

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):

Eli Lilly and Company

- 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 to correct Assignee on Reel 2620/Frame 0495
- Merger
- Change of Name

Execution Date: 01/22/2003

2. Name and address of receiving party(ies)

Name: Galen (Chemicals) Limited

Internal

Address: _____

Street Address: Belgard Road, Tallaght

City: Dublin State: Ireland Zip: 24

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

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) 75/547,314

B. Trademark Registration No.(s) _____

Additional number(s) attached Yes No

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

Name: Mary A. Donovan

Internal Address: Donovan & Yee LLP

Street Address: 110 Greene Street - Suite 700

City: New York State: NY Zip: 10012

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:

50-0357

DO NOT USE THIS SPACE

9. Signature.

Mary A. Donovan

Name of Person Signing

Signature

November 7, 2003

Date

Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARKS AND TRADE DRESS ASSIGNMENT

WHEREAS, Eli Lilly and Company, a corporation organized and existing under the laws of the State of Indiana with offices located at Lilly Corporate Center, Indianapolis, Indiana, 46285, (hereinafter "Assignor") and Galen (Chemicals) Limited, a company organized and existing under the laws of the Republic of Ireland with offices located at 4 Adelaide Street, Dun Laoghaire, Co. Dublin, Ireland (hereinafter "Assignee") are parties to that certain Assignment, Transfer and Assumption Agreement, dated as of December 7, 2002, as amended by Amendment No. 1, dated January 22, 2003 (the "Assignment Agreement");

WHEREAS, Assignor is the owner of the trademarks listed in Exhibit A attached hereto and incorporated herein by reference (the "Assigned Trademarks");

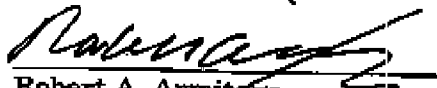
WHEREAS, Assignor is the owner of the Assigned Trade Dress as defined in Section 1.8 of the Assignment Agreement (the "Assigned Trade Dress");

WHEREAS, Assignee is desirous of acquiring said Assigned Trademarks and the Assigned Trade Dress and the registration and applications thereof;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all right, title and interest in the Assigned Trademarks and Assigned Trade Dress, together with the goodwill of the business symbolized by the Assigned Trademarks and the Assigned Trade Dress, and the identified registration and applications thereof, and all rights of enforcement and the right to damages for past infringement, unfair competition or other conflicts relating to the Assigned Trademarks and Assigned Trade Dress. Assignor and Assignee acknowledge that Assignee is the successor to the portion of Assignor's business to which the Assigned Trademarks and the Assigned Trade Dress pertain, and that such business is ongoing and existing.

[Signature Page Follows]

ELI LILLY AND COMPANY



BWA

Robert A. Armitage
Senior Vice President and General
Counsel

Date: 1/22/03

TRADEMARK

REEL: 002744 FRAME: 0141

Exhibit A

Trademarks

Country	Trade Mark	Registration Number Or Application Number	Status
United States	SARAFEM	2,470,102	Registered
United States	SARAFEMZ	75/752863	Allowed
United States	SARAFEMS	75/752862	Allowed

DESIGNATION OF DOMESTIC REPRESENTATIVE

Applicant hereby designates the law firm of Donovan & Yee, LLP having a place of business at The Soho Building, Suite 700, 110 Greene Street, New York, New York 10012 as its domestic representative upon whom all notices or process in proceedings affecting the above-referenced registration may be served.

SUBSTITUTE POWER OF ATTORNEY

The undersigned hereby appoints Mary A. Donovan, Marya Lenn Yee, Delinda I. Birman, Francine Miller and Andrea L. Calvaruso, all members of the Bar of the State of New York, its attorneys to prosecute applications and registrations with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the Certificates of Registration; correspondence address: DONOVAN & YEE LLP, 110 Greene Street, Suite 700, New York, New York 10012; telephone (212) 226-7700

Dated:

GALEN LIMITED

By:

Robert G. Whiteford
Name:
Title: Director

TOTAL P. 02