

04-21-1999

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101015953

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Page 1 of 3

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New 4-19-99
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
01-01-1999
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

04/20/1999 DNGUYEN 00000343 012707 1772189

FOR OFFICE USE ONLY

01 FC: 81 40.00 CH
02 FC: 82 400.00 CH

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 001885 FRAME: 0506

REEL: 1885 FRAME: 0506

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75/186,534"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,772,189"/>	<input type="text" value="2,063,937"/>	<input type="text" value="1,772,190"/>
<input type="text" value="75/431,857"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,772,132"/>	<input type="text" value="1,912,170"/>	<input type="text" value="1,772,133"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,210,331"/>	<input type="text" value="2,205,189"/>	<input type="text" value="1,791,265"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

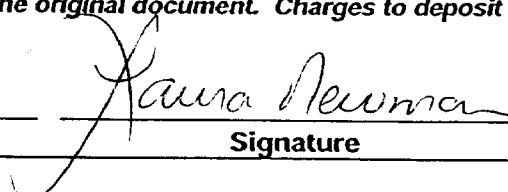
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Laura A. Newman
Name of Person Signing



Signature

4/16/99
Date Signed

Recordation Form Cover Sheet
Trademarks Only
Form PTO-1618A

Conveying Party: Athena Neurosciences, Inc.
Receiving Party: Elan Pharmaceuticals, Inc.

Additional Registration Numbers:

1,819,386
1,870,165
1,794,967
1,838,316
2,212,729
1,906,277

Assignment of Trademarks And Registrations/Applications Therefor

WHEREAS, Athena Neurosciences, Inc. (hereinafter "Athena") is a Delaware corporation, having its principal offices at 800 Gateway Blvd., South San Francisco, California 94080;

WHEREAS, Elan Pharmaceuticals, Inc., (hereinafter "Elan") is a Delaware corporation, having its principal offices at 800 Gateway Blvd., South San Francisco, California 94080;

WHEREAS, Athena has adopted, used, is presently using directly or through its wholly-owned subsidiaries, and/or has intended to use, and is the owner of the trademarks and service marks and the applications and registrations therefor (hereinafter "Athena's Trademarks") identified in Exhibit A in connection with its pharmaceutical business;

WHEREAS, Elan is a wholly-owned subsidiary of Athena and pursuant to a Stock And Asset Contribution Agreement effective midnight December 31, 1998, certain assets of Athena, including Athena's Trademarks, were transferred to Elan. Pursuant to the terms of that agreement Elan will be and is the successor of Athena's ongoing and existing pharmaceutical business;

WHEREAS Elan is desirous of perfecting its acquisition of Athena's Trademarks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Athena hereby assigns to Elan all right, title and interest in Athena's Trademarks, together with the good will of the business symbolized by said trademarks and service marks and associated therewith.

This assignment is effective nunc pro tunc January 1, 1999.

Athena Neurosciences, Inc.

March 31, 1999
South San Francisco,
California

By:

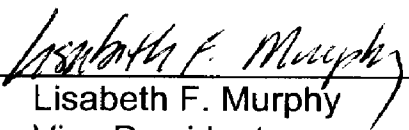

Lisabeth F. Murphy
Vice President

EXHIBIT A

<u>Mark</u>	<u>Serial Number/Application Number</u>
A (Stylized)	1,772,189
A athena (Stylized)	1,772,132
A athena (Stylized)	2,210,331
Antegren	2,063,937
Atamet (Stylized)	1,912,170
Atapryl	2,205,189
Atarin (Stylized)	1,772,190
athena (Stylized)	1,772,133
Atretol (Stylized)	1,791,265
Diastat	1,819,386
A and Head Logo	1,870,165
Neurology Awareness	1,794,967
Scriptfax	1,838,316
Smarxt (Stylized)	2,212,729
Zanaflex (Stylized)	1,906,277
Zanaflex (Stylized)	75/186,534
Zelapar	75/431,857