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**PATENTS ONLY**

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 U.S. DEPARTMENT OF COMMERCE  
 Patent and Trademark Office

Case No. 03-104

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

1. Name of conveying parties: Pharmacia & Upjohn S.p.A. <b>5-30-03</b> Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: Pharmacia Italia S.p.A. Via Robert Koch 1.2 20152 Milan Italia Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other : _____ Execution Date: Feb. 12, 2002	

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)      Filing Date	B. Patent No.(s) <u>5,532,218</u> Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Lisa M.W. Hillman Company Name: McDonnell, Boehnen, Hulbert & Berghoff Street Address: 300 South Wacker Drive, Suite 3200 City: Chicago      State: IL      ZIP: 60606	6. Total number of applications and patents involved: 8 7. Total Fee (37 CFR 3.41) ..... \$40.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: 13-2490

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<u>Lisa M.W. Hillman</u> Printed Name of Person Signing	 Signature Date: 12/05/03
Total number of pages including cover sheet, attachments, and document:	

**Mail documents to be recorded with required cover sheet information to:**  
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PATENTS ONLY

Case No. 03-104

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

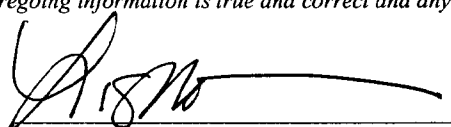
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*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Lisa M.W. Hillman

Printed Name of Person Signing



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DAN:132490 Name/Number:5532218

FC: 9204

\$40.00 CR



NOTARIAL CERTIFICATE

I the undersigned, Ciro De Vincenzo, Notary resident in Milan and a member of the Notarial Association of Milan, having my office in Milan, Piazza Borromeo 12,

HEREBY CERTIFY

that, with a deed of conferment in kind drawn up by myself, index no. 99073/8678, on 14th September 2001, registered in Milan Public Deeds on 4th October 2001:

A) the company PHARMACIA & UPJOHN S.p.A., having its registered office in Milan, Via Robert Koch 1.2, share capital Euro 231,872,610 (two hundred and thirty-one million, eight hundred and seventy-two thousand, six hundred and ten), registered in the Corporate Register of Milan, VAT Reg. no. 10887780152, tax code no. 07089990159, registered under no. 1135613 in the Chamber of Commerce Register of Milan, has transferred, by way of conferment to the company PHARMACIA ITALIA S.p.A., having its registered office in Milan, Via Robert Koch 1.2, with a fully paid up share capital of Euro 10,000 (ten thousand), registered in the Corporate Register of Milan, tax code no. 03004600965, registered under no. 1619501 in the Register of the Chamber of Commerce of Milan, which has accepted, the assets in kind listed below:

1. company branch "Business Etico Licensing", including the following assets:

- intangible fixed assets;

--liabilities;

- severance pay fund;

(effective date of transfer 15th September 2001).

2. company branch named "Business Etico" located at the registered office, at the Research Centre of Nerviano and at the manufacturing sites of Nerviano and Ascoli Piceno including the following assets:

- land and industrial buildings;

- plant and machinery;

- intangible fixed assets;

- assets registered in the public registry;

- receivables;

- liabilities;

- severance pay fund;

- unsold stock;

(effective date of transfer 31st December 2001).

3) the company MONSANTO ITALIANA S.p.A., having its registered office in Peschiera Borromeo (Milan), Via Walter Tobagi 8, registered in the Corporate Register of Milan, VAT Reg. No. and tax code no. 00798570156, registered in the Milan Chamber of Commerce Register under no. 747724, has transferred by way of conferment to the company PHARMACIA ITALIA S.p.A. which has accepted, the company branch named "Business Etico", including the following assets:

- intangible fixed assets;

- liabilities;

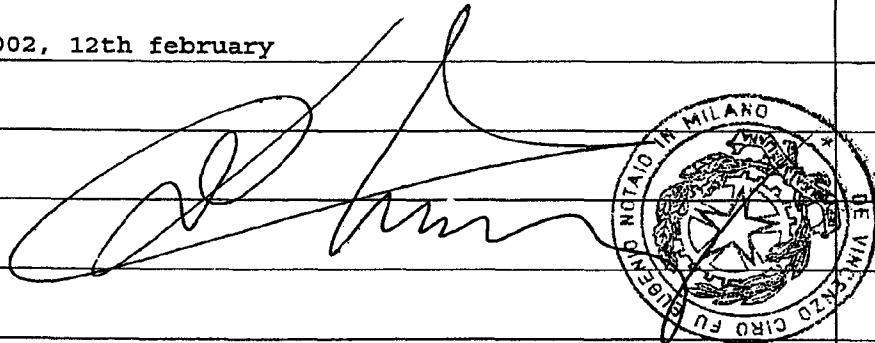
- severance pay fund;

(effective date of transfer 31st December 2001).

Due to the contribution as made above, from the effective date of the transfers, PHARMACIA ITALIA S.p.A. has taken over by full right and in the widest and most general way PHARMACIA Sv UPJOHN S.p.A. and MONSANTO ITALIANA S.p.A. for all assets referring to the company branches, all the rights, acts, contracts, relations, authorizations, concessions, licences, permits, exemptions, recognitions, receivables, payables and in general all the assets and current ratios relative or inherent to these company branches.

I hereby issue this certificate on unstamped paper for the uses consented by the law.

Milan, 2002, 12th february

A handwritten signature in dark ink is written over a circular notary seal. The seal features a central emblem with a star and is surrounded by the text "NOTAIO IN MILANO" at the top and "DE VINCENZO CRO FU" at the bottom.