

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT
NATURE OF CONVEYANCE:		Contribution Agreement
CONVEYING PARTY DATA		
Name		Execution Date
ICN Pharmaceuticals Inc.		08/20/2002
RECEIVING PARTY DATA		
Name:	Ribapharm Inc.	
Street Address:	3300 Hyland Avenue	
City:	Costa Mesa	
State/Country:	CALIFORNIA	
Postal Code:	92626	
PROPERTY NUMBERS Total: 1		
Property Type	Number	
Patent Number:	5849903	
CORRESPONDENCE DATA		
Fax Number:	(212)895-2900	
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-895-2000	
Email:	jdemers@brownraysman.com	
Correspondent Name:	Brown Raysman Millstein Felder & Steiner	
Address Line 1:	900 Third Avenue	
Address Line 4:	New York, NEW YORK 10022	
NAME OF SUBMITTER:	James P. Demers	
Total Attachments: 6		
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source=Contribution Agreement p2#page1.tif		
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source=Schedule C p11#page1.tif		

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CONTRIBUTION AGREEMENT

This Contribution Agreement (the "Agreement") is made and entered into as of August 20, 2002 between ICN Pharmaceuticals, Inc., a Delaware corporation ("ICN") and Ribapharm Inc., a Delaware corporation ("Ribapharm").

WHEREAS, pursuant to duly adopted resolutions of the board of directors of ICN dated August 7, 2000 (the "August 2000 Resolutions") attached hereto as Schedule A, ICN contributed all of its right, title and interest in the Contributed Assets (as defined in the August 2000 Resolutions) including, without limitation, ICN's rights under the License and Supply Agreement by and between ICN and Schering-Plough Ltd. ("Schering") dated July 28, 1995 (the "S-P License");

WHEREAS, pursuant to duly adopted resolutions of the board of directors of ICN dated February 7, 2002 (the "February 2002 Resolutions") attached hereto as Schedule B, ICN (i) rescinded the contribution of the Costa Mesa Facility (as defined in the August 2000 Resolutions), (ii) contributed all of ICN's rights, title and interest in Hepavir B to Ribapharm and (iii) contributed all of ICN's rights, title and interest in IL-12 to Ribapharm;

WHEREAS, ICN, Schering and Ribapharm entered into a letter agreement dated March 8, 2002 (the "Consent") further outlining the rights and obligations of ICN, Schering and Ribapharm under the S-P License; and

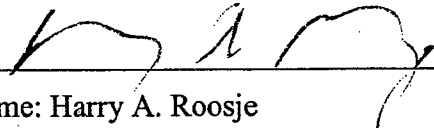
WHEREAS, to facilitate the orderly recordation of transfer with the appropriate agencies, ICN and Ribapharm desire to set out with particularity a list of patents, trademarks, patent applications, trademark applications and any continuation, division, renewal, substitute, reissue or reexamination thereof contributed pursuant to the August 2000 Resolutions and February 2002 Resolutions (which list shall not be deemed to be a complete list of all patents and trademarks contributed by the August 2002 Resolutions and February 2002 Resolutions).

NOW, THEREFORE, the parties agree as follows:

1. ICN reaffirms (a) the contribution of Contributed Assets, except the Costa Mesa Facility contribution rescinded by the February 2002 Resolutions and (b) the contribution of Hepavir B and IL-12 made by the February 2002 Resolutions.
2. Ribapharm reaffirms its acceptance of (a) the contribution of Contributed Assets, except the Costa Mesa Facility contribution rescinded by the February 2002 Resolutions and (b) the contribution of Hepavir B and IL-12 made by the February 2002 Resolutions.
3. ICN and Ribapharm agree that the Contributed Assets include, without limitation, the patents, trademarks, patent applications, and any continuation, division, renewal, substitute, reissue or reexamination thereof set forth on Schedule C.

IN WITNESS WHEREOF, the undersigned have caused their duly authorized officers to execute this Agreement on the date first above written.

ICN PHARMACEUTICALS, INC.

