

Form PTO-1595 (Rev. 08/05)  
OMB No. 0651-0027 (exp. 6/30/2005)

U.S. Department of COMMERCE  
United States Patent and Trademark Office

## RECORDATION FORM COVER SHEET PATENTS ONLY

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):

1. Yu-Hua Ji      2. Mathai Mammen  
3. Craig Husfeld      4. Li Li  
5. YongQi Mu      6. Aaron Kushner  
7. Eric Stangeland      8. Trevor Mischki  
9. Adam Hughes      10. Sarah Dunham

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

### 3. Nature of conveyance:

Execution Date(s) 1. July 27, 2006      2. July 27, 2006  
3. July 27, 2006      4. July 27, 2006      5. July 27, 2006  
6. July 24, 2006      7. July 27, 2006      8. August 17, 2006  
9. July 27, 2006      10. Sept. 7, 2006

- ☒ Assignment      ☐ Merger  
☐ Security Agreement      ☐ Change of Name  
☐ Government Interest Assignment  
☐ Executive Order 9424, Confirmatory License  
☐ Other \_\_\_\_\_

### 2. Name and address of receiving party(ies)

Name: Theravance, Inc.

Internal Address: \_\_\_\_\_

Street Address: 901 Gateway Boulevard

City: South San Francisco

State: California

Country: USA      Zip: 94080

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

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

A. Patent Application No.(s)  
11/451,179

☐ This document is being filed together with a new application.

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: Jeffrey A. Hagenah

Internal Address: \_\_\_\_\_

Street Address: 901 Gateway Boulevard

City: South San Francisco

State: CA      Zip: 94080

Phone Number: 650-808-6406

Fax Number: 650-808-6078

Email Address: jhagenah@theravance.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 50-0344

Authorized User Name Shelley Eberle

### 9. Signature:

Shelley Eberle

Signature

Shelley Eberle, Registration No. 31,411

September 13, 2006

Date

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

30

Name of Person Signing

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, VA 22304-1450

PATENT

700286614

REEL: 018265 FRAME: 0101

CH \$40.00 500344 11451179

## Assignment

This **Assignment**, by **Yu-Hua Ji**, residing at 700 Freeport Lane, Redwood City, CA 94065; **Mathai Mammen**, residing at 1852 Valparaiso Avenue, Menlo Park, CA 94025; **Craig Husfeld**, residing at 3811 Farm Hill Blvd, Redwood City, CA 94061; **Li Li**, residing at 808 Trenton Drive, Sunnyvale, CA 94087; **YongQi Mu**, residing at 102 Lyell Street, Los Altos, CA 94022; **Aaron Kushner**, residing at 40917 Arroyo Drive, Irvine, CA 92616; **Eric Stangeland**, 896 Corona Drive, Pacifica, CA 94044; **Trevor Mischki**, 1353 Ambridge Way, Ottawa, Ontario, Canada K2C 3T3; **Adam Hughes**, residing at 1221 Judson Street, Belmont, CA 94002; and **Sarah Dunham**, residing at 10 Hawksburn Road, South Yarra 3141, Victoria Australia; (hereinafter referred to as "the **Assignors**"), respectively, witnesseth:

WHEREAS, the Assignors have invented certain new and useful improvements in **Biphenyl Derivatives Useful For Muscarinic Receptor Antagonists** set forth in an application for Letters Patent of the United States,

- ☐ which is a provisional application
  - ☐ to be filed herewith; or
  - ☐ bearing Application No. \_\_\_\_\_, and filed on \_\_\_\_\_; or
- ☒ which is a non-provisional application
  - ☐ to be filed herewith; or
  - ☒ bearing Application No. 11/451,179, and filed on June 12, 2006; and

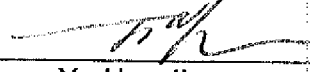
WHEREAS, **Theravance, Inc.**, a corporation duly organized under and pursuant to the laws of Delaware and having its principal place of business at 901 Gateway Boulevard, South San Francisco, California 94080 (hereinafter referred to as "the **Assignee**"), is desirous of acquiring the entire right, title and interest in and to said inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications, including provisional applications for Letters Patent of the United States or other countries claiming priority to said application, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the Assignors have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer, and set over, unto the Assignee, its successors, legal representatives, and assigns, the entire right, title and interest in and to the above-mentioned inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications for Letters Patent of the United States or other countries claiming priority to said applications, and any and all Letters Patent or Patents of the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all applications claiming priority to said applications, divisions, continuations, and continuations-in-part of said applications, and reissues and extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the Assignee, for its own use and behalf and the use and behalf of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the Assignors had this sale and Assignment not been made;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the Assignors are the sole and lawful owner of the entire right, title and interest in and to the inventions set forth in said applications, including provisional applications, above-mentioned, and that the same are unencumbered, and that the Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns that the Assignors will, whenever counsel of the Assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions or said applications for Letters Patent or Patents, or any proceeding in connection with Letters Patent or Patents for said inventions in any country, including interference proceedings, is lawful and desirable, or that any application claiming priority to said application, division, continuation, or continuation-in-part of any applications for Letters Patent or Patents, or any reissue or extension of any Letters Patent or Patents to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent or Patents for said inventions, without charge to the Assignors, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns;

