

RECORDATION FORM COVER SHEET - PATENTS ONLY

VIA FACSIMILE (571) 273-0140
 DIRECTOR OF PATENTS AND TRADEMARKS
 P.O. BOX 1450
 ALEXANDRIA, VA 22313-1450

1. Total number of pages including cover sheet, attachments and document: 8

2. Name of Conveying Party(ies) and Execution Date(s) of Document(s) Check here if additional name(s) attached
 Name: Monash University
 Execution Date: July 8, 2005

3. Name and address of receiving party Check here if additional name(s) & address(es) are attached
 Name Neuro Therapeutics Limited
 Address Level 1, 10 Wallace Avenue, Toorak, Victoria, 3142, AUSTRALIA

4. Nature of Conveyance
 87.5% Undivided Share of Assignment Merger Security Agreement Name Change
 Other:

5. Total number of applications and patents involved: 1

6. Charge Fee (37 C.F.R. § 3.41) of \$40.00 to Deposit Account No. 02-4550

7. Check here if any deficiency/overpayment is authorized to be charged to deposit account 02-4550

8. Enter either the Execution date (of the Declaration and Power of Attorney), Application Number, or the Patent Number. Do not enter more than one number for the same patent.

- A. This document is being filed with a new application. Execution date is: _____
 B. Patent Application No.(s) or Patent No.(s): 10/486,536
 Check here if additional numbers are attached

9. Correspondent's name, address, and telephone number

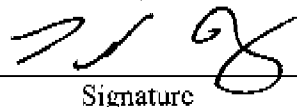
Travis Young, Ph.D., J.D.
 Klarquist Sparkman, LLP
 One World Trade Center, Suite 1600
 121 S.W. Salmon Street
 Portland, Oregon 97204-2988
 Telephone: 503-595-5300
 Facsimile: 503-228-9446

10. Please return the attached postcard to confirm that these items have been received.

11. 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.*

Travis Young, Ph.D., J.D.

Name of Person Signing



Signature

DECEMBER 1, 2005

Date

CH \$40.00 024550 10486536

cc: Client
 Accounting
 Docketing

700228212

PATENT
 REEL: 017081 FRAME: 0926

A S S I G N M E N T

WHEREAS, Monash University, a corporation organized under the laws of Australia, having a place of business at Wellington Road, Clayton, VIC 3800, Australia, is the sole and exclusive owner of the following patent applications:

Australian Patent Application No. PR6938, filed August 10, 2001;
Australian Patent Application No. PR9640, filed December 19, 2001;
PCT Patent Application No. PCT/AU02/01088, filed August 9, 2002; and
U.S. Patent Application No. 10/486,536, filed February 9, 2004;

all of which applications are collectively referred to as "the patent applications."

WHEREAS, Polychip Pharmaceuticals Pty Ltd, a corporation organized under the laws of Australia, having a place of business at 6-8 Wallace Avenue, Toorak, VIC 3142, Australia, desires to acquire 87.5% of the entire right, title and interest therein:

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, said Monash University does hereby sell, assign and transfer to Polychip Pharmaceuticals Pty Ltd, a 87.5% undivided share of the right, title and interest in and to said invention, patent application and patent rights throughout the world, including foreign patent priority rights, the right to file and prosecute International Applications under the Patent Cooperation Treaty, and the right to file and prosecute applications under the European Patent Convention; said invention, application and letters patent in this or any foreign country, and all divisions, continuations, reissues and extensions thereof, the 87.5% undivided share to be held and enjoyed by Polychip Pharmaceuticals Pty Ltd, for its own use and benefit, and for its successors and assigns to the full end of the term for which letters patent may be granted in this or any foreign country, as fully and entirely as the same would have been held by said Monash University, if this assignment and sale had not been made; together with claims for damages by reason of past infringement of said Letters Patent.

Monash University hereby grants the law firm of Klarquist Sparkman, LLP, the power to insert on this Assignment any further information which may be necessary or desirable in order to comply with all applicable legal requirements, including the rules of the United States Patent and Trademark Office, for submitting and recording this document.

I am authorized to execute this document on behalf of Monash University.

Executed at the place and date opposite my signature below.

Executed at MELBOURNE, Australia, this 8th day of JULY, 2005.

Edwina Cornish

Signature of authorized signatory

EDWINA CORNISH

Print Name

In the presence of:

Susan Sh Wong
Witnessed by

SUSAN SH WONG
Name (print)

8/7/05
Date

Diana Ferwerda
Witnessed by

DIANA FERWERDA
Name (print)

8-7-05
Date

CONFIRMATORY DEED OF ASSIGNMENT

BETWEEN **POLYCHIP PHARMACEUTICALS PTY LTD**
of Level 1, 10 Wallace Avenue, Toorak, Victoria, 3142,
AUSTRALIA (formerly of Technology House, 6-8 Wallace
Avenue, Toorak, Victoria, 3142, AUSTRALIA)
(the "Assignor")

AND **NEURO THERAPEUTICS LIMITED**
of Level 1, 10 Wallace Avenue, Toorak, Victoria, 3142,
AUSTRALIA
(the "Assignee")

