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Form PTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 6/30/2005)		RECORDATION FORM COVER SHEET		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office	
TRADEMARKS ONLY					
Tab settings: [Icons]					
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.					
1. Name of conveying party(ies): <u>Biotech Industry S.A.</u> <u>21 rue Bernard Haal</u> <u>L-1711 Luxembourg</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			2. Name and address of receiving party(ies) Name: <u>Aventis Pharmaceuticals Holdings</u> Inc. Internal _____ Address: _____ Street Address: <u>3711 Kennett Pike/Suite</u> 200 City: <u>Greenville</u> State: <u>DE</u> Zip: <u>19801</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small>		
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>May 15, 2002</u>					
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>76/367,544 Filed 02/06/2002</u> B. Trademark Registration No.(s) <u>N/A</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No					
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Margaret E. Bitler</u> Internal Address: _____ Street Address: <u>Route #202-206 North</u> <u>P.O. Box 6800/Mail Stop: BW-D-335</u> City: <u>Bridgewater</u> State: <u>NJ</u> Zip: <u>08807</u>			6. Total number of applications and registrations involved: <u>-1-</u> 7. Total fee (37 CFR 3.41) <u>\$10.00</u> <input type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>13-2764</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>		
DO NOT USE THIS SPACE					
9. 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. <u>Margaret E. Bitler</u> Name of Person Signing <u>Margaret E. Bitler</u> Signature <u>8-22-2003</u> Date					
Total number of pages including cover sheet, attachments, and document: <u>9</u> <small>Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments, Washington, D.C. 20531</small>					

05-12-2003

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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): BIOTECH INDUSTRY S.A. 21 rue Bernard Haal L-1711 Luxembourg. Includes checkboxes for Individual(s), General Partnership, Corporation-State, and Other.

2. Name and address of receiving party(ies): AVENTIS PHARMACEUTICALS HOLDINGS INC. Internal Address: 3711 Kennett Pike, Suite 200 Greenville DE 19801. Includes checkboxes for citizenship and partnership types.

3. Nature of conveyance: Assignment (checked), Merger, Security Agreement, Change of Name, Other. Execution Date: May 15, 2002.

4. Application number(s) or registration number(s): 76/367,544. A. Trademark Application No. Filed 02/06/2002. B. Trademark Registration No. Additional number(s) attached (checked) No.

5. Name and address of party to whom correspondence concerning document should be mailed: Margaret H. Bitler, Route #202-206 North, P.O. Box 6800 / Mail Stop: BW-D-335, Bridgewater NJ 08807.

6. Total number of applications and registrations involved: 1. 7. Total fee (37 CFR 3.41): \$ 40.00. Enclosed (unchecked), Authorized to be charged to deposit account (checked). 8. Deposit account number: 13-2764.

DO NOT USE THIS SPACE

9. Signature: Margaret H. Bitler (Name of Person Signing), [Signature] (Signature), 2-21-2003 (Date).

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

Mail Documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

05/12/2003 GTDH11 00000011 132764 76367544 0 FC:0521 40.00 CH

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS ("ASSIGNMENT") is made effective as of May 15th, 2002 by BIOTECH INDUSTRY S.A., a Luxembourg corporation with offices at 21 rue Bernard Haal, L-1711 Luxembourg ("ASSIGNOR").


WHEREAS, ASSIGNOR and Dermik Laboratories, a division of Aventis Pharmaceuticals Inc., a Delaware corporation ("DERMIK"), are parties to that certain Asset Purchase Agreement of even date herewith ("ASSET PURCHASE AGREEMENT") pursuant to which ASSIGNOR is required to assign the trademarks, trademark applications and trademark registrations specified in Schedule A hereto (the "TRADEMARKS") to AVENTIS PHARMACEUTICALS HOLDINGS INC., a Delaware corporation and an affiliate of DERMIK with offices at 3711 Kennett Pike, Suite 200, Greenville, Delaware 19801, USA ("ASSIGNEE").

