

10-01-2003



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Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
Tab settings ⇌ ⇌ ⇌ ▼

102563717

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

1. Name of conveying party(ies):
PANACOS PHARMACEUTICALS, INC. *9.29.03*

- Individual(s)
- General Partnership
- Corporation-State
- Other State of Delaware
- 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: 07/22/2003

2. Name and address of receiving party(ies)

Name: A. M. Pappas Life Science Ventures I, L.P., as Collateral Agent

Internal

Address: Ford S. Worthy

Street Address: 7030 Kit Creek Road

City: Research Triangle Park State: NC Zip: 27709

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

B. Trademark Registration No.(s) 76/507051

76/507052, 75/856496, 75/856497

Additional number(s) attached Yes No

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

Name: David B. Clement, Esq.

Internal Address:

Smith, Anderson, Blount,

Dorsett, Mitchell & Jernigan, L.L.P.

Street Address:

2500 Wachovia Capitol Center

City: Raleigh State: NC Zip: 27601

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

2003 SEP 29 PM 1:02
OFR/FINANCE

DO NOT USE THIS SPACE

9. Signature.

David B. Clement

Name of Person Signing

Signature

September 22, 2003

Date

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

10/01/2003 LINDELLER 00000260 76507051

Mail documents to be recorded with required cover sheet information to:
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01 FC:8521
02 FC:8522

40.00 OP
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TRADEMARK
REEL: 002836 FRAME: 0087

Attachment to Form PTO-1594Recordation Form Cover Sheet – Trademarks Only2. **Additional names and addresses of receiving parties:**

<u>Name/Address</u>	<u>Type</u>	<u>Domicile</u>
A. M. PAPPAS LIFE SCIENCE VENTURES I, L.P. c/o A.M. Pappas & Associates, LLC 7030 Kit Creek Road Research Triangle Park, NC 27709	limited partnership	Delaware
AMPERSAND 1999 LIMITED PARTNERSHIP c/o Ampersand Venture Management LLC 55 William Street, Suite 240 Wellesley, MA 02481-4003	limited partnership	Delaware
AMPERSAND 1999 COMPANION FUND LIMITED PARTNERSHIP c/o Ampersand Venture Management LLC 55 William Street, Suite 240 Wellesley, MA 02481-4003	limited partnership	Delaware
MARYLAND DEPARTMENT OF BUSINESS AND ECONOMIC DEVELOPMENT 217 East Redwood Street, 22 nd Floor Baltimore, MD 21302	state agency	Maryland
GRAHAM P. ALLAWAY 14205 White Water Way Darnestown, MD 20878	individual	Maryland
WILLIAM R. PRATHER 420 Winslow Road Edwards, CO 87632	individual	Colorado
RICHARD T. SCHUMACHER 65 Black Pond Lane Taunton, MA 02780	individual	Massachusetts
PHILIP C. SMITH 512 Booth Road Chapel Hill, NC 27516	individual	North Carolina
CANDICE J. SCHUMACHER 65 Black Pond Lane Taunton, MA 02780	individual	Massachusetts

INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT (the "Agreement"), dated as of July 22, 2003, is executed by Panacos Pharmaceuticals, Inc., a Delaware corporation (the "Borrower"), for the benefit of the purchasers set forth on Exhibit A to that certain Convertible Secured Note Purchase Agreement dated as of even date herewith (the "Purchase Agreement") (each, a "Lender", and sometimes collectively referred to herein as the "Lenders"), and A. M. Pappas Life Science Ventures I, L.P., as a representative of the Lenders (the "Collateral Agent").

