



2/15/06

103180469

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

1. Name of conveying party(ies):

- Michael GOLDBERG
- Ehud ARBIT

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

2. Name and address of receiving party(ies)

Name: Emisphere Technologies, Inc.

Internal Address: _____

Street Address: 765 Old Saw Mill River Road

City: Tarrytown

State: New York

Country: USA Zip: 10591

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

OFFICE OF PUBLIC RECORDS
2006 FEB 15 PM 3:35
FINANCE SECTION

3. Nature of conveyance:

Execution Date(s) February 1, 2006 (both)

- Assignment Merger
- Security Agreement Change of Name
- Government Interest Assignment
- Executive Order 9424, Confirmatory License
- Other _____

4. Application number(s) or patent number(s):

This document is being filed together with a new application.

A. Patent Application No.(s)
10/541,433

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Morey B. Wildes

Internal Address: Davidson Davidson & Kappel LLC

Street Address: 485 Seventh Avenue

14th Floor

City: New York

State: New York Zip: 10018

Phone Number: (212) 736-1940

Fax Number: _____

Email Address: _____

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. Deposited 02/16/2006 MUELLER 00000070 10541433

Authorized User Name _____

40.00 OP

9. Signature :

Morey B. Wildes
Signature

February 9, 2006
Date

Morey B. Wildes
Name of Person Signing

Total number of pages including cover sheet, attachments, and documents 3

Docket No.: 817.1013US

ASSIGNMENT

WHEREAS, WE, Michael GOLDBERG and Ehud ARBIT, residing at 765 Old Saw Mill River Road, Tarrytown, NY 10591, USA, and 765 Old Saw Mill River Road, Tarrytown, NY 10591, USA, respectively, ASSIGNORS, have invented certain new and useful improvements in NIGHT-TIME ORAL INSULIN THERAPY, for which an application for a Patent in the United States:

is being executed this same day;

was executed on _____ ;

is identified by Davidson, Davidson & Kappel, LLC, Docket No. 817.1013US;

was filed on July 5, 2005 under Serial No. 10/541,433 (as national phase of International Application No. PCT/US2004/000273, filed on January 6, 2004);

We hereby authorize and request our attorneys, Davidson, Davidson & Kappel, LLC of 485 Seventh Avenue, 14th Floor, New York, New York 10018 to insert here in parentheses (Application number _____, filed _____) the application number and filing date when known; and

WHEREAS, Emisphere Technologies, Inc., of 765 Old Saw Mill River Road, Tarrytown, NY 10591, USA, ASSIGNEE, is desirous of obtaining the entire right, title and interest in, to and under the said invention and the said application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title and interest in, to and under the said invention, and the said United States application and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and

WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument; and

WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith; and

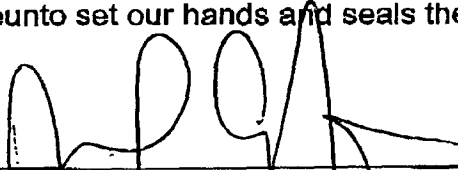
WE HEREBY further covenant and agree that we will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to us respecting said invention, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing, reissue and foreign applications, make all rightful oaths, and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper protection for said invention in all countries.


IN TESTIMONY WHEREOF, WE hereunto set our hands and seals the days and years set opposite our signatures.

February
January 1, 2006

Date
February
January 1, 2006

Date



Michael GOLDBERG


Ehud ARBIT