

11-18-2003

11/13/03

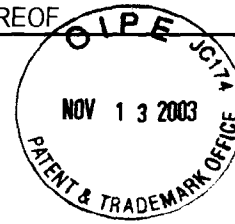
HEET ONLY



TO THE DIRECTOR OF THE US PATENT AND TRADEMARK OFFICE: PLEASE RECORD THE ATTACHMENT

102603283

THEREOF



1. NAME OF CONVEYING PARTY(IES) (ASSIGNORS(S)):

- 1. Calyx Therapeutics, Inc.
- 2.
- 3.
- 4.
- 5.
- 6.
- 7.
- 8.

ADDITIONAL NAME(S) OF CONVEYING PARTY(IES) ATTACHED? YES NO

2. PARTY(IES) (ASSIGNEE(S)) RECEIVING INTEREST:

NAME: Theracos, Inc.

ADDRESS: 525 Del Rey Avenue, Suite A, Sunnyvale, California 94085-3515 U.S.A.

ADDITIONAL NAME(S) & ADDRESS(ES) ATTACHED? YES NO

3. NATURE OF CONVEYANCE (DOCUMENT):

(Submit herewith only one document for recordation—multiple copies of same Assignment signed by different inventors is one document)

- ASSIGNMENT OF WHOLE PART INTEREST
- ORIGINAL FACSIMILE/PHOTOCOPY
- CHANGE OF NAME VERIFIED TRANSLATION
- SECURITY MERGER OTHER:

EXEC. DATE: May 21, 2003

EXECUTION DATE(S) ON THE DECLARATION IF FILED HEREWITH: (NOTE: IF DATES ON DECLARATION AND ASSIGNMENT DIFFER SEE ATTY!)

4.5 APPL. NO.(S) OR PAT NO.(S). OTHERS ON ADDITIONAL SHEET(S) attached? YES NO

A. PAT. APP. NO.(S) series code/serial no	M#	1 st INVENTOR if not in item 1	B. PATENT NO(S)	M#	1 st INVENTOR if not in item 1
(see attached sheet)			(see attached sheet)		

5. Name & Address of Party to Whom Correspondence Concerning Document Should be Mailed:

Pillsbury Winthrop LLP
Intellectual Property Group
P.O. Box 10500 McLean, VA 22102

6. NUMBER INVOLVED:
APPLNS 6 + PATS 11 = TOTAL = 17

7. AMOUNT OF FEE DUE: (Code 8021)
ABOVE TOTAL x \$40 = \$680

5.5 ATTY DKT:

P 0000002

8. PLEASE CHARGE TO OUR DEPOSIT ACCOUNT
NUMBER: 03-3975

UNDER ORDER NO	083712	0000002
dup. sheet not required	CLIENT NO.	MATTER NO.

9. 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.

Signature

10. Total number of pages including this cover sheet, attachments and document (do not file dup. Cover sheet) 13

Attorney: Paul L. Sharer

Reg. No. 36,004

Date: November 13, 2003

Atty/Sec: PLS/kmh

TEL: (703) 905-2180

FAX: (703) 905-2500

FILE WITH PTO RETURN RECEIPT (PAT-103A)

11/17/2003 DBYRME 00000078 033975 5854285

01 FC:8021 680.00 DA

U.S. Patents:

5,854,285
6,127,338
6,194,453
6,245,814
6,331,633
6,391,854
6,413,504
6,448,450
6,525,093
6,555,702
6,624,197

U.S. Patent Applications:

09/777,551
09/843,167
09/973,190
10/075,442
10/101,952
10/265,902

**COMPREHENSIVE ASSIGNMENT OF PROPRIETARY RIGHTS IN PATENTS,
PATENT APPLICATIONS AND INVENTION DISCLOSURES**

This ASSIGNMENT OF REGISTERED PATENTS, PATENT APPLICATIONS AND INVENTION DISCLOSURES is made as of May 21, 2003, from Calyx Therapeutics Inc., a Delaware corporation (the "Assignor"), to Theracos, Inc., a Delaware corporation (the "Assignee").