RECITALS:

WHEREAS, the Lenders have agreed to lend to Borrower an aggregate principal amount of up to \$3,000,000.00 pursuant to the Purchase Agreement (the "Loan");

WHEREAS, the Loan is to be evidenced by Convertible Secured Promissory Notes (the "Notes"), executed by the Borrower and made payable to each respective Lender (the Notes, Purchase Agreement, this Agreement and that certain Security Agreement dated as of the date hereof between Borrower, the Lenders and the Collateral Agent (the "Security Agreement") are hereinafter collectively referred to as the "Loan Documents");

WHEREAS, the Lenders have conditioned their purchase of the Notes under the Purchase Agreement (the "Loan") upon, among other things, the Borrower granting the Lenders a security interest in its Copyrights, Trademarks and Patents and other collateral (the "Collateral") described in the Security Agreement (the "Security Agreement");

WHEREAS, Borrower has granted the Lenders a security interest in all of its right, title and interest, presently existing or later acquired, to all the Collateral.

NOW, THEREFORE, for good and otherwise valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows.

AGREEMENT

1. Secured Obligations. This Agreement is given to secure the due and punctual payment of the principal of, interest and, if applicable, the Liquidity Premium (as defined in the Notes) on the Notes and the due and punctual performance of all other obligations under the Loan Documents, together with any extensions and renewals of the foregoing obligations and reasonable attorneys' fees if collected by or through an attorney-at-law (collectively the "Secured Obligations"); provided, however, that "Secured Obligations" shall not include any obligations that Borrower may have to any respective Lender that arises in connection with such Lender's capacity as an equity holder of any of Borrower's capital stock. This Agreement shall terminate and be of no further force or effect upon the terms set forth in Section 3 below.

2. Security Interest. As security for the due and punctual payment and performance by Borrower of the Secured Obligations, Borrower hereby grants to the Lenders a security interest in all of its right, title and interest in its Intellectual Property (as defined below). As used herein, the term "Intellectual Property" shall include:

(a) All copyrights, trademarks, and patents of Borrower, including, without limitation, the copyrights, trademarks and patents listed on Schedule A attached hereto, all amendments, renewals,

extensions relating thereto, and all licenses or other rights to use the foregoing and all license fees and royalties from such use;

(b) Any claims for damages (past, present or future) for infringement of any of the rights above, with the right, but not the obligation, to sue and collect damages for use or infringement of the intellectual property rights above; and

(c) All proceeds and products of any of the foregoing, including any and all insurance, indemnity or warranty payments, license royalties, proceeds of infringement suits, the right to sue for past, present and future infringements rights throughout the world, and all re-issues, divisions continuations, renewals, extensions and continuations-in-part with respect to any of the foregoing.


3. Term of Agreement. Borrower acknowledges and agrees that the number and amount of the Secured Obligations may fluctuate from time to time hereafter. Borrower expressly agrees that this Agreement and the security interest in the Intellectual Property conveyed to the Lenders hereunder shall remain valid and in full force and effect, notwithstanding any such fluctuations and future payments. This Agreement shall terminate, and each Lender shall release its security interest in the Intellectual Property, upon the earlier to occur of (i) the payment in full by or on behalf of Borrower of all of the then outstanding Notes issued pursuant to the Purchase Agreement, and (ii) the conversion of all of the Notes pursuant to their terms.

This security interest is granted hereunder in conjunction with the security interest in the Collateral granted under the Security Agreement. The Lenders' rights and remedies in the Intellectual Property granted hereunder are in addition to those granted to the Lenders in the Purchase Agreement, the Security Agreement and other documents related thereto, and are in addition to those available at law or in equity. The Lenders' rights, powers and remedies herein are cumulative with every right, power or remedy provided in the Security Agreement. The Lenders' exercise of their rights, powers or remedies in this Agreement, the Purchase Agreement, the Security Agreement or any other documents related thereto does not preclude the simultaneous or later exercise of any or all other rights, powers or remedies.

[signature page follows]

IN WITNESS WHEREOF, the Borrower has executed this Intellectual Property Security Agreement as of the date first above written.

PANACOS PHARMACEUTICALS, INC.