AND the Assignors hereby request the Commissioner of Patents to issue any and all said Letters Patent of the United States to the Assignee, as the Assignee of said inventions and the Letters Patent to be issued for the sole use and behalf of the Assignee, its successors, legal representatives and assigns.

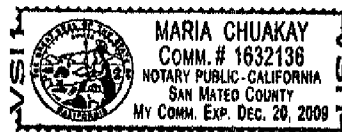
Date July 27, 2006 Signature of Assignor   
 State of California  
 County of San Mateo  
 On July 27, 2006 before me, Maria Chuakay, Notary Public,  
 personally appeared Yu-Hua Ji

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary Public



Date July 27/06

Signature of Assignor

  
 Mathai MAMMEN
State of CaliforniaCounty of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public,  
 personally appeared Mathai MAMMEN

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
 Signature of Notary Public

Date July, 27, 2006

Signature of Assignor

Craig HUSFELD  
 Craig HUSFELD

State of CaliforniaCounty of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public,  
 personally appeared Craig HUSFELD

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
 Signature of Notary Public



Date 7/27/06 Signature of Assignor Li Li  
Li Li

State of California

County of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public,  
personally appeared Li Li

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
Signature of Notary Public



Date 7/27/06 Signature of Assignor YongQi MU  
YongQi MU

State of California

County of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public,  
personally appeared YongQi MU

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
Signature of Notary Public



Date \_\_\_\_\_ Signature of Assignor Aaron Kushner

State of California

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public,  
personally appeared Aaron KUSHNER

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

Date July 27, 2006 Signature of Assignor Eric STANGELAND

State of California

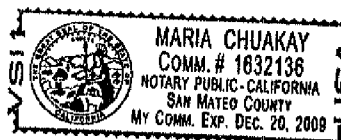
County of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public,  
personally appeared Eric STANGELAND

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
Signature of Notary Public



Date \_\_\_\_\_ Signature of Assignor Trevor MISCHKI

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public  
personally appeared Trevor MISCHKI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

Date July 27<sup>th</sup> 2006 Signature of Assignor A. D. Hughes  
Adam HUGHES

State of California

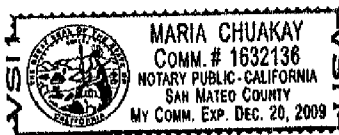
County of San Mateo

On July 27, 2006 before me, Maria Chuakay, Notary Public  
personally appeared Adam HUGHES

☒ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Maria Chuakay  
Signature of Notary Public



Date \_\_\_\_\_ Signature of Assignor Sarah DUNHAM

State of \_\_\_\_\_

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public,  
personally appeared Sarah DUNHAM

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)



### Assignment

This **Assignment**, by **Yu-Hua Ji**, residing at 700 Freeport Lane, Redwood City, CA 94065; **Mathai Mammen**, residing at 1852 Valparaiso Avenue, Menlo Park, CA 94025; **Craig Husfeld**, residing at 3811 Farm Hill Blvd, Redwood City, CA 94061; **Li Li**, residing at 808 Trenton Drive, Sunnyvale, CA 94087; **YongQi Mu**, residing at 102 Lyell Street, Los Altos, CA 94022; **Aaron Kushner**, residing at 40917 Arroyo Drive, Irvine, CA 92616; **Eric Stangeland**, 896 Corona Drive, Pacifica, CA 94044; **Trevor Mischki**, 1353 Ambridge Way, Ottawa, Ontario, Canada K2C 3T3; **Adam Hughes**, residing at 1221 Judson Street, Belmont, CA 94002; and **Sarah Dunham**, residing at 10 Hawksburn Road, South Yarra 3141, Victoria Australia; (hereinafter referred to as "the **Assignors**"), respectively, witnesseth:

WHEREAS, the Assignors have invented certain new and useful improvements in **Biphenyl Derivatives Useful For Muscarinic Receptor Antagonists** set forth in an application for Letters Patent of the United States,

