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

1. Name of conveying party(ies):
1. Michael GRAUPE
1. James T. PALMER
Additional name(s) of conveying party(ies) attached? YES NO

2. Name and address of receiving party(ies):
Name: **Axys Pharmaceuticals Inc.**
Internal Address:
Street Address: **180 Kimball Way**
City: **South San Francisco** State: **CA** ZIP: **94080**

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other
Execution Date: **1. 2/10/04**

Additional name(s) and address(es) attached? 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 is:
A. Patent Application No.(s): **10/787,367**
B. Patent No.(s):
Additional numbers attached? YES NO

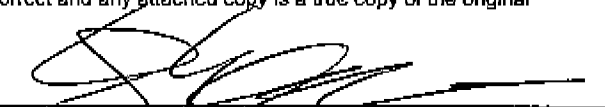
5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **George G. Wang, Reg. No. 41,419**
Internal Address: **Aventis Pharmaceuticals Inc.**
Street Address: **Route 202-206 / P.O. Box 6800**
City: **Bridgewater** State: **NJ** ZIP: **08807-0800**
**** FAX NUMBER: (908) 231-2626 ****
Our Reference No.: **USA.V2001/0143 US CNT**

6. Total number of applications and patents involved: **2**
7. Total (\$7 CFR 3.41):..... **\$40.00**
 Enclosed
 Authorized to be charged to deposit account
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George G. Wang, Reg. No. 41,419
Name of Person Signing


Signature

Date: March 25, 2004
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CH \$40.00 181982 10787367

Aventis Docket No.: USAV2001/0143

ASSIGNMENT OF PATENT APPLICATION

WHEREAS, Michael Graupe of 1131 Banyan Way, Pacifica, CA 94404 and James T. Palmer of 131 Koch Road, Corte Madera, CA 94925, hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: NOVEL COMPOUNDS AND COMPOSITIONS AS
 CATHEPSIN INHIBITORS

Date(s) of execution of Declaration: February 10, 2004

Provisional Application Filing Date: September 14, 2001
Provisional Application No.: 60/322,318; and

International Application Filing Date: September 16, 2002
International Application No.: PCT/US02/29323

WHEREAS, Axxys Pharmaceuticals, Inc. of 180 Kimball Way, So. San Francisco, CA 94080, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

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Assignment

Aventis Docket No. USAV2001/0143

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IN TESTIMONY WHEREOF, Assignor has signed his name on the date indicated.

Dated: 2/10/2004

Michael Graupe
Michael Graupe

SIGNATURE WITNESSED BY:

(1) Date: 2/10/2004

STWOS
Signature of Witness 1

(2) Date: 2/10/2004

Lon Jr
Signature of Witness 2

IN TESTIMONY WHEREOF, Assignor has signed his name on the date indicated.

Dated: Feb. 10 2004

James T. Palmer
James T. Palmer

SIGNATURE WITNESSED BY:

(1) Date: 2/10/2004

STWOS
Signature of Witness 1

(2) Date: 2/10/2004

Lon Jr
Signature of Witness 2