By: 
Name: Graham R. Allaway
Title: Chief Executive Officer
Address: 209 Perry Parkway
Gaithersburg, MD 20877-2164
Telephone: 240-631-1395
Fax: 301-208-8755

SCHEDULE A

INTELLECTUAL PROPERTY

A. PATENTS AND PATENT APPLICATIONS

**Suksdorfin Analogs, Compositions Thereof, And Methods
for Making And Using Thereof**

1. U.S. Appl. No. 08/142,992
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Li Huang, Thomas Tung-Ying Lee,
Mark Cosentino, Jim Snider, and Mark Manak
Filed: October 29, 1993
SKG&F Ref.: 1900.0030000

Abandoned in favor of 1900.0030002. Jointly owned with UNC.

2. U.S. Appl. No. 08/235,852
(CIP of U.S. Appl. No. 08/142,992)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Li Huang, Thomas Tung-Ying Lee,
Mark Cosentino, Jim Snider, and Mark Manak
Filed: April 29, 1994
SKG&F Ref.: 1900.0030001

Abandoned in favor of 1900.0030003. Jointly owned with UNC.

3. U.S. Patent No. 5,637,589
(from Appl. No. 08/392,558; filed: February 21, 1995)
(CIP of U.S. Appl. No. 08/235,852)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Li Huang, Thomas Tung-Ying Lee,
Mark Cosentino, Jim Snider, Mark Manak, and Lan Xie
Issued: June 10, 1997
SKG&F Ref.: 1900.0030002

Patented. Maintenance fee due by December 10, 2004. Jointly owned with UNC.

4. U.S. Patent No. 5,726,204
(from Appl. No. 08/462,280; filed: June 5, 1995)
(Continuation of 08/392,558)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Li Huang, Thomas Tung-Ying Lee,
Mark Cosentino, Jim Snider, Mark Manak, and Lan Xie
Issued: March 10, 1998
SKG&F Ref.: 1900.0030003

Patented. Maintenance fee due by December 10, 2005. Jointly owned with UNC.

5. U.S. Patent No. 5,847,165
(from Appl. No. 08/604,305; filed: February 21, 1996)
(CIP of 08/392,558)
Inventors: Kuo-Hsiung Lee and Lan Xie
Issued: December 8, 1998
SKG&F Ref.: 1900.0030004

*Patented. * The patent lists only UNC as assignee. A petition was granted to delete Mark Cosentino and Mark Manak as inventors since the patented claims do not include their contributions. Maintenance fee due by June 8, 2006.*

6. U.S. Patent No. 6,319,929
(from Appl. No. 09/207,500; filed: December 8, 1998)
(CIP of 08/604,305)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Li Huang, Thomas Tung-Ying Lee,
Mark Cosentino, Jim Snider, Mark Manak, and Lan Xie
Issued: November 20, 2001
SKG&F Ref.: 1900.0030005

Patented. Maintenance fee due by May 20, 2005. Jointly owned with UNC.

7. International Patent Appl. No. PCT/US94/12630
(Corres. to U.S. Appl. No. 08/235,852)
Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada
Filed: November 1, 1994
SKG&F Ref.: 1900.003PC01

Inactive. Jointly owned with UNC.

8. International Patent Appl. No. PCT/US96/02441
(Corres. to U.S. Appl. No. 08/392,558)
Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada
Filed: February 21, 1996
SKG&F Ref.: 1900.003PC04

Inactive. National Phase entered in Europe and Canada. Jointly owned with UNC.

9. Canadian Patent Appl. No. 2,213,519
(National Phase of PCT/US96/02441)
Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada
Filed: February 21, 1996
SKG&F Ref.: 1900.003CA04

Pending. Annuity fee due by February 21, 2004. Jointly owned with UNC.

10. German Patent No. 0810861

(National Phase of EP 96 906599.4)

Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada

Issued: June 5, 2002

SKG&F Ref.: 1900.003DE04

Patented. Annuity fee due by February 28, 2004. Jointly owned with UNC.

