

FORM PTO-1585
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(modified)

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August 10, 2004
Signature Renee McEnnis

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

1. Name of conveying party(ies):
AVENTIS PHARMACEUTICALS INC.
Additional name(s) of conveying party(ies) attached? YES NO

2. Name and address of receiving party(ies):
Name: **AVENTIS PHARMA S.A.**
Internal Address:
Street Address: **20 Avenue Raymond Aron, Anthony**
City: **Cedex** Country **FRANCE** ZIP: **92165**

3. Nature of Conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Additional name(s) and address(es) attached? YES NO

Execution Date: **June 28, 2004**

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): **10/770,382** B. Patent No.(s):
Additional numbers attached? YES NO

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: **Raymond S. Parker, III, Ph.D., Reg. No. 34,893**
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.: **FRAV2003/0002 US NP**

6. Total number of applications and patents involved: **1**
7. Total (\$7 CFR 3.41):.....**\$40.00**
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number: **18-1982**

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9. Statement and signature.

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.

Raymond S. Parker, III, Ph.D., Reg. No. 34,893
Name of Person Signing

[Signature]
Signature
Date: August 19, 2004
Total number of pages comprising cover sheet: **3**

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ASSIGNMENT AND AGREEMENT

For value received and intending to be legally bound, we, **AVENTIS PHARMACEUTICALS INC.**, of 300 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807-2854, United States of America, (Assignor), sell, assign and transfer to **AVENTIS PHARMA S.A.**, 20, Avenue Raymond Aron, Antony, 92165 Cedex, France, (Assignee), and its successors, assigns and legal representatives, the entire right, title and interest in and to the invention and any improvements thereon, assigned Attorney Docket Number FRAV2003/0002 US NP and (if filed prior to the execution hereof) filed on February 2, 2004, as Serial Number 10/770,382, entitled

**NOVEL CYCLIC UREA DERIVATIVES, PREPARATION THEREOF AND
PHARMACEUTICAL USE THEREOF AS KINASE INHIBITORS**

and all the rights and privileges, including any and all benefits under the International Convention for the Protection of Industrial Property, including the right to claim priority based on said priority applications, and under any and all Letters Patent which may be granted therefore, and all right, title and interest in and to every patent application filed or to be filed on said invention in any other country or patent organization, including continuations, divisions, renewals, revivals, and any substitute applications of the above applications, and any and all patents which may issue thereon, and any reissues, pipelines and extensions, and governmental exclusivity rights of the same.

We authorize and request competent authorities to grant and issue any and all patents on said invention to said assignee or its successor, assigns and legal representatives, or to such nominees as said assignee may designate.


We agree that, when requested, we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said invention in any and all countries and for vesting title thereto in said assignee, its successors, assigns, legal representatives or nominees.

Aventis File No. FRAV2003/0002 US NP

We covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I/we have full right to convey the same as herein expressed.

Signed at Bridgewater, NJ USA on this 28th day of JUNE, 200~~3~~⁴.
(City, State and Nation)

AVENTIS PHARMACEUTICALS INC.

By: 

Ross J. Oehler
Vice President