAKIA		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	2002/3069	SOUTH AFRICA		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	20022101	Norway		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	10.11.99	09/437147	US	03.04.01	6211156	A. Argiolas et al.	EP80661 EP91072	PRIORITY DATA owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	10.11.00	P000105948	ARGENTINA		pending	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH
GHRP	80400 D	PEPTIDES FOR TREATMENT OF ERECTILE DYSFUNCTION	04.11.00	12786/01	AUSTRALIA	06.06.01	200112786	A. Argiolas et al.	EP80661 EP91072	10/11/1999 09/437147 (Priority Data) owned by Zenartis	99/24PH

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Project Category	Internal N°	Title	Application date	Application number	Designated States	Granting date	Publication/ Patent Number	Inventors	Related compounds	Remarks	Agent ref
GHRP	80400 E	GHRELIN ANTAGONISTS	10.07.01	PCT/EP01/07929	PCT		WO02/08250	R. Deghenghi		24/07/2000 US60/220178 (Priority data) owned by Zenartis	01/05 Z
GHRP	80400 E	GHRELIN ANTAGONISTS	24.07.00	60/220178	US		lapsed	R. Deghenghi		PRIORITY DATA owned by Zenartis	01/05 Z
GHRP	80400 E	GHRELIN ANTAGONISTS	10.07.01	09/902556	US		pending	R. Deghenghi		owned by Zenartis	01/05 Z
GHRP	80400 E	GHRELIN ANTAGONISTS	13.07.00	P 01 01 03 316	ARGENTINA		pending	R. Deghenghi		owned by Zenartis	01/05 Z
GHRP	80400 E	GHRELIN ANTAGONISTS	11.07.01	90116994	TAIWAN		pending	R. Deghenghi		owned by Zenartis	01/05 Z

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Project Category	Internal N°	Title	Application date	Application number	Designated States	Granting date	Publication/ Patent Number	Inventors	Related compounds	Remarks	Agent ref
Compeids	80700 A	COMPRESSED MICROPARTICLES FOR DRY INJECTION	24.01.01	PCT/EP98/0723	International application		WO01/51662	F. Bouignon		owned by Zenlabs	00009PH
Compeids	80700 A	COMPRESSED MICROPARTICLES FOR DRY INJECTION	25.01.01	P010100323	ARGENTINA		pending	F. Bouignon		owned by Zenlabs	00009PH
Compeids	80700 A	COMPRESSED MICROPARTICLES FOR DRY INJECTION	18.01.01	90101153	TANZHAN		pending	F. Bouignon		owned by Zenlabs	00009PH
Compeids	80700 A	COMPRESSED MICROPARTICLES FOR DRY INJECTION	27.01.00	06/491878	US		pending	F. Bouignon		owned by Zenlabs PRIORITY DATA	00009PH

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13.08.02