

10/17/05

10-20-2005

RE



103103787

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)

Maxygen ApS

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance/Execution Date(s):

Execution Date(s) Sept. 21, 2005

- Assignment Merger
- Security Agreement Change of Name
- Joint Research Agreement
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other Restated Assignment (plus cover letter)

2. Name and address of receiving party(ies)

Name: Maxygen Holdings Ltd.

Internal Address: c/o Close Brothers (Cayman) Limited

Street Address: 103 South Church Street

P.O. Box 1034 GT

City: Grand Cayman

State:

Country: Cayman Islands Zip:

Additional name(s) & address(es) attached? Yes No

4. Application or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)

USSN 09/782,587 (now US Pat. 6,806,063)

B. Patent No.(s)

Additional numbers attached? Yes No

OPR/FINANCE
OCT 17 AM 11:28

5. Name and address to whom correspondence concerning document should be mailed:

Name: Joanne R. Petithory

Internal Address: Maxygen, Inc.

Patent Dept.

Street Address: 515 Galveston Drive

City: Redwood City

State: CA Zip: 94063

Phone Number: (650) 298-5300

Fax Number: (650) 298-5446

Email Address: joanne.petithory@maxygen.com

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 1.21(h) & 3.41) \$40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed
- None required (government interest not affecting title)

8. Payment Information

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-0990

Authorized User Name Joanne R. Petithory

9. Signature: Joanne R. Petithory Signature

Oct 13, 2005 Date

10/19/2005 DBYRNE 00000010 500990 6806063

01 FC:002 (40.00 PA) Joanne R. Petithory Reg. No. 42,995

Total number of pages including cover sheet, attachments, and documents: 5

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O.Box 1450, Alexandria, V.A. 22313-1450

RESTATED ASSIGNMENT

WHEREAS, MAXYGEN APS, a corporation whose registered address is Agern Allé 1, 2970 Hørsholm, Denmark, hereinafter referred to as "ASSIGNOR," is an owner of the inventions described and set forth in the below-identified Patent Applications:

<u>Application No:</u>	<u>Filing Date</u>
US 09/782,587	February 12, 2001
US national phase of PCT/DK03/00276	April 29, 2003
US 60/184,036	February 22, 2000
US 60/241,916	October 18, 2000
US 60/376,679	April 30, 2002
US 60/456,547	March 20, 2003
US 60/479,708	June 19, 2003
US 60/479,642	June 19, 2003
US 60/479,780	June 19, 2003
US 60/500,854	September 05, 2003
US 60/414,836	September 30, 2002
US 60/526,326	December 01, 2003
AU 2001031535	February 12, 2001
AU national phase of PCT/DK03/00276	April 29, 2003
BR national phase of PCT/DK03/00276	April 29, 2003
CA 2,397,347	February 12, 2001
CA national phase of PCT/DK03/00276	April 29, 2003
CN 01804864.1	February 12, 2001
CN national phase of PCT/DK03/00276	April 29, 2003
DK PA 2000 00218	February 11, 2000
DK PA 2000 01558	October 18, 2000
DK PA 2002 00642	April 30, 2002
DK PA 2002 01453	September 30, 2002
DK PA 2004 00930	June 15, 2004
EP 01903611.0	February 12, 2001
EP 03717173.3	April 29, 2003
IN IN/PCT/2002/01373	February 12, 2001
IN national phase of PCT/DK03/00276	April 29, 2003
IL 150692	February 12, 2001
IL national phase of PCT/DK03/00276	April 29, 2003
JP 2001-558082	February 12, 2001
JP national phase of PCT/DK03/00276	April 29, 2003
KR national phase of PCT/DK03/00276	April 29, 2003
MX national phase of PCT/DK03/00276	April 29, 2003
NO 2002 3804	February 12, 2001
NZ 521257	February 12, 2001
NZ national phase of PCT/DK03/00276	April 29, 2003