11. European Patent No. 0810861

(from Appl. No. EP 96 906599.4; National Phase of PCT/US96/02441)

Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada

Issued: June 5, 2002

SKG&F Ref.: 1900.003EP04

*Patented. Jointly owned with UNC. Regional Phase entered in Germany Spain, France,
Great Britain, Italy and Portugal.*

12. Spanish Patent No. 0810861

(National Phase of EP 96 906599.4)

Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada

Issued: June 5, 2002

SKG&F Ref.: 1900.003ES04

Patented. Annuity fee due by February 21, 2004. Jointly owned with UNC.

13. French Patent No. 0810861

(National Phase of EP 96 906599.4)

Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada

Issued: June 5, 2002

SKG&F Ref.: 1900.003FR04

Patented. Annuity fee due by February 28, 2004. Jointly owned with UNC.

14. Great Britain Patent No. 0810861

(National Phase of EP 96 906599.4)

Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada

Issued: June 5, 2002

SKG&F Ref.: 1900.003GB04

Patented. Annuity fee due by February 21, 2004. Jointly owned with UNC.

15. Italian Patent No. 0810861
(National Phase of EP 96 906599.4)
Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada
Issued: June 5, 2002
SKG&F Ref.: 1900.003IT04

Patented. Annuity fee due by February 28, 2004. Jointly owned with UNC.

16. Portuguese Patent No. 0810861
(National Phase of EP 96 906599.4)
Inventors: Kuo-Hsiung Lee, Mark Cosentino, Mark Manak, Jim Snider, Huang Li,
Lee Thomas, and Yoshiki Kashiwada
Issued: June 5, 2002
SKG&F Ref.: 1900.003PT04

Patented. Annuity fee due by February 28, 2004. Jointly owned with UNC.

**Betulinic Acid and Dihydrobetulinic Acid
Derivatives and Use Therefor**

1. U.S. Patent No. 5,679,828
(from 08/463,071; filed: June 5, 1995)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, Mark Manak, Yoshiki
Kashiwada and Hashimoto Fumio
Issued: October 21, 1997
SKG&F Ref.: 1900.0040000

Patented. Maintenance fee due by April 21, 2005. Jointly owned with UNC.

2. International Patent Appl. No. PCT/US96/09485
(Corres. to U.S. Appl. No. 08/463,071)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, Mark Manak, Yoshiki
Kashiwada and Hashimoto Fumio
Filed: June 5, 1996
SKG&F Ref.: 1900.004PC00

Inactive. Entered National Phase in Canada and Europe. Jointly owned with UNC.

3. Canadian Patent Appl. No. 2,223,513
(National Phase of PCT/US96/09485)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, Mark Manak, Yoshiki
Kashiwada and Hashimoto Fumio
Filed: June 5, 1996
SKG&F Ref.: 1900.004CA00

*Pending. Annuity fee due by June 5, 2003. Petition for Examination for June 5, 2003
(instructions sent). Jointly owned with UNC.*

4. European Patent Appl. No. 96922408.8
(National Phase of PCT/US96/US09485)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, Mark Manak, Yoshiki
Kashiwada and Hashimoto Fumio
Filed: June 6, 1996
SKG&F Ref.: 1900.004EP00

Pending. Annuity fee due by June 30, 2003. Jointly owned with UNC. Reply to Office Action to be filed July 21, 2003.

Brominated Hexahydroxybiphenyl Derivatives

1. U.S. Patent No. 5,612,341
(from Appl. No. 08/477,939; filed: June 7, 1995)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Lan Xie, Louis Mark Cosentino,
Mark Manak, Jing-Xi Xie, Yung-Chi Cheng and Robert Kilkuskie
Issued: March 18, 1997
SKG&F Ref.: 1900.0050000

Patented. Maintenance fee due by September 18, 2004. Jointly owned with UNC.

2. International Patent Appl. No. PCT/US96/10080
(Corres. to CIP Appl. No. 08/477,939)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Lan Xie, Louis Mark Cosentino,
Mark Manak, Jing-Xi Xie, Yung-Chi Cheng and Robert Kilkuskie
Filed: June 7, 1996
SKG&F Ref.: 1900.005PC01

Inactive. Entered National Phase in Canada and Europe.

