

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
BW USA, Inc.

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: 06/30/2003

2. Name and address of receiving party(ies)

Name: Teva Pharmaceutical Industries Limited

Internal Address: _____
Address: _____

Street Address: 5 Basel Street

City: Petach Tikva State: _____ Zip: Israel 49131

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other an Israeli corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 587,330

Additional number(s) attached Yes No

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

Name: Allison Villafane

Internal Address: Willkie Farr & Gallagher LLP

Street Address: 787 Seventh Avenue

City: New York State: NY Zip: 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

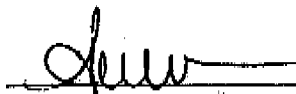
23-2405

DO NOT USE THIS SPACE

9. Signature.

Allison Villafane

Name of Person Signing



Signature

September 29, 2003

Date

Total number of pages including cover sheet, attachments, and document: 7

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

CH \$40.00 232405 0587330

TRADEMARK ASSIGNMENT

This Trademark Assignment (this "Assignment"), dated as of June 30, 2003 (the "Effective Date"), is from BW USA, Inc., a Delaware corporation with offices at 5 Moore Drive, Research Triangle Park, N.C. 27709 U.S.A. ("Assignor"), to TEVA PHARMACEUTICAL INDUSTRIES LTD., a corporation incorporated under the laws of Israel with offices at 5 Basel St., Petach Tikva, 49131 Israel ("Assignee").

WITNESSETH:

WHEREAS, pursuant to that certain Asset Purchase Agreement (the "Asset Purchase Agreement") dated April 28, 2003, among the Assignee and SMITHKLINE BEECHAM CORPORATION (d/b/a GlaxoSmithKline), a corporation organized under the laws of the Commonwealth of Pennsylvania and having a registered office at One Franklin Plaza, Philadelphia, PA 19102, USA, and GLAXO GROUP LIMITED, a private limited company incorporated in England and Wales, having its registered office at Glaxo Wellcome House, Berkeley Avenue, Greenford, Middlesex, England UB6 0NN, both of which are affiliates of the Assignor (together, the "GSK Affiliates"), the GSK Affiliates agreed on behalf of Assignor to sell, assign, transfer and deliver to Assignee, and Assignee agreed to purchase and accept all of Assignor's right, title and interest in the Trademarks in the Territory.

WHEREAS, Assignor is the record owner in the United States and the Commonwealth of Puerto Rico (the "Assigned Territory") of the trademark and the related United States registration listed in Exhibit A (the "Mark");

WHEREAS, Assignor hereby acknowledges receipt from the GSK Affiliates of consideration sufficient for the assignment of rights herein; and

WHEREAS, Assignor and Assignee desire to confirm the assignment of the Mark to Assignee in the Assigned Territory.

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual representations, warranties, covenants and agreements set forth herein and in the Asset Purchase Agreement, Assignor hereby agrees as follows:

1. Subject to, and in accordance with, the provisions of the Asset Purchase Agreement, effective as of the 1st day of July, 2003, Assignor hereby assigns, transfers and conveys to Assignee all right, title and interest in and to the Mark in the Assigned Territory, together with (a) the goodwill of the business symbolized by the Mark in the Assigned Territory, (b) any and all common law rights, title and interest associated with the Mark in the Assigned Territory, and (c) all causes of action, claims and demands and other rights for, or arising from, any infringement, including past infringements, of the Mark in the Assigned Territory.

2. Assignor further agrees, without further consideration, to cause to be performed such other lawful acts and to be executed such confirmatory assignments and other legal documents as Assignee, or its counsel, may from time to time reasonably request to effect fully this Assignment and to permit Assignee to be duly recorded as the legal and registered owner of the Mark in the Assigned Territory and all of the rights hereby conveyed.

3. All capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Asset Purchase Agreement, which agreement is hereby incorporated herein by reference.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed as of the Effective Date.

ASSIGNOR:

BW USA, INC

By:  _____

Printed Name: Joseph M. Spagnareli

Title: Assistant Secretary

Exhibit A

Trademark	Registration No.	Registration Date	Goods
PURINETHOL	587,330	03/23/1934	Antimetabolic drug (Int. Class 5)

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TO THE ASSISTANT COMMISSIONER FOR TRADEMARKS:**

Mark: PURINETHOL

Registration No: 587,330

Registrant: Teva Pharmaceutical Industries Ltd.
a corporation incorporated under the laws of Israel

Address: 5 Basel Street, Petach Tikva, 49131 Israel

DESIGNATION OF DOMESTIC REPRESENTATIVES

Teva Pharmaceutical Industries Ltd. (hereinafter "Registrant") is the owner of the above-captioned registration by assignment from BW USA, Inc. A copy of the assignment is attached hereto.

Registrant hereby appoints WILLIAM M. RIED, KIM A. WALKER, CLAUDIA CANTARELLA, PHILIP A. GILMAN, MICHAEL K. CANTWELL, NANCY SABARRA, NATASHA SNITKOVSKY, and ALLISON VILLAFANE of WILLKIE FARR & GALLAGHER, 787 Seventh Avenue, New York, N.Y. 10019-6099, as its domestic representatives on whom may be served notices or process in proceedings affecting the subject mark.

TEVA PHARMACEUTICAL INDUSTRIES LTD.

Dated: 3/7/03 (Int'l format)
July 3, 2003

By: 

Name: Uzi Karniel

Title: General Counsel & Company Secretary

Dated: 3/7/03 (Int'l format)
July 3, 2003

By: 

Name: Dov Bergwerk

Title: Assistant General Counsel