WHEREAS, Assignor is the owner of (i) the patents which were registered in, and the patent applications which were filed with, the United States Patent and Trademark Office and the appropriate legal, administrative or regulatory entities in the countries and jurisdictions so indicated; and (ii) the invention disclosures relating thereto, all as indicated on Annex A attached hereto (collectively, the "Patents"); and

WHEREAS, pursuant to the Asset Purchase and Sale Agreement, dated as of May 21, 2003, between the Assignor and the Assignee (the "Agreement"), the Assignor has agreed to transfer to Assignee all of Assignor's right, title and interest in and to the Patents, together with certain of the assets held by the Assignor in connection with the Patents and the other Purchased Assets (as defined in the Agreement);

NOW THEREFORE, in consideration of the sum of one dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do agree as follows:

(1) Assignor DOES HEREBY ASSIGN, TRANSFER AND CONVEY to Assignee, its successors and assigns forever, all of the right, title and interest, including the right to sue for past infringement, whether statutory or common law, of Assignor in, to or arising under the Patents, and any and all reissues, divisions, continuations, continuations-in-part and extensions of the Patents, and the registrations and applications of Patents (including, but not limited to, all patents which may be granted thereon and all reissues and extensions thereof) in the United States and elsewhere, as fully and entirely as the same would have been held by Assignor if this

Assignment had not been made, including but not limited to, the right of priority under the International Convention for the Protection of Industrial Property and under any other international arrangement to which the United States of America is now or hereafter becomes a signatory.

(2) Assignor also does hereby assign in all countries of the world any and all of Assignor's right, title and interest in and to any and all copyright property appertaining any drawings or other materials relating to the tangible means of expression and illustration of the said Patents.


(3) Assignor pledges and agrees to provide any such further information and documentation as may be necessary to record the assignments effected in paragraphs (1) and (2) above in the United States and in any and all other appropriate countries or jurisdictions. Subject to the conditions set forth in the Agreement, and until the appropriate assignment document is recorded in the particular jurisdiction, and provided the Assignee is using best efforts to record the assignment, Assignor agrees to take any appropriate action or authorize Assignee to take such action in the name of Assignor, in connection with any Patents being transferred hereunder, as requested by Assignee, and at the expense of Assignee. Assignee agrees to indemnify and hold harmless Assignor and its affiliates, officers, directors, employees and agents from and against any and all costs, expenses, claims, damages or liabilities based upon, arising out of, or resulting from such action.

(4) Upon notice by Assignee, Assignor does hereby covenant and agree to provide any such further information and documentation as may be necessary to record, in each relevant jurisdiction, the assignments effected in paragraphs (1) and (2) above.

(5) This Assignment is made pursuant to, and subject to the terms of, the Agreement. To the extent of a conflict between the provisions of this Assignment and the Agreement, the provisions of the Agreement shall govern.


IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as of the 21st day of May, 2003.

CALYX THERAPEUTICS INC.

By: 
Name: Mark W. Schwartz
Title: President & CEO

[CORPORATE SEAL]

Witness:


P. Joseph Campisi, Jr.
Pittsbury Winthrop LLP

THERACOS, INC.

By: _____
Edward P. Amento, M.D.
President and Chief Executive Officer

[CORPORATE SEAL]

Witness:

IN WITNESS WHEREOF, Assignor has caused this Assignment to be executed as

of the 21st day of May, 2003.

CALYX THERAPEUTICS INC.

By: _____

Name:

Title:

[CORPORATE SEAL]

Witness:

THERACOS, INC.

By: 

Edward P. Amento, M.D.