3. Canadian Patent Appl. No. 2,223,898
(National Phase of PCT/US96/10080)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Lan Xie, Louis Mark Cosentino,
Mark Manak, Jing-Xi Xie, Yung-Chi Cheng and Robert Kilkuskie
Filed: June 7, 1996
SKG&F Ref.: 1900.005CA01

Pending. Annuity fee due by June 7, 2003. Petition for Examination filed May 15, 2003. Jointly owned with UNC.

4. European Patent Appl. No. 96921528.4
(National Phase of PCT/US96/10080)
Inventors: Kuo-Hsiung Lee, Yoshiki Kashiwada, Lan Xie, Louis Mark Cosentino,
Mark Manak, Jing-Xi Xie, Yung-Chi Cheng and Robert Kilkuskie
Filed: June 7, 1996
SKG&F Ref.: 1900.005EP01

Pending. Annuity fee due by June 30, 2003. Jointly owned with UNC. Reply to Office Action to be filed by July 24, 2003.

**Acylated Betulin and Dihydrobetulin Derivatives, Preparation
Thereof and Use Thereof**

1. U.S. Provisional Appl. No. 60/076,449
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1998
SKG&F Ref.: 1900.0110000

Inactive. Jointly owned with UNC.

2. U.S. Patent No. 6,172,110
(from Appl. No. 09/260,078; filed: March 2, 1999)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Issued: January 9, 2001
SKG&F Ref.: 1900.0110001

Patented. Maintenance fee due by July 9, 2004. Jointly owned with UNC.

3. International Patent Appl. No. PCT/US99/04605
(Corres. to U.S. Appl. No. 60/076,449)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011PC01

Inactive. Jointly owned with UNC. Entered National Phase in Australia, Canada, Europe, Japan and New Zealand.

4. Australian Patent Appl. No. 28894/99
(National Phase of PCT/US99/04605)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011AU01

Pending. Annuity fee due by March 2, 2004. Jointly owned by UNC. Response to Office Action filed March 23, 2003. Australian Information Disclosure Statement completed on April 14, 2003. Waiting for acceptance or Office Action.

5. Canadian Patent Appl. No. 2,322,868
(National Phase of PCT/US99/04605)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011CA01

*Pending. Annuity fee due by March 2, 2004. Petition for Examination due March 2, 2004
Jointly owned by UNC.*

6. European Patent Appl. No. 99909758.7
(National Phase of PCT/US99/04605)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011EP01

Pending. Annuity fee due by March 31, 2004. Jointly owned by UNC. Waiting for first Office Action.

7. Japanese Patent Appl. No. 2000-534567
(National Phase of PCT/US99/04605)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011JP01

Pending. Jointly owned by UNC. Petition for Examination due March 2, 2006.

8. New Zealand Patent Appl. No. 506623
(National Phase of PCT/US99/04605)
Inventors: Louis Mark Cosentino, Kuo-Hsiung Lee, I-Chen Sun and Hui-Kang Wang
Filed: March 2, 1999
SKG&F Ref.: 1900.011NZ01

Pending. Annuity fee due by March 2, 2004. Jointly owned by UNC. Acceptance by Patent Office on October 9, 2002. Waiting for Letters Patent.

**Methods of Eliciting Broadly Neutralized Antibodies
Targeting HIV-1 gp41**

1. U.S. Provisional Appl. No. 60/115,404
Inventors: Carl Wild and Carol Weiss
Filed: January 8, 1999
SKG&F Ref.: 1900.0160000

Inactive. Jointly owned by U.S. Public Health Service

2. U.S. Appl. No. 09/480,336
(Claim benefit from provisional Appl. No. 60/115,404)
Inventors: Carl Wild and Carol Weiss
Filed: January 7, 2000
SKG&F Ref.: 1900.0160001

Pending. Jointly owned by U.S. Public Health Service. Office Action received March 11, 2003. Reply to be filed by June 11, 2003