- ☐ which is a provisional application
  - ☐ to be filed herewith; or
  - ☐ bearing Application No. \_\_\_\_\_, and filed on \_\_\_\_\_; or
- ☒ which is a non-provisional application
  - ☐ to be filed herewith; or
  - ☒ bearing Application No. 11/451,179, and filed on June 12, 2006; and

WHEREAS, **Theravance, Inc.**, a corporation duly organized under and pursuant to the laws of Delaware and having its principal place of business at 901 Gateway Boulevard, South San Francisco, California 94080 (hereinafter referred to as "the **Assignee**"), is desirous of acquiring the entire right, title and interest in and to said inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications, including provisional applications for Letters Patent of the United States or other countries claiming priority to said application, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the Assignors have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer, and set over, unto the Assignee, its successors, legal representatives, and assigns, the entire right, title and interest in and to the above-mentioned inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications for Letters Patent of the United States or other countries claiming priority to said applications, and any and all Letters Patent or Patents of the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all applications claiming priority to said applications, divisions, continuations, and continuations-in-part of said applications, and reissues and extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the Assignee, for its own use and behalf and the use and behalf of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the Assignors had this sale and Assignment not been made;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the Assignors are the sole and lawful owner of the entire right, title and interest in and to the inventions set forth in said applications, including provisional applications, above-mentioned, and that the same are unencumbered, and that the Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns that the Assignors will, whenever counsel of the Assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions or said applications for Letters Patent or Patents, or any proceeding in connection with Letters Patent or Patents for said inventions in any country, including interference proceedings, is lawful and desirable, or that any application claiming priority to said application, division, continuation, or continuation-in-part of any applications for Letters Patent or Patents, or any reissue or extension of any Letters Patent or Patents to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent or Patents for said inventions, without charge to the Assignors, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns;

AND the Assignors hereby request the Commissioner of Patents to issue any and all said Letters Patent of the United States to the Assignee, as the Assignee of said inventions and the Letters Patent to be issued for the sole use and behalf of the Assignee, its successors, legal representatives and assigns.

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Yu-Hua JI

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public \_\_\_\_\_,  
personally appeared Yu-Hua JI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Mathai MAMMEN

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public \_\_\_\_\_,  
personally appeared Mathai MAMMEN

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Craig HUSFELD

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public \_\_\_\_\_,  
personally appeared Craig HUSFELD

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor Li LI

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Li LI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor YongQi MU

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared YongQi MU

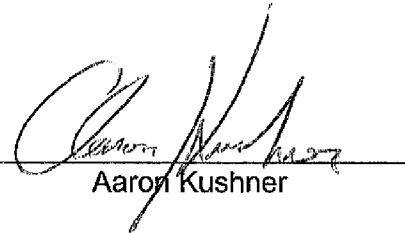
☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date 07/24/06

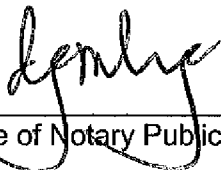
Signature of Assignor


  
Aaron Kushner
State of CaliforniaCounty of ORANGE

On 07/24/2006 before me, HUNG MANH DANG, Notary Public,  
personally appeared Aaron KUSHNER,

☐ personally known to me or ☒ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary Public



(Seal of Notary)

Date \_\_\_\_\_

Signature of Assignor

Eric STANGELAND

State of CaliforniaCounty of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Eric STANGELAND,

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Trevor MISCHKI

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public  
personally appeared Trevor MISCHKI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Adam HUGHES

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public  
personally appeared Adam HUGHES

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Sarah DUNHAM

State of \_\_\_\_\_

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public,  
personally appeared \_\_\_\_\_ Sarah DUNHAM

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

## Assignment

This **Assignment**, by **Yu-Hua Ji**, residing at 700 Freeport Lane, Redwood City, CA 94065; **Mathai Mammen**, residing at 1852 Valparaiso Avenue, Menlo Park, CA 94025; **Craig Husfeld**, residing at 3811 Farm Hill Blvd, Redwood City, CA 94061; **Li Li**, residing at 808 Trenton Drive, Sunnyvale, CA 94087; **YongQi Mu**, residing at 102 Lyell Street, Los Altos, CA 94022; **Aaron Kushner**, residing at 40917 Arroyo Drive, Irvine, CA 92616; **Eric Stangeland**, 896 Corona Drive, Pacifica, CA 94044; **Trevor Mischki**, 1353 Ambridge Way, Ottawa, Ontario, Canada K2C 3T3; **Adam Hughes**, residing at 1221 Judson Street, Belmont, CA 94002; and **Sarah Dunham**, residing at 10 Hawksburn Road, South Yarra 3141, Victoria Australia; (hereinafter referred to as "the **Assignors**"), respectively, witnesseth:

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- ☐ which is a provisional application
  - ☐ to be filed herewith; or
  - ☐ bearing Application No. \_\_\_\_\_, and filed on \_\_\_\_\_; or
- ☒ which is a non-provisional application
  - ☐ to be filed herewith; or
  - ☒ bearing Application No. 11/451,179, and filed on June 12, 2006; and

WHEREAS, **Theravance, Inc.**, a corporation duly organized under and pursuant to the laws of Delaware and having its principal place of business at 901 Gateway Boulevard, South San Francisco, California 94080 (hereinafter referred to as "the **Assignee**"), is desirous of acquiring the entire right, title and interest in and to said inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications, including provisional applications for Letters Patent of the United States or other countries claiming priority to said application, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the Assignors have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer, and set over, unto the Assignee, its successors, legal representatives, and assigns, the entire right, title and interest in and to the above-mentioned inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications for Letters Patent of the United States or other countries claiming priority to said applications, and any and all Letters Patent or Patents of the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all applications claiming priority to said applications, divisions, continuations, and continuations-in-part of said applications, and reissues and extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the Assignee, for its own use and behalf and the use and behalf of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the Assignors had this sale and Assignment not been made;



AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the Assignors are the sole and lawful owner of the entire right, title and interest in and to the inventions set forth in said applications, including provisional applications, above-mentioned, and that the same are unencumbered, and that the Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns that the Assignors will, whenever counsel of the Assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions or said applications for Letters Patent or Patents, or any proceeding in connection with Letters Patent or Patents for said inventions in any country, including interference proceedings, is lawful and desirable, or that any application claiming priority to said application, division, continuation, or continuation-in-part of any applications for Letters Patent or Patents, or any reissue or extension of any Letters Patent or Patents to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent or Patents for said inventions, without charge to the Assignors, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns;

AND the Assignors hereby request the Commissioner of Patents to issue any and all said Letters Patent of the United States to the Assignee, as the Assignee of said inventions and the Letters Patent to be issued for the sole use and behalf of the Assignee, its successors, legal representatives and assigns.

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_

Yu-Hua JI

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,

personally appeared \_\_\_\_\_ Yu-Hua JI \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Mathai MAMMEN

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Mathai MAMMEN \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Craig HUSFELD

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Craig HUSFELD \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor Li LI

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Li LI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor YongQi MU

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared YongQi MU

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Aaron Kushner

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Aaron KUSHNER \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Eric STANGELAND

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Eric STANGELAND \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date 17-August-2006 Signature of Assignor T. Mischki  
Trevor MISCHKI

On August 17<sup>th</sup> 2006 before me, Nathalie L. Ferland, Notary Public,  
personally appeared Trevor MISCHKI

☐ personally known to me or ☒ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Nathalie L. Ferland  
Signature of Notary Public  
Nathalie L. Ferland Public notary

(Seal of Notary)

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Adam HUGHES

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Adam HUGHES

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Sarah DUNHAM

State of \_\_\_\_\_

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public,  
personally appeared \_\_\_\_\_ Sarah DUNHAM \_\_\_\_\_,

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

### Assignment

This **Assignment**, by **Yu-Hua Ji**, residing at 700 Freeport Lane, Redwood City, CA 94065; **Mathai Mammen**, residing at 1852 Valparaiso Avenue, Menlo Park, CA 94025; **Craig Husfeld**, residing at 3811 Farm Hill Blvd, Redwood City, CA 94061; **Li Li**, residing at 808 Trenton Drive, Sunnyvale, CA 94087; **YongQi Mu**, residing at 102 Lyell Street, Los Altos, CA 94022; **Aaron Kushner**, residing at 40917 Arroyo Drive, Irvine, CA 92616; **Eric Stangeland**, 896 Corona Drive, Pacifica, CA 94044; **Trevor Mischki**, 1353 Ambridge Way, Ottawa, Ontario, Canada K2C 3T3; **Adam Hughes**, residing at 1221 Judson Street, Belmont, CA 94002; and **Sarah Dunham**, residing at 10 Hawksburn Road, South Yarra 3141, Victoria Australia; (hereinafter referred to as "the **Assignors**"), respectively, witnesseth:

WHEREAS, the Assignors have invented certain new and useful improvements in **Biphenyl Derivatives Useful For Muscarinic Receptor Antagonists** set forth in an application for Letters Patent of the United States,

- ☐ which is a provisional application
  - ☐ to be filed herewith; or
  - ☐ bearing Application No. \_\_\_\_\_, and filed on \_\_\_\_\_; or
- ☒ which is a non-provisional application
  - ☐ to be filed herewith; or
  - ☒ bearing Application No. 11/451,179, and filed on June 12, 2006; and

WHEREAS, **Theravance, Inc.**, a corporation duly organized under and pursuant to the laws of Delaware and having its principal place of business at 901 Gateway Boulevard, South San Francisco, California 94080 (hereinafter referred to as "the **Assignee**"), is desirous of acquiring the entire right, title and interest in and to said inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications, including provisional applications for Letters Patent of the United States or other countries claiming priority to said application, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon.

NOW, THEREFORE, in consideration of One Dollar (\$1.00) and other good and sufficient consideration, the receipt of which is hereby acknowledged, the Assignors have sold, assigned, transferred, and set over, and by these presents do sell, assign, transfer, and set over, unto the Assignee, its successors, legal representatives, and assigns, the entire right, title and interest in and to the above-mentioned inventions, the right to file applications on said inventions and the entire right, title and interest in and to any applications for Letters Patent of the United States or other countries claiming priority to said applications, and any and all Letters Patent or Patents of the United States of America and all foreign countries that may be granted therefor and thereon, and in and to any and all applications claiming priority to said applications, divisions, continuations, and continuations-in-part of said applications, and reissues and extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by the Assignee, for its own use and behalf and the use and behalf of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted as fully and entirely as the same would have been held and enjoyed by the Assignors had this sale and Assignment not been made;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, the Assignors are the sole and lawful owner of the entire right, title and interest in and to the inventions set forth in said applications, including provisional applications, above-mentioned, and that the same are unencumbered, and that the Assignors have good and full right and lawful authority to sell and convey the same in the manner herein set forth;

AND for the same consideration, the Assignors hereby covenant and agree to and with the Assignee, its successors, legal representatives and assigns that the Assignors will, whenever counsel of the Assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions or said applications for Letters Patent or Patents, or any proceeding in connection with Letters Patent or Patents for said inventions in any country, including interference proceedings, is lawful and desirable, or that any application claiming priority to said application, division, continuation, or continuation-in-part of any applications for Letters Patent or Patents, or any reissue or extension of any Letters Patent or Patents to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement, maintenance, enforcement and defense of Letters Patent or Patents for said inventions, without charge to the Assignors, its successors, legal representatives and assigns, but at the cost and expense of the Assignee, its successors, legal representatives and assigns;

AND the Assignors hereby request the Commissioner of Patents to issue any and all said Letters Patent of the United States to the Assignee, as the Assignee of said inventions and the Letters Patent to be issued for the sole use and behalf of the Assignee, its successors, legal representatives and assigns.

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_

Yu-Hua JI

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,

personally appeared \_\_\_\_\_ Yu-Hua JI \_\_\_\_\_,

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public



Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Mathai MAMMEN

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Mathai MAMMEN \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Craig HUSFELD

State of \_\_\_\_\_ California \_\_\_\_\_

County of \_\_\_\_\_ San Mateo \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_ Maria Chuakay \_\_\_\_\_, Notary Public \_\_\_\_\_,  
personally appeared \_\_\_\_\_ Craig HUSFELD \_\_\_\_\_

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the  
person whose name is subscribed to the within instrument and acknowledged to me that he  
executed the same in his authorized capacity, and that by his signature on the instrument the  
person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor Li LI

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Li LI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor YongQi MU

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared YongQi MU

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor Aaron Kushner

State of California

County of \_\_\_\_\_

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public,  
personally appeared Aaron KUSHNER

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

(Seal of Notary)

Date \_\_\_\_\_ Signature of Assignor Eric STANGELAND

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public,  
personally appeared Eric STANGELAND

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Trevor MISCHKI

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public  
personally appeared Trevor MISCHKI

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public (Seal of Notary)

Date \_\_\_\_\_ Signature of Assignor \_\_\_\_\_  
Adam HUGHES

State of California

County of San Mateo

On \_\_\_\_\_ before me, Maria Chuakay, Notary Public  
personally appeared Adam HUGHES

☐ personally known to me or ☐ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_  
Signature of Notary Public

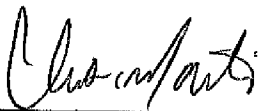
Date 9-7-06

Signature of Assignor

  
Sarah DUNHAMState of MaineCounty of CumberlandOn September 7, 2006 before me, Chris Martin, Notary Public,  
personally appeared Sarah DUNHAM

☐ personally known to me or ☒ proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity, and that by her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary Public

(Seal of Notary)

CHRIS MARTIN  
Notary Public, Maine  
My Commission Expires October 26, 2012

