

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT
CONVEYING PARTY DATA	
Name	Execution Date
University of Lausanne	10/27/2005
RECEIVING PARTY DATA	
Name:	XIGEN SA
Street Address:	9 route du Bugnon
City:	Lausanne
State/Country:	SWITZERLAND
Postal Code:	1005
PROPERTY NUMBERS Total: 1	
Property Type	Number
Application Number:	13222115
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Address Line 2:	1111 Pennsylvania Avenue, N.W.
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004
ATTORNEY DOCKET NUMBER:	067802-5006-10
NAME OF SUBMITTER:	H. Janice Lee
Total Attachments: 10 source=Assignment#page1.tif source=Assignment#page2.tif source=Assignment#page3.tif	

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ASSIGNMENT AGREEMENT

This ASSIGNMENT AGREEMENT (this "Agreement"), is made and entered into this day of September 30, 2005 (the "Effective Date"),

between

Hospices/CHUV, 21, rue du Bugnon CH-1005 Lausanne, Switzerland (hereinafter "Hospices/CHUV"),

University of Lausanne, 1015 Lausanne (hereinafter "UNIL")

and

XIGEN SA, having offices at 9 route du Bugnon, 1005 Lausanne, Switzerland (hereinafter "XIGEN")

Whereby the parties to this Agreement are also hereinafter collectively referred to as "Parties" or individually as "Party".

WHEREAS, Hospices/CHUV is the owner of the entire right, title and interest in the patent on "high cell-permeable inhibitors" and patent continuations, continuations-in-part or reissues corresponding thereto, and in the invention described and claimed therein, (hereinafter "PATENT RIGHTS") described in Exhibit A, and ;

WHEREAS, as agreed between Hospices/CHUV and UNIL, UNIL filed the PATENT RIGHTS on behalf of Hospices/CHUV in the name of UNIL, and;

WHEREAS on July 5, 2002 an Option agreement has been signed between the Parties;

WHEREAS on September 6, 2002 a Term sheet has been signed between the Parties;

WHEREAS on January and on April 2003 the Option agreement has been amended;

WHEREAS on October 17, 2003 the Parties signed a Sole license agreement;

WHEREAS on March 2004 the Parties signed Amendments to the Sole license agreement;

WHEREAS XIGEN reached the amount in equity financing required for the assignment of the PATENT RIGHTS;

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the Parties hereto agree as follows:

ARTICLE 1 - DEFINITIONS

For the purposes of this Agreement, the following words and phrases shall have the following meanings:

1.1 A "PRODUCT" shall mean any tangible materials or part thereof which:

- (a) in the course of use or sale would, in the absence of this Agreement, infringe one or more claims of the PATENT RIGHTS that have not been held invalid or unenforceable by an unappealed or unappealable judgement of a court of competent jurisdiction.
- (b) is manufactured by using a process or is employed to practice a process, which would in the absence of this Agreement, infringe one or more claims of the PATENT RIGHTS that have not been held invalid or unenforceable by an unappealed or unappealable judgement of a court of competent jurisdiction.

1.2 A "PROCESS" shall mean any process, which, in the course of being practiced would, in the absence of this Agreement, infringe one or more claims of the PATENT RIGHTS that have not been held invalid or unenforceable by an unappealed or unappealable judgment of a court of competent jurisdiction.

1.3 "AFFILIATES" shall mean any corporation or other business entity that directly or indirectly controls, is controlled by, or is under common control of XIGEN. Control means ownership or other beneficial interest in 50% or more of the voting stock or other voting interest of a corporation or other business entity.

1.4 "COMBINED PEPTIDE" shall mean a peptide consisting of both a transporter and an effector peptide.

1.5 "XG-102" shall mean a COMBINED PEPTIDE with the following sequence:

H-dDdQdSdRdPdVdQdPdFdLdNdLdTdTdPdRdKdPdRdPdPdRdRdRdQdRdRdKdKdRdG-NH₂

XG-102 is a 31 amino acid peptide, all amino acids in retro-inverso d-form, of which the d-TAT transporter sequence is 10 amino acids (underlined).

ARTICLE 2 - ASSIGNMENT OF THE PATENT RIGHTS

2.1 UNIL hereby sells and assigns to XIGEN, which accepts, all of its right, title and interest in PATENT RIGHTS. UNIL hereby irrevocably undertakes to execute assignment deeds as well as any and all other documents reasonably necessary to give effect to the assignment contemplated within (60) days after the Effective Date.