NOW, THEREFORE, for and in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, ASSIGNOR hereby sells, assigns, transfers, conveys and delivers to ASSIGNEE all right, title and interest in and to the TRADEMARKS and all goodwill related thereto free and clear of all liens, claims, charges or encumbrances. This ASSIGNMENT (i) is executed by and shall be binding upon ASSIGNOR and its successors and assigns, (ii) shall inure to the benefit of ASSIGNEE and its successors and assigns, (iii) shall be governed by and construed in accordance with the laws of the Commonwealth of Pennsylvania, USA without regard to conflict of laws principles thereof, and (iv) shall be subject to the provisions of the ASSET PURCHASE AGREEMENT. ASSIGNOR hereby agrees to execute and deliver such further documents and instruments and take such additional actions as ASSIGNEE may reasonably request in order to more fully effect the provisions of this ASSIGNMENT.

IN WITNESS WHEREOF, ASSIGNOR through its authorized officer has duly executed this ASSIGNMENT as of the date first written above.


BIOTECH INDUSTRY S.A.

By:



Elisabeth Laugier-Laglenne
Administrateur Delegue

Witness:



Name:

Jacques MATTEI

ASSIGNMENT OF TRADEMARKS

SCHEDULE A

LIST OF MARKS

All TRADEMARKS are owned by ASSIGNOR.

<u>Country</u>	<u>Mark</u>	<u>Registration/Application Number</u>	<u>Date Filed/Issued</u>	<u>Status</u>
European Union	NEWFILL	Requested: 1618719 Obtained: 001618719	April 7, 2000 October 11, 2001	Registered
Brazil	NEWFILL	Requested: 822628007 Obtained: _____	April 12, 2000	Published
France	NEWFILL	Requested: 99817238 Obtained: 99817238	October 13, 1999 May 10, 2000	Registered [1]
Japan	NEWFILL	Requested: 039412 Obtained: 4492711	April 13, 2000 July 19, 2001	Registered [2]
Mexico	New-Fill	Requested: 421056 Obtained: _____	April 13, 2000	Relinquished
Mexico	New-Fill	Requested: 379213 Obtained: 616982	June 16, 1999 June 30, 1999	Registered
South Korea	NEWFILL	Requested: 2000-16745 Obtained: 495694	April 7, 2000 June 16, 2001	Registered [3]
Switzerland	NEWFILL	Requested: 04205/2000 Obtained: 480619	April 7, 2000 January 24, 2001	Registered [4]
	NEWFILL	Requested: 107601 Obtained: 482388	February 5, 2001 _____	Registered
	NEWFILL	Requested: 420500 Obtained: _____	April 7, 2000	Pending
U.S.A.	NEWFILL	Requested: _____ Obtained: _____	May __, 2002	Pending
	NEWFILL	Requested: 76/367 544 Obtained: _____	February 6, 2002	Pending

Any other trademarks (registered and unregistered) associated with the PRODUCTS and the associated goodwill in the TERRITORY.

NOTES:

[1]: Renewal on October 12, 2009
[3]: Renewal on June 16, 2011[2]: Renewal on July 19, 2011
[4]: Renewal on April 4, 2010

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NOTARIAL TRUE COPY

UNITED STATES OF AMERICA)
STATE OF NEW JERSEY) ss.
COUNTY OF SOMERSET)

TO ALL TO WHOM THESE PRESENTS SHALL COME,

I Do Hereby Certify under the Oath of my Office and Seal that the annexed document(s) are TRUE COPIES of the original document(s) which I have compared.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal under the Oath of my Office

At Bridgewater, New Jersey, United States of America

this 4th day of MARCH 2003.

SEAL


Notary Public

Susan Chwat-Myers
Notary Public of New Jersey
My Commission Expires June 5, 2008
I.D. # 2011418

Notary Signature

Print or Type Name
of Notary, Expiration
Date, if any, Title or
Jurisdiction Area

TRADEMARK