President and Chief Executive Officer

[CORPORATE SEAL]

Witness:

ANNEX A

Patents and Patent Applications – Assets List

ORALLY ACTIVE FRACTION OF MOMORDICA CHARANTIA, ACTIVE PEPTIDES THEREOF AND THEIR USE IN THE TREATMENT OF DIABETES

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0100	United States	08948/006001 7426/277986	CIP	04/01/98	09/053,617	10/03/00	6,127,338	ISSUED
CLX-0100	United States	08948/006002 7426/277987	DIV	07/31/00	09/628,588	05/21/02	6,391,854	ISSUED
CLX-0100	United States	7426/283294	DIV	03/21/02	10/101952			PENDING
CLX-0100	WIPO	08948/006W0 1	PCT	04/01/98	US98/06450	(10/08/99)	(WO 98/43484)	NATIONAL PHASE
CLX-0100	Canada	08948/006CA1 7426/128406	DCA	04/01/98	2285452			PENDING
CLX-0100	Europe	08948/006EP1 7426/128408	DCA	04/02/98	98914405.0	(06/20/00)	(EP1005274A1)	PENDING
CLX-0100	Japan	08948/006JP1 7426/128409	DCA	10/01/99	10-541971			PENDING
CLX-0100	South Korea	08948/006KR1 7426/128410	DCA	10/01/99	99-7008994			PENDING
CLX-0100	Australia	08948/006AU1 7426/128405	DCA	10/05/99	68765/98	10/17/02	749792	ISSUED
CLX-0100	China	08948/006CN1 7426/128407	DCA	11/11/99	98805001.3	(05/31/00)	(CN1255044A)	PENDING
CLX-0100	Hong Kong	08948/006HK1 7426/128492	DCA	09/27/00	00106131.7			PENDING

PROTEIN KINASE INHIBITOR

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0301	United States	08948/003001 7426/277991	NEW	04/03/97	08/825,662	12/29/98	5,854,285	ISSUED

1-(3,5-DIMETHOXYPHENYL)-2-(4-HYDROXYPHENYL)-ETHYLENE FOR DIABETES TREATMENT

CLX-0301	United States	08948/003002 7426/277985	CON	12/21/98	09/218,264	02/27/01	6,194,453	ISSUED
CLX-0301	United States	08948/005001 7426/277997	CIP	04/02/98	09/054,971	04/29/03 (08/22/02)	6,555,702 (20020115714)	ISSUED

Reference # Key: 08948 = Fish and Richardson
 7426 = Pillsbury Winthrop

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0900	United States	08948/00800 1 7426/277980	NEW	05/08/98	09/075,355	09/10/02	6,448,450	ISSUED