2.2 As from the Effective Date, XIGEN will be solely responsible for the administration, maintenance, prosecution and enforcement of the PATENT RIGHTS and will bear all resulting fees and expenses, including the costs related to the assignment of the PATENT RIGHTS.

2.3 Upon the Assignment contemplated by Article 2 hereof becoming effective, XIGEN hereby grants UNIL and Hospices/CHUV a non-exclusive, perpetual, irrevocable, royalty-free, worldwide (i.e. for the territory of the PATENT RIGHTS) non transferable license under PATENT RIGHTS for use, only by UNIL and/or Hospices/CHUV, of any patent related to PATENT RIGHTS, for their own non-commercial and non clinical purposes only, the "UNIL/Hospices/CHUV LICENCE". This license shall survive assignment of the PATENT RIGHTS to a third party by XIGEN. UNIL and Hospices/CHUV are not entitled to assign to any third party the UNIL/Hospices/CHUV LICENCE.

2.4 In the event of an improvement made by UNIL or Hospices/CHUV on the PATENT RIGHTS or in the event of new intellectual property developed by UNIL or Hospices/CHUV, which results from the use of PRODUCTS and PROCESSES, prior to granting a license to a third party, UNIL and Hospices/CHUV shall offer to XIGEN a license on the same terms offered to the third party, and, if XIGEN requests a license on those terms, UNIL and Hospices/CHUV shall grant the license to XIGEN. XIGEN shall be entitled to request that such license be exclusive, subject to a right of use of Hospices/CHUV as specified in Article 2.3.

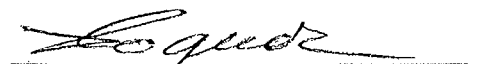
2.5 Should a license or an assignment be granted by XIGEN under Article 3.1 Paragraph (d and/or e) without any consideration or compensation, UNIL shall be entitled to request that an independent mutually approved expert assesses the value of the license and/or assignment for the calculation of the fee at Article 3.1 Paragraph (d and/or e). XIGEN agrees to pay the full cost of such valuation. Any valuation shall be conducted during regular business hours and with ten days prior notice.

2.6 The assignment granted hereunder shall not be construed to confer any rights upon XIGEN by implication or otherwise as to any technology not specifically set forth in Article 2 and Exhibit A hereof.

2.7 XIGEN will own any new intellectual property, which is developed by UNIL or Hospices/CHUV arising from research programs conducted at UNIL and/or Hospices/CHUV, as the case may be, and entirely sponsored, either directly or indirectly, by XIGEN. However, this

IN WITNESS WHEREOF, the Parties have duly executed this Agreement the day and year set forth below.

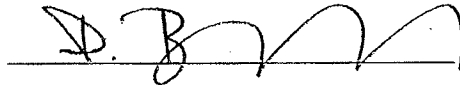
XIGEN SA :



By: Didier Coquoz

Title: CEO

Date: 2.11.2005

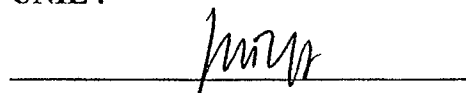


By: DENO BRAGUGLIA

Title: CHAIRMAN

Date: Nov. 7, 2005

UNIL :

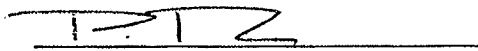


By: Prof. Jean-Marc RAPP

Title: Recteur

Date: 27.10.05

Hospices/CHUV :



By: Pascal RUBIN

Title: Directeur général adjoint

Date: 24/10/05

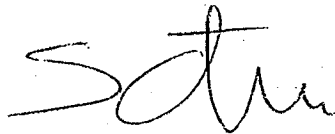


Exhibit A

D-TAT + IB1 Patent family:

US PPA JNK Inhibitors

Filed 12 October 1999

Serial number 60/158,774

Status: expired

USSN JNK Inhibitors

Peptide and composition, D-TAT-IB1

Filed 14 February, 2000 (continuation of US 60/158,774)

Priority date 12 October 1999

Serial number 09/503, 954

Status: Delivered on 26 August 2003

Re-published on 26 August 2003, patent number US 6,610,820

PCT JNK Inhibitors

Filed 12 October 2000 (extension of USSN 09/503,954 and US 60/158,774)

Priority date 12 October 1999

Serial number PCT/IB00/01538

Status: Completed

Published on 19 April 2001, patent number WO0127268

US NATL JNK Inhibitors

Methods of treatment / use of D-TAT-IB1

Filed 27 August 2002 (extension of PCT/IB00/01538)

