

05-25-2004



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Mail Stop Assignment Recordation Services

1. Name of conveying party(ies): University of Otago S.20-04		2. Name and address of receiving party(ies): Name: Pacific Edge Biotechnology Limited	
Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		Internal Address:	
3. Nature of conveyance:		Street Address: MAY 20 2004	
<input checked="" type="checkbox"/> Assignment	<input type="checkbox"/> Merger	City: Dunedin	
<input type="checkbox"/> Security Agreement	<input type="checkbox"/> Change of Name	Country: New Zealand	Zip Code:
<input type="checkbox"/> Other:		Additional name(s) & Address(es) attached?	
Execution Date: April 7, 2004		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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:			
A. Patent Application Number(s): 10/257,214		B. Patent Number(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:		6. Total number of applications and registrations involved: one	
Name: Arthur S. Garrett, Esq.		7. Total fee (37 CFR 3.41): \$40	
Internal Address: FINNEGAN, HENDERSON, FARABOW, GARRETT & DUNNER, L.L.P.		<input checked="" type="checkbox"/> Enclosed (Please charge deficiency to deposit account)	
Street Address: 1300 I Street, N.W.		<input type="checkbox"/> Authorized to be charged to deposit account	
City: Washington, D.C.			
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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.			
05/24/2004 MGETACHE 00000123 10257214 01 FC:0021 Arthur S. Garrett Reg. No. 20,338 40.00 DP		Signature: Date: May 20, 2004	
Total number of pages including cover sheet, attachments and documents: Three			

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DEED OF ASSIGNMENT OF PATENT/PATENT APPLICATIONS

BETWEEN **THE UNIVERSITY OF OTAGO**, a body corporate established under the University of Otago Ordinance 1869 and the University of Otago Amendment Act 1961 and the Education Act 1989, of Dunedin, New Zealand
(the Assignor)

AND **PACIFIC EDGE BIOTECHNOLOGY LIMITED**, a duly incorporated company, having its registered office at Dunedin, New Zealand
(the Assignee)

BACKGROUND

- A. The Assignor is the applicant in respect of New Zealand Patent Application No. 521739 dated 10 April 2001 (**the New Zealand Application**), Australian Patent Application No. 52793/01 dated 10 April 2001 (**the Australian Application**) and European Patent Application No. 01926261.7 dated 10 April 2001 (**the European Application**), and is the assignee in respect of US Patent Application No. 10/257,214 filed 10 October 2002 (**the US Application**), all for an invention entitled "Adaptive Learning System and Method" (**the Invention**).
- B. The Assignor is the registered proprietor of Letters Patent No. 503882 for New Zealand (**the New Zealand Patent**) granted in respect of the invention.
- C. The Assignor has agreed to assign to the Assignee all rights, title and interest in the New Zealand Application, the Australian Application, the European Application, the US Application, the New Zealand Patent, and in the Invention.

DEED

- 1. For valuable consideration the Assignor assigns to the Assignee all right, title and interest in the New Zealand Application, the Australian Application, the European Application, the US Application and the Invention and any Letters Patent which may be granted on the above applications.

2. For valuable consideration, the Assignor assigns to the Assignee all right, title and interest in the New Zealand Patent.
3. The parties authorise and request that the New Zealand Patent Application, the Australian Patent Application and the European Patent Application shall proceed in the name of the Assignee.
4. The parties authorise and request that the Assignee be recorded as Assignee of the US Application.
5. The Assignor will at the expense of the Assignee sign such documents and do all things as may be reasonably required by the Assignee to enable the Assignee to enjoy the full benefit of the assignment.

DATED this 8th day of April 2004

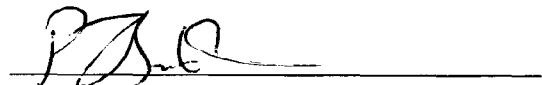
EXECUTED as a Deed

Signed on behalf of **THE UNIVERSITY OF
OTAGO** by Dr Ian O Smith,
Deputy Vice-Chancellor (Research and International)



Date 8-4-04
Executed by:
DR IAN OSWALD SMITH
Deputy Vice-Chancellor
(Research, Enterprise & International)
University of Otago
Pursuant to the delegated authority
of the Council of the University

Signed on behalf of **PACIFIC EDGE
BIOTECHNOLOGY LIMITED**



Date 7/4/04

Name: P J Guelford
Title: Research Director