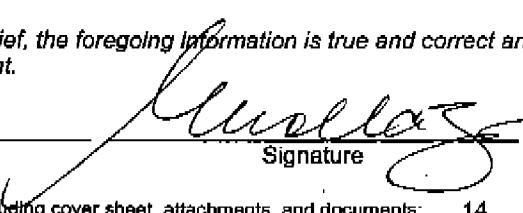


Form PTO-1595 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)		RECORDATION FORM COVER SHEET PATENTS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof					
1. Name of conveying party(ies): David Gschneidner (06/03/2004), Kelly Kraft (06/10/2004), Chen Zhu (05/25/2004), and Yi Chen (05/26/2004) 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: <u>Emisphere Technologies, Inc.</u> Internal Address: _____ Street Address: _____ 765 Old Saw Mill River Road City: <u>Tarrytown</u> State: <u>NY</u> Zip: <u>10591</u> Additional name(s) & address(es) 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 _____ Execution Date: <u>see Box 1, conveying parties</u>			4. Application number(s) or patent number(s): If this document is being filed together with a new application, the execution date of the new application is: _____ A. Patent Application No.(s): <u>10/495,797</u> B. Patent No.(s): _____ 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: <u>S. Peter Ludwig</u> <u>DARBY & DARBY P.C.</u> Internal Address: <u>Atty. Dkt.: 01946/100K041-US2</u> Street Address: _____ <u>P.O. Box 5257</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10150-5257</u>			6. Total number of applications and patents involved: <u>1</u> 7. Total fee (37 CFR 3.41) \$ <u>40.00</u> <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Authorized to be charged to credit card (Form 2039 enclosed) 8. Deposit account number: <u>04-0100</u> (Attach duplicate copy of this page if paying by deposit account)		
DO NOT USE THIS SPACE					
9. Statement and signature. <i>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.</i> <div style="display: flex; justify-content: space-between;"> <div style="width: 40%;"> <u>Marie Collazo - 44,085</u> Name of Person Signing </div> <div style="width: 30%; text-align: center;">  Signature </div> <div style="width: 20%; text-align: right;"> <u>August 12, 2004</u> Date </div> </div> <div style="text-align: right; margin-top: 10px;"> Total number of pages including cover sheet, attachments, and documents: <u>14</u> </div>					

CH \$40.00 040100 10495797

Attorney Docket No.: 01946/100K041-US2

ASSIGNMENT

I, David Gschneidner, a citizen of US, residing at c/o Emisphere Technologies, Inc., 765 Old Saw Mill River Road, Tarrytown, NY 10591; and

I, Kelly Kraft, a citizen of US, residing at c/o Emisphere Technologies, Inc., 765 Old Saw Mill River Road, Tarrytown, NY 10591; and

I, Chen Zhu, a citizen of China, residing at 178 River Bend Road; Berkeley Heights, New Jersey 07922; and

I, Yi Chen, a citizen of China, residing at 1123 Aspen Glen Drive; Hamden, Connecticut 06518;

and each of us, if more than one person is identified above (hereinafter "ASSIGNOR") in consideration of the sum of Ten Dollars (\$10.00), or the equivalent thereof, and other good and valuable consideration, the sufficiency of which and receipt of which are hereby acknowledged, paid to ASSIGNOR by

Emisphere Technologies, Inc.

a Corporation organized under the laws of New York, located at 765 Old Saw Mill River Road, Tarrytown, New York 10591 (hereinafter "ASSIGNEE"), do hereby sell and assign to said ASSIGNEE, its successors and assigns, the below indicated right, title, and interest, **throughout the world** in and to my Invention entitled:

PHENOXY AMINE COMPOUNDS AND COMPOSITIONS FOR DELIVERING ACTIVE AGENTS

invented by me and described in International Patent Application No. PCT/US02/36552, filed on November 13, 2002, in the PCT and all patents, divisions, reissues, continuations and any extensions thereof and rights of priority therein, said interest being my entire ownership interest in the same, to be held and enjoyed by said ASSIGNEE, its successors, assigns, or other legal

PATENT
REEL: 015036 FRAME: 0704

representatives, to the full end of the term thereof, as fully and entirely as the same would have been held and enjoyed by me if this assignment and sale had not be made;

And for the consideration aforesaid, I hereby covenant and agree to and with said ASSIGNEE, its successors and assigns, that whenever ASSIGNEE, its counsel or representative, or the counsel or representative of its successors or assigns, shall advise that an amendment to, or a division of, or any other proceeding or action in connection with an application concerning said Invention, including interference proceedings, is lawful and desirable, or that a reissue or continuation or extension of such application or patent issuing therefrom is lawful and desirable, I will sign all papers and drawings, take all rightful oaths and affidavits, and do all acts necessary or required to be done for the procurement of all lawful rights associated with the Invention, or for the reissue or continuation or extension of the same, will do all acts necessary or required to secure in said ASSIGNEE, its successors or assigns, the title to and full benefit of all rights hereby assigned, without charge to said ASSIGNEE or its successors or assigns, but at its or their expense; and I hereby appoint every present or future officer of said ASSIGNEE as my agent to sign all such papers and to do all such necessary acts on my behalf, to the fullest extent permitted by law;

And I hereby authorize and request the Commission of Patents and Trademarks and any other granting authority to issue any Letters Patent resulting from said Invention and application(s) concerning same to said ASSIGNEE.

This assignment shall have an effective date corresponding to the last date of execution.

I declare under penalty of perjury under the laws of the United States of America, and under penalty of the laws of any other jurisdiction before which this document may be presented, that I have signed this document as my own free act and that all of the foregoing is true and correct.

Dated: 6/3/04

David Gschneidner
David Gschneidner, Inventor

Dated: _____

Kelly Kraft, Inventor

Dated: _____

Chen Zhu, Inventor

Dated: _____

Yi Chen, Inventor

Attorney Docket No.: 01946/100K041-US2

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PATENT
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Dated: _____

David Gschneidner, Inventor

Dated: 6/10/04 _____

Kelly S. Kraft
Kelly Kraft, Inventor

Dated: _____

Chen Zhu, Inventor

Dated: _____

Yi Chen, Inventor

Attorney Docket No.: 01946/100K041-US2

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PATENT
REEL: 015036 FRAME: 0710

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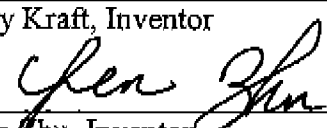
Dated: _____

David Gschneidner, Inventor

Dated: _____

Kelly Kraft, Inventor

Dated: 5-25-04



Chen Zhu, Inventor

Dated: _____

Yi Chen, Inventor

Attorney Docket No.: 01946/100K041-US2

ASSIGNMENT

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PATENT
REEL: 015036 FRAME: 0713

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Dated: _____

David Gschneidner, Inventor

Dated: _____

Kelly Kraft, Inventor

Dated: _____

Chen Zhu, Inventor

Dated: May 26, 2004

May 26, 2004


Yi Chen, Inventor



ACCEPTANCE BY ASSIGNEE

I hereby accept this assignment on behalf of said ASSIGNEE. I declare under penalty of perjury under the laws of the United States of America, and under penalty of the laws of any other jurisdiction before which this document may be presented, that I am an officer of the above-identified ASSIGNEE, that I have signed this document on behalf of ASSIGNEE with the full authority of its board of directors, and that all the foregoing is true and correct.

Dated: 6/14/04By: Name: Elliot MazaTitle: CEO