Priority date 12 October 1999

Serial number 10/110,430

Status: Pending

EP JNK Inhibitors

Filed 12 October 2000 (extension of PCT/IB00/01538)

Priority date 12 October 1999

Serial number 000969730.1

Status: Pending

Published on 23 April 2003, patent number EP1303600

CA JNK Inhibitors

Filed 12 October 2000 (extension of PCT/IB00/01538)

Priority date 12 October 1999

Serial number 2,387,184

Status: Pending

AU JNK Inhibitors

Filed 12 October 2000 (extension of PCT/IB00/01538)

Priority date 12 October 1999

Serial number 79382/00

Status: Pending

JP JNK Inhibitors

Japanese Nat'l filing date 11 April 2002 (extension of PCT/IB00/01538)

Effective international filing date 12 October 2000

Priority date 12 October 1999

Serial number 2001-530472
Status: Pending
Published on 25 March 2003, patent number 2003-511071

PCT Patent specific to XG-102

Application number PCT/EP2005/009782
Filed 12 September 2005
Priority date 12 September 2005
Status: Pending

USSN Patent specific to XG-102

Application number USSN 11/224,159
Filed 12 September 2005
Priority date 12 September 2005
Status: Pending

D-TAT + IB2 Patent family:

USSN DIV JNK Inhibitors

Peptide and composition, D-TAT-IB2
Filed 3 October 2001 (continuation of USSN 09/503,954)
Priority date 12 October 1999
Serial number 09/970,515
Status: Delivered on 24 August 2004
Re-published on 24 August 2004, patent number US 6,780,970

USSN CON of DIV JNK Inhibitors

Methods of treatment / use of D-TAT-IB2
Filed 23 August 2004 (continuation of 09/970,515)
Priority date 12 October 1999
Serial number 10/924,028
Status: Pending
Published on 24 February 2005, patent number US 2005-0043241

D-TAT + peptides or proteins Patent Family:

USSN CON JNK Inhibitors

Peptide and composition, D-TAT- peptides or proteins ligands
Filed 15 January 2003 (continuation of USSN 09/503,954 and 60/158,774)
Priority date 12 October 1999
Serial number 10/342,683
Status: Pending
Published on 27 November 2003, patent number US 2003-0220480

MKK7 inhibitors Patent Family:

US PPA MKK7 Inhibitors (1/99B)

Filed 9 January 2002
Serial number 60/347,062
Status: expired

USSN MKK7 Inhibitors (1/99B)

Peptides and composition, SH3 peptides

Filed 9 January 2003 (continuation of 60/347,062)

Priority 9 January 2002

Serial number 10/340,458

Status: Pending

Published on 18 September 2003, patent number US 2003-0175920

PCT MKK7 Inhibitors (1/99B)

Filed 9 January 2003 (extension of USSN 10/340,458)

Priority date 9 January 2002

Serial number PCT/IB03/00332

Status: Completed

Published on 17 July 2003, patent number WO 03/057725

US NATL MKK7 Inhibitors (1/99B)

Methods of treatment / use of SH3 peptides

Filed 7 January 2005 (extension of PCT/IB03/00332)

Priority date 9 January 2002

Serial number 10/500,804

Status: Pending

Published on 19 May 2005, patent number US 2005-0106695

EP MKK7 Inhibitors (1/99B)

Filed 9 January 2003 (extension of PCT/IB03/00332)

Priority date 9 January 2002

Serial number 03700434.8

Status: Pending

Published on 22 December 2004, patent number EP 148780

CA MKK7 Inhibitors (1/99B)

Filed 9 January 2003 (extension of PCT/IB03/00332)

Priority date 9 January 2002

Serial number 2,471,762

Status: Pending

IB1, IB2 and MKK7 first combined patent family:

USSN CIP1 JNK & MKK7 Inhibitors

Methods of treatment for hearing loss and diabetes / use of D-TAT-IB1 and -IB2

Filed 7 June 2002. (continuation of USSN 09/503,954 and addition of 60/347,062)

Priority date 12 October 1999 & 9 January 2002 (on claims)

Serial number 10/165,250

Status: Pending

Published on 12 June 2003, patent number US 2003-0108539

PCT CIP1 JNK & MKK7 Inhibitors

Filed 9 June 2003 (extension of USSN 10/165,250)

Priority date 12 October 1999

Serial number PCT/IB03/03094

Status: Completed

Published on 18 December 2003, patent number WO 03/103698

EP CIP1 JNK & MKK7 Inhibitors

Filed 9 November 2004 (extension of PCT/IB03/03094)