PCT/DK01/00094	February 12, 2001
PCT/DK03/00276	April 29, 2003
PCT/DK03/00632	September 26, 2003
PCT/DK2004/000193	March 22, 2004
PCT/DK2004/000428	June 18, 2004
PCT/DK2004/000585	September 02, 2004
PL P 362856	February 12, 2001
PL national phase of PCT/DK03/00276	April 29, 2003
RU 2002124129	February 12, 2001
RU national phase of PCT/DK03/00276	April 29, 2003
SG national phase of PCT/DK03/00276	April 29, 2003
ZA national phase of PCT/DK03/00276	April 29, 2003

WHEREAS, MAXYGEN HOLDINGS LTD., a Cayman Islands corporation, located c/o Close Brothers (Cayman) Limited at 103 South Church Street, P.O. Box 1034 GT, Grand Cayman, Cayman Islands, hereinafter referred to as "*ASSIGNEE*," wants to acquire an interest in the inventions and applications and in any Letters Patent and Registrations that may be granted on the same.

For good and valuable consideration, receipt of which is hereby acknowledged by *ASSIGNOR* and in consideration of the Purchase Agreement dated August 31, 2004, *ASSIGNOR* has assigned, and by these presents does assign to *ASSIGNEE* its right, title and interest in and to the Patent Applications and any division, renewal, continuation in whole or in part, or substitution of any of the preceding, the underlying inventions described therein, and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations that may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by *ASSIGNEE* and *ASSIGNEE's* successors and assigns as fully and exclusively as it would have been held and enjoyed by *ASSIGNOR* had this assignment not been made, for the full term of any Letters Patent and Registrations that may be granted thereon and/or conversion, reissue, prolongation or extension thereof.

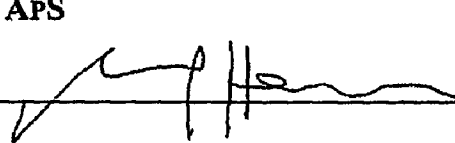
ASSIGNOR further agrees that *ASSIGNOR* will, without charge to *ASSIGNEE*, but at *ASSIGNEE's* expense, (a) cooperate with *ASSIGNEE* in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer and (c) perform such other acts as *ASSIGNEE* lawfully may request to obtain or maintain Letters Patent and Registrations for invention and improvements in any and all countries, and to vest title thereto in *ASSIGNEE*, or *ASSIGNEE's* successors and assigns.

IN TESTIMONY WHEREOF, this Restated Assignment is executed this 21st day of September, 2005 with the agreement that it shall be effective as of August 31, 2004, and superceded in its entirety the prior Assignment executed as of August 31, 2004.

ASSIGNOR:

MAXYGEN APS

By: _____



Name: Russell Howard

Title: Chairman of the Board of Directors

ASSIGNEE:

MAXYGEN HOLDINGS LTD.

By: _____



Name: Simba Gill

Title: President

September 21, 2005

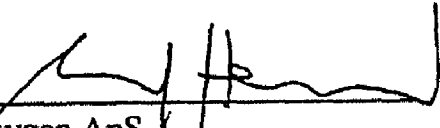
Dr. Elliot Goldstein
Maxygen ApS
Ager Allé 1
2970 Hørsholm
Denmark

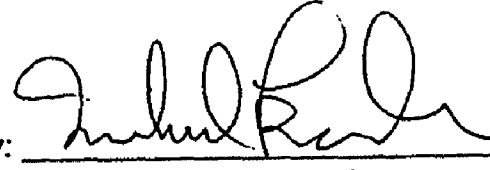
Re: Assignment of Patent Applications and Patents dated August 31, 2004

Dear Elliot:

This letter relates to that certain Assignment between Maxygen ApS and Maxygen Holdings Ltd. dated August 31, 2004 (the "Assignment"), relating to certain patent applications and patents in which Maxygen ApS held an ownership interest. Maxygen ApS and Maxygen Holdings Ltd. have identified certain typographical errors in the Assignment that they wish to correct. Accordingly, the parties have executed the Restated Assignment attached as Exhibit A hereto, with the intent that this shall merge, supercede and replace in its entirety the Assignment executed August 31, 2004.

The signatures below reflect the agreement by Maxygen ApS and Maxygen Holdings Ltd. to the foregoing.

By: 
Maxygen ApS

By: 
Maxygen Holdings Ltd.

Michael S. Rabson
Secretary