By: 

Name: Harry A. Roosje

Title: Senior Vice President and Associate
General Counsel

RIBAPHARM INC.

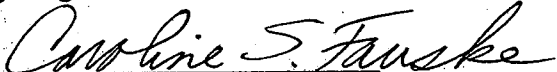
By: 

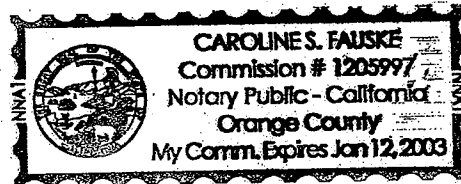
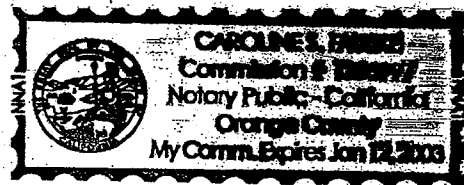
Name: Roger D. Loomis, Jr.

Title: Senior Vice President and
General Counsel

State of California
County of Orange

Subscribed and sworn to before me this 20th day of August, 2002
by Roger D. Loomis, Jr. and Harry A. Roosje


Notary Public



SCHEDULE A

August 7, 2000

CERTIFICATE OF OFFICER

I, David C. Watt, a duly elected and qualified Officer of ICN Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in accordance with applicable provisions of the Delaware General Corporation Law, hereby certify that the Board of Directors of the Company adopted the following resolutions at a meeting of the Board of Directors of the Company held on August 7, 2000, and that such resolutions have not been revoked and remain in full force and effect as of the date hereof.

WHEREAS, this Corporation caused Ribapharm Inc. ("Ribapharm") to be incorporated on April 14, 2000 and purchased 100 shares of the common stock of Ribapharm on May 1, 2000; and

WHEREAS, Ribapharm is a wholly-owned subsidiary of this Corporation; and

WHEREAS, this Board has determined that this Corporation should conduct all of its research and development activities in the United States (the "U.S. R&D Activities") through Ribapharm; and

WHEREAS, to accomplish this objective, this Corporation has decided to contribute to Ribapharm all of its assets related to the U.S. R&D Activities, as well as its rights under the License and Supply Agreement by and between ICN Pharmaceuticals, Inc. and Schering-Plough Ltd., dated July 28, 1995, as amended (the "S-P License Agreement") and related agreements, in each case subject to the qualifications set forth below (collectively, the "Contributed Assets"); and

WHEREAS, Ribapharm has received comments from the Securities and Exchange Commission (the "SEC") on its Registration Statement on Form S-1 (Registration No. 333-39350) with respect to the initial public offering of common stock of Ribapharm IPO (the "Ribapharm IPO") and it is advisable that this Corporation cause Ribapharm to file an amendment to its Registration Statement on Form S-1 in response to such comments and reflecting additional changes to the proposed structure of the Ribapharm IPO; and

WHEREAS, this Corporation has determined that in connection with the Ribapharm IPO, it is in the best interests of this Corporation to make an offer to purchase all of its outstanding 8 ¾% Senior Notes due 2008 (the "8 ¾% Senior Notes") and 9 ½% Senior Notes (together with the 8 ¾% Senior Notes, the "Senior Notes") and to amend certain provisions of the indentures under which the Senior Notes were issued (the "Debt Offer and Consent"); and

WHEREAS, this Corporation has determined that it is desirable to seek bank or other financing to obtain the funds necessary to consummate the Debt Offer and Consent;

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NOW, THEREFORE, BE IT RESOLVED that this Corporation hereby contributes to Ribapharm all of its rights, title and interest in the Contributed Assets, including, without limitation, the following:

- (i) all chemical compounds related to the U.S. R&D Activities, including, without limitation, ribavirin (but excluding the Approved Indications for Ribavirin (as defined below), which are hereby being retained by this Corporation on a perpetual exclusive royalty-free basis), Levovirin, Viramidine, Tiazole (tiazofurin), Adenazole (8-Cl cAMP, Tocladesine), and all other nucleoside analog compounds, along with all related patents and patent applications, trademarks and trademark applications, goodwill, trade secrets, records, journals, data, equipment, materials and supplies (including, without limitation, the patents, trademarks, patent applications and trademark applications listed on Exhibit A and the goodwill related thereto, but excluding, without limitation, the patents, trademarks, patent applications and trademark applications listed on Exhibit B and the goodwill related thereto);
- (ii) the real property located at 3300 Hyland Avenue, Costa Mesa, CA 92626, including all buildings, fixtures in such buildings, and structures and other improvements situated thereon (the "Costa Mesa Facility");
- (iii) all furniture, equipment, materials, supplies, data, journals and records located at the Costa Mesa Facility and related to, or used in connection with, the U.S. R&D Activities (except for those assets listed on Exhibit C);
- (iv) the S-P License Agreement; and
- (v) all contracts between this Corporation and third parties relating to the U.S. R&D Activities or the S-P License Agreement, other than any contracts relating to the Approved Indications for Ribavirin;

provided, however, that to the extent the contribution of any asset hereunder requires the approval of the Office of Foreign Assets Control of the U.S. Department of the Treasury, such contribution shall not be effective unless and until such approval shall have been obtained;

provided, further, that the contribution of the S-P License Agreement and all contracts related thereto shall not be effective unless and until all requisite consents to the contribution of the S-P License Agreement and all such related contracts under the terms of the indentures relating to the Senior Notes have been obtained or are no longer required.

RESOLVED FURTHER, that, as used in the foregoing resolution, the term "Approved Indications for Ribavirin" shall mean all indications for ribavirin in a given jurisdiction to the

extent currently approved in that jurisdiction (but not in other jurisdictions for which that indication is not currently approved) as well as the potential indication for use of ribavirin in aerosol form in connection with treating RSV infections in bone marrow transplant patients (provided that the term "Approved Indications for Ribavirin" shall not include the use of ribavirin for the treatment of Hepatitis C (regardless of method of delivery)).

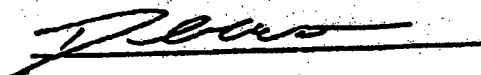
RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized and empowered to cause Ribapharm to file with the SEC an amendment to its Registration Statement on Form S-1 substantially in the form presented to the directors for their consideration at this Board of Directors meeting, with any and all modifications or changes any such officer may deem necessary, desirable or advisable to be made consistent with the discussions that took place at this Board of Directors meeting.

RESOLVED FURTHER, that the officers of this Corporation be, and each of them hereby is, authorized, on behalf of this Corporation, to negotiate the terms of the Debt Offer and Consent and the terms of the bank or other debt financing necessary to finance the Debt Offer and Consent (the "Debt Refinancing"), subject to final approval of the terms of the Debt Offer and Consent and the Debt Refinancing by the Board of Directors.

RESOLVED FURTHER, that, in connection with the Debt Offer and Consent, the officers of this Corporation be, and each of them hereby is, authorized, in the name and on behalf of this Corporation, to hire such advisers and agents, including without limitation dealer managers, depositaries, information agents and lawyers as any such officer may deem necessary or desirable, such hiring conclusively to evidence the due authorization thereof by this Corporation.

RESOLVED FURTHER, that the officers of this Corporation are authorized on behalf of this Corporation to enter into any agreements or execute any instruments useful or necessary to effect the intent of the foregoing resolutions.

WITNESS my hand this 8th day of April, 2002.



David C. Watt

Executive Vice President

ICN Files Transferred to Ribapharm

Rutan Matter ID	Title	MatterType	Status	Serial Number	Ribapharm Client Ref.
100848.213001US1	Sugar Modified Nucleosides and Their Uses For Synt	Patent - US	Issued	1448401	Sugar Mod Nucleosides
100848.213001US2	Sugar Modified Nucleosides and Their Uses For Synt	Patent - US	Issued	08/552363	Sugar Mod Nucleosides
100848.213001US3	Sugar Modified Nucleosides and Their Uses For Synt	Patent - US	Issued	08/766991	Sugar Mod Nucleosides
100848.213001US4	Sugar Modified Nucleosides and Oligonucleotides	Patent - US	Pending	09/697545	Sugar Mod Nucleosides
100848.213001YU	Sugar Modified Nucleosides and Their Uses For Synt	Patent - Foreign	Issued	P-9520113	Sugar Mod Nucleosides
100848.213002AU	Amino Acid Nucleic Acids	Patent - Foreign	Issued	35005	AANA
100848.213002CA	Amino Acid Nucleic Acids	Patent - Foreign	Pending	2202274	AANA
100848.213002CN	Amino Acid Nucleic Acids	Patent - Foreign	Pending	95196989.7 (PCT/US95	AANA
100848.213002CZ	Amino Acid Nucleic Acids	Patent - Foreign	Issued	PV6620/97	AANA
100848.213002E	Amino Acid Nucleic Acids	Patent - Foreign	Pending	95940671.1	AANA
100848.213002HU	Amino Acid Nucleic Acids	Patent - Foreign	Issued	P9702053	AANA
100848.213002JP	Amino Acid Nucleic Acids	Patent - Foreign	Pending	515518/96	AANA
100848.213002KR	Amino Acid Nucleic Acids	Patent - Foreign	Pending	97-702925	AANA
100848.213002MX	Amino Acid Nucleic Acids	Patent - Foreign	Pending	973188	AANA
100848.213002PL	Amino Acid Nucleic Acids	Patent - Foreign	Pending	P320 084	AANA
100848.213002RU	Amino Acid Nucleic Acids	Patent - Foreign	Issued	RU 97108680	AANA
100848.213002SK	Amino Acid Nucleic Acids	Patent - Foreign	Issued	PUV 165-97	AANA
100848.213002UA	Amino Acid Nucleic Acids	Patent - Foreign	Allowed	97041995/M	AANA
100848.213002US3	Amino Acid Nucleic Acids	Patent - US	Issued	08/551947	AANA
100848.213002YU	Amino Acid Nucleic Acids	Patent - Foreign	Issued	P-9520112	AANA
100848.213003AU	Methods and Compositions for Regulation of CD28 Expression	Patent - Foreign	Issued	52958/96	CD28 16064
100848.213003KR	Methods and Compositions for Regulation of CD28 Expression	Patent - Foreign	Issued	97-705496	CD28 16064
100848.213003US2	Methods and Compositions for Regulation of CD28 Expression	Patent - US	Issued	08/529878	CD28 16064
100848.213015AU	Inhibition of Tumor Growth by IL-8, IL-8 receptor	Patent - Foreign	Issued	10531/97	IL8 Antisense
100848.213015RU	Inhibition of Tumor Growth by IL-8, IL-8 receptor	Patent - Foreign	Issued	EA 199800391/26	IL8 Antisense
100848.213015SI	Inhibition of Tumor Growth by IL-8, IL-8 receptor	Patent - Foreign	Issued	P-9620122	IL8 Antisense
100848.213015US2	Inhibition of Tumor Growth by IL-8, IL-8 receptor	Patent - US	Issued	08/796031	IL8 Antisense *
100848.213015US4	Inhibition of Tumor Growth by IL-8, IL-8 receptor	Patent - US	Issued	09/055913	IL8 Antisense
100848.213027AU	Control of CD44 Gene Expression for Therapeutic Use	Patent - Foreign	Issued	66866/96	CD44 Antisense
100848.213027US2	Control of CD44 Gene Expression for Therapeutic Use	Patent - US	Issued	08/514542	CD44 Antisense
100848.213028E	Carbohydrate Conjugated Bio-active Compounds	Patent - Foreign	Pending	96944345.6-2.1.10	Glinkosides
100848.213028JP	Carbohydrate Conjugated Bio-active Compounds	Patent - Foreign	Pending	523710/97	Glinkosides

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RECORDED: 07/08/2004

REEL: 014822 FRAME: 0595