Priority date 12 October 1999

Serial number 03740977.8

Status: Pending

Published on 9 March 2005, patent number EP 1511507

AU CIP1 JNK & MKK7 Inhibitors

Filed 9 June 2003 (extension of PCT/IB03/03094)

Priority date 12 October 1999

Serial number 2003 274820

Status: Pending

CA CIP1 JNK & MKK7 Inhibitors

Filed 9 June 2003 (extension of PCT/IB03/03094)

Priority date 12 October 1999

Serial number 2,488,695

Status: Pending

JP CIP1 JNK & MKK7 Inhibitors

Filed 6 December 2004 (extension of PCT/IB03/03094)

Priority date 12 October 1999

Serial number 2004-510817

Status: Pending

IB1, IB2 and MKK7 second combined patent family:

USSN CIP2 JNK & MKK7 Inhibitors

Methods of treatment for neuronal cell damage, ischemia and reperfusion / use of D-

TAT-IB1 and -IB2

Filed 9 June 2003. (continuation of USSN 09/503,954 and USSN CIP 10/165,250)

Priority date 12 October 1999

Serial number 10/457,614

Status: Pending

Published on 29 April 2004, patent number US 2004-0082509

Proprotein convertases patent family I:

US PPA Proprotein Convertase

Filed 13 October 2000

Serial number 60/240,315

Status: expired

USSN Proprotein Convertase

Methods of treatment for diabetes / use of intracellular delivery peptide + effectors

Filed 15 October 2001 (continuation of US 60/240,315)

Priority date 13 October 2000

Serial number : 09/977,831

Status: Allowed end February 2005, with 4 surviving claims. Should be delivered within 6 months.
Published on 28 August 2002, patent number US-2002-0120100

PCT Proprotein Convertase

Filed 15 October 2001 (extension of USSN 09/977,831 and US 60/240,315)

Priority date 13 October 2000

Serial number: PCT/IB01/02423

Status: completed

Published 18 April 2002, publication number WO02/31109

US NATL Proprotein Convertase

Peptides and composition, intracellular delivery peptide + effectors

Filed 14 December 2003 (extension of PCT/IB01/02423)

Priority date 13 October 2000

Serial number 10/399,127

Status: Pending

Published on 10 June 2004, patent number US-2004-0110690

EP Proprotein Convertase

Filed 15 October 2001 (extension of PCT/IB01/02423)

Priority date 13 October 2000

Serial number 01986713.4

Status: Pending

Published on 24 September 2003, patent number EP 1 345 956

CA Proprotein Convertase

Filed 15 October 2001 (extension of PCT/IB01/02423)

Priority date 13 October 2000

Serial number 2,425,610

Status: Pending

AU Proprotein Convertase

Filed 15 October 2001 (extension of PCT/IB01/02423)

Priority date 13 October 2000

Serial number 2002 220979

Status: Pending

JP Proprotein Convertase

Filed 15 October 2001 (extension of PCT/IB01/02423)

Priority date 13 October 2000

Serial number 2002-534479

Status: Pending

Published 14 April 2004, publication number 2004-511494

Proprotein convertases patent family II:

USSN CIP Proprotein Convertase

Peptides and composition, multimeric intracellular delivery peptide + effectors

Filed 7 June 2002 (continuation of USSN 09/977,831)

Priority date 13 October 2000

Serial number : 10/165,015

Status: pending

Published on 13 February 2003, patent number US 2003-0032594

PCT CIP Proprotein Convertase

Filed 6 June 2003 (extension of USSN 10/165,015)

Priority date 13 October 2000

Serial number: PCT/IB03/03097

Status: completed

Published on 18 December 2003, patent number WO 03/103718

EP CIP Proprotein Convertase

Filed 10 November 2004 (extension of PCT/IB03/03097)

Priority date 13 October 2000

Serial number 03740980.2

Status: Pending

Published 9 March 2005, patent number EP 1511763

AU CIP Proprotein Convertase

Filed 6 June 2003 (extension of PCT/IB03/03097)

Priority date 13 October 2000

Serial number 2003 274822

Status: Pending

JP CIP Proprotein Convertase

Filed 6 December 2004 (extension of PCT/IB03/03097)

Priority date 13 October 2000

Serial number 2004-510837

Status: Pending

CA CIP Proprotein Convertase

Filed 6 June 2003 (extension of PCT/IB03/03097)

Priority date 13 October 2000

Serial number 2,488,716

Status: Pending