Reference # Key: 08948 = Fish and Richardson
 7426 = Pillsbury Winthrop

NOVEL DIPHENYLETHYLENE COMPOUNDS

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0901	United States	08948/007001 7426/277930	NEW	05/08/98	09/074,925	06/12/01	6,245,814	ISSUED
CLX-0901	WIPO	08948/007WO1 7426/128434	PCT	05/18/99	US99/11001	(11/23/00)	(WO 00/69430)	NATIONAL PHASE
CLX-0901	New Zealand	08948-007NZ1 7426/128435 P430196KXR/sd	DCA	08/18/00	511065 (formerly 506402)			PENDING
CLX-0901	Australia	7426/140331	DCA	05/18/99	40857/99			PENDING
CLX-0901	Canada	7426/140332	DCA	05/18/99	2,373,603			PENDING
CLX-0901	China	7426/140333	DCA	05/18/99	99816644.8	(06/19/02)	(CN 1354659A)	PENDING
CLX-0901	Europe	7426/140334	DCA	05/18/99	99924332.2			PENDING
CLX-0901	Hong Kong	7426/300245	DCA	11/14/02	02108244.5			PENDING
CLX-0901	Japan	7426/140335	DCA	05/18/99	2000-617889			PENDING
CLX-0901	South Korea	7426/140336 FPA05830/C	DCA	11/16/01	10-2001-7014590			PENDING
CLX-0901	Mexico	7426/140337	DCA	05/18/99	PA/2001/011760			PENDING
CLX-0901	India	7426/140338	DCA	05/18/99	IN/PCT/2001/01599			PENDING
CLX-0901	United States	08948/012PO1	PROV	02/04/00	60/180,340			CLOSED
CLX-0901	United States	08948/014001 7426/277983	CIP	08/17/00	09/642618			ALLOWED
CLX-0901	United States	08948/012001 7426/277979	NEW	02/05/01	09/777,551	(01/03/02)	(20020002200)	PENDING
CLX-0901	WIPO	08948/012WO1 7426/128417	PCT	02/05/01	US01/03797	(08/09/01)	(WO 01/56382)	NATIONAL PHASE
CLX-0901	Australia	7426/141572	DCA	02/05/01	33332/01			PENDING
CLX-0901	Canada	7426/141573	DCA	02/05/01	2,397,076			PENDING
CLX-0901	China	7426/141574	DCA	02/05/01	01805608.3			PENDING
CLX-0901	Europe	7426/141575 MJL/C1275.01/C	DCA	02/05/01	01905454.3	(10/30/02)	(1251738)	PENDING
CLX-0901	India	7426/141576	DCA	02/05/01	IN/PCT/2002/01321/CH E			PENDING
CLX-0901	Japan	7426/141577	DCA	02/05/01	2001-556090			PENDING
CLX-0901	Korea	7426/141578	DCA	02/05/01	2002-7009970			PENDING
CLX-0901	Mexico	7426/141579	DCA	02/05/01	PA/2002/007514			PENDING
CLX-0901	New Zealand	7426/141580	DCA	02/05/01	520829			PENDING

Reference # Key:

08948 = Fish and Richardson
7426 = Pillsbury Winthrop

NOVEL HETEROCYCLIC ANALOGS OF DIPHENYLETHYLENE COMPOUNDS

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0921	United States	08948/009001 7426/277981	CIP*	04/06/99	09/287,237	12/18/01	6,331,633	ISSUED
CLX-0921	WIPO	08948/009WO 1	PCT	05/07/99	US99/09982	(11/18/99)	(WO 99/58127)	NATIONAL PHASE
CLX-0921	Europe	08948/009EP1 7426/128431 E2474.00	DCA	05/07/99	99922836.4	(06/14/00)	(1007039)	PENDING
CLX-0921	Australia	08948/009AU1 7426/128428	DCA	01/07/00	AU3974199	11/21/02	751235	ISSUED
CLX-0921	Canada	08948/009CA1 7426/128429	DCA	01/07/00	2295599			PENDING
CLX-0921	South Korea	08948/009KR1 7426/128433	DCA	01/08/00	2000-7000173			PENDING
CLX-0921	Japan	08948/009JP1 7426/128432	DCA	05/07/00	2000-547978	(05/21/02)	(2002-514598)	PENDING
CLX-0921	China	08948/009CN1 7426/128430	DCA	02/24/00	99801017.0			PENDING
CLX-0921	Hong Kong	08948/009HK1 7426/128493	DCA	12/07/00	00107853.1	(02/16/01)	(HK 1028348)	PENDING
CLX-0921	United States	7426/266853	CIP	02/20/01	09/785,554	(02/28/02)	(20020025975)	PENDING
CLX-0921	United States	7426/266891	CIP	04/27/01	09/843,167	(03/14/02)	(20020032225)	PENDING
CLX-0921	WIPO	7426/129481	PCT	06/05/01	US01/17950	(12/20/01)	(WO 01/95859)	NATIONAL PHASE
CLX-0921	Australia	7426/300286	DCA	06/05/01				PENDING
CLX-0921	Canada	7426/300287	DCA	06/05/01				PENDING
CLX-0921	China	7426/300288	DCA	06/05/01				PENDING
CLX-0921	Europe	7426/300289	DCA	06/05/01	01944241.7			PENDING
CLX-0921	India	7426/300290	DCA	06/05/01				PENDING
CLX-0921	Japan	7426/300291	DCA	06/05/01				PENDING
CLX-0921	Korea	7426/300292	DCA	06/05/01	10-2002-7016695			PENDING
CLX-0921	Mexico	7426/300293	DCA	06/05/01	PA/a/2002/012038			PENDING
CLX-0921	New Zealand	7426/300294	DCA	06/05/01	522660			PENDING
CLX-0921	United States	7426/283258	CIP	10/08/02	10/285,902			PENDING

Reference # Key:

08948 = Fish and Richardson

7426 = Pillsbury Winthrop

ALPHA-ARYLATED CINNAMIC ESTERS AND 1,4-BIS (ALPHA-CARBOXYL-BETA-STYRYL) BENZENE ESTERS AS UV-BLOCKING AGENTS

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0962	United States	08948/01100	NEW	06/30/00	09/610,098	07/02/02	6,413,504	ISSUED
CLX-0982		1 7426/027793						
CLX-0983		2						

NOVEL COMPOUNDS TO TREAT DIABETES AND ASSOCIATED CONDITIONS

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-0940	United States	08948/010001 7426/277967	NEW	11/08/99	09/436,047	02/25/03	6,525,093	ISSUED
CLX-0940	United States	7426/0290459	DIV	02/15/02	10/075,442	(08/08/02)	(20020107285)	PENDING
CLX-0940	WIPO	08948/010WO 1 7426/128411	PCT	11/08/00	US00/30927	(05/17/01)	(WO 01/34094)	NATIONAL PHASE
CLX-0940	Australia	7426/141248	DCA	11/08/00	17607/01			PENDING
CLX-0940	Canada	7426/141249	DCA	11/08/00	2,390,276			PENDING
CLX-0940	China	7426/141250	DCA	11/08/00				PENDING
CLX-0940	Europe	7426/141251	DCA	11/08/00	00980331.3			PENDING
CLX-0940	India	7426/141252	DCA	11/08/00	IN/PCT/2002/00789/CH E			PENDING
CLX-0940	Japan	7426/141253	DCA	11/08/00	2001-536099			PENDING
CLX-0940	Korea	7426/141254	DCA	11/08/00	2002-7005908	(07/29/02)	(2002-0062739)	PENDING
CLX-0940	Mexico	7426/141255	DCA	11/08/00	PA/02002/004598			PENDING
CLX-0940	New Zealand	7426/141256	DCA		518830			PENDING

SUBSTITUTED ISOQUINOLINES AND USES THEREOF

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-120500	United States	7426/266826	PROV	10/10/00	60/238,475			CLOSED

TRICYCLIC COMPOUNDS AND USES THEREOF

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-120500	United States	7426/283235	NEW	10/10/01	09/973,190	(06/20/02)	(20020077333)	PENDING
CLX-120500	WIPO	7426/129996	PCT	10/10/01	PCT/US01/31731	(04/18/02)	(WO 02/30888)	PENDING
CLX-120500	Canada	7426/302782	DCA					PENDING
CLX-120500	Europe	7426/302783	DCA					PENDING
CLX-120500	Japan	7426/302784	DCA					PENDING

COMPOUNDS FOR TREATMENT OF INFLAMMATION, DIABETES AND RELATED DISORDERS

Compound	Country	Reference #	Type	Filed	Application #	Issued (Published)	Patent # (Publication #)	Status
CLX-090700	United States	7426/278620	PROV	11/29/01	60/334,818			CLOSED
CLX-0907XX	WIPO	7426/300522	PCT	11/27/02	PCT/US02/38150			PENDING
CLX-0905XX								
CLX-0940XX								
CLX-0901XX								
CLX-0907XX	United States	7426/303456	CIP	05/07/03	To be determined			PENDING
CLX-0905XX								
CLX-0940XX								
CLX-0901XX								