RECITALS

- A. The Assignor entered into a Research and Development Agreement with Monash University dated 14 January 1997 ("the Agreement") and in to various subsequent extension and variation agreements to the Agreement (collectively "the Analgesic Agreements").
- B. The Agreement provided that any intellectual property of any kind whatsoever (including patent rights) arising under the Agreement would be held by the Assignor and Monash University as tenants-in-common, in proportion to their respective percentage interests in the project, as defined in the Agreement.
- C. The Assignor is registered, or entitled to be registered, as the co-owner with Monash University of the granted patents and/or pending patent applications identified in the Schedule (collectively "the Patents").
- D. Pursuant to a Novation Agreement entered into between the Assignor, the Assignee and Monash University, dated 1 April 2004, the Assignee was substituted for the Assignor under the Analgesic Agreements as if the Assignee had originally been a party to the Analgesic Agreements instead of the Assignor ("the Novation Agreement").
- E. Pursuant to the Novation Agreement, the Assignee is to enjoy all the rights and benefits of the Assignor under the Analgesic Agreements, including the right to the Patents.
- F. By this Deed, the parties wish to confirm the assignment to the Assignee of the Assignor's interest in the Patents.
- G. Monash University consents to the assignment to the Assignee of the Assignor's interest in the Patents, as evidenced by the Consent, a copy of which is attached as a Schedule to this Deed.

ASSIGNMENT

1. The Assignor confirms the assignment to the Assignee of its entire interest in the Patents, including:
 - (a) its rights, if any, to sue for any infringement of the Patents which took place prior to the date of the assignment, or which takes place prior to recordal of this assignment; and
 - (b) its rights, if any, to apply for and obtain other patents claiming priority from or otherwise based on the Patents.
2. A party to this Assignment must, upon the request of the other party, do all things reasonably desirable to give effect to clause 1, including by executing further documents.
3. The parties confirm that the assignment of the Patents is effective as of the date of the Novation Agreement, being 1 April 2004.

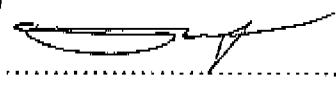
EXECUTED AS A DEED by the parties

**SIGNED for POLYCHIP
PHARMACEUTICALS PTY LTD**
in the presence of

N. Korchev
.....
Signature of witness

NATALIE KORCHEV
.....
Name of witness (print)

4/8/05
Date:.....

)
)
)

.....
Signature

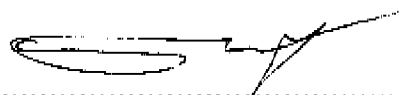
GIRARME KAUFMAN (DIRECTOR)
.....
Name and title (print)

**SIGNED for NEURO
THERAPEUTICS LIMITED**
in the presence of

N. Korchev
.....
Signature of witness

NATALIE KORCHEV
.....
Name of witness (print)

4/8/05
Date:.....

)
)
)

.....
Signature

GIRARME KAUFMAN (DIRECTOR)
.....
Name and title (print)

SCHEDULE

1. Title: Therapeutic Compounds

Country	Application No.	Status	Serial No.
Australia	24037/99	Granted	757975
Europe	99903533.0	Pending	-
Japan	2000-529336	Pending	-
USA	09/582,059	Granted	6784186
World	PCT/AU99/00062	Entered National Phase	-

2. Title: Derivatives of morphine-like opioid compounds

Country	Application No.	Status	Serial No.
Australia	2002322169	Pending	-
Europe	02753923.8	Pending	-
Japan	2003-519071	Pending	-
USA	10/486,536	Pending	-
World	PCT/AU02/01088	Entered National Phase	-

3. Title: Amidine Compounds

Country	Application No.	Status	Serial No.
Australia	200326684	Pending	-
Europe	03747725.4	Pending	-
USA	10/529,312	Pending	-
World	PCT/AU03/001329	Entered National Phase	-

CONSENT TO ASSIGNMENT

MONASH UNIVERSITY of Wellington Road, Clayton, Victoria, 3800, AUSTRALIA as co-owner with POLYCHIP PHARMACEUTICALS PTY LTD of Level 1, 10 Wallace Avenue, Toorak, Victoria, 3142, AUSTRALIA (formerly of Technology House, 6-8 Wallace Avenue, Toorak, Victoria, 3142, AUSTRALIA) of the patents and/or the patent applications listed in the Schedule ("the Patents") hereby consents to the assignment by POLYCHIP PHARMACEUTICALS PTY LTD of its entire interest in the Patents to NEURO THERAPEUTICS LIMITED of Level 1, 10 Wallace Avenue, Toorak, Victoria, 3142, AUSTRALIA.

Signed for MONASH UNIVERSITY by its authorized signatory in the presence of:)))

[Handwritten Signature]
Signature of authorized signatory

Deputy Vice-Chancellor (Research)
Title

[Handwritten Signature]
Signature of witness

DIANA FERWERDA
Name of witness

Dated: *8 July 2005*

SCHEDULE

1. Title: Therapeutic Compounds

Country	Application No.	Status	Serial No.
Australia	24037/99	Granted	757975
Europe	99903533.0	Pending	-
Japan	2000-529336	Pending	-
USA	09/582,059	Granted	6784186
World	PCT/AU99/00062	Entered National Phase	-

2. Title: Derivatives of morphine-like opioid compounds

Country	Application No.	Status	Serial No.
Australia	2002322169	Pending	-
Europe	02753923.8	Pending	-
Japan	2003-519071	Pending	-
USA	10/486,536	Pending	-
World	PCT/AU02/01088	Entered National Phase	-

3. Title: Amidine Compounds

Country	Application No.	Status	Serial No.
Australia	200326684	Pending	-
Europe	03747725.4	Pending	-
USA	10/529,312	Pending	-
World	PCT/AU03/001329	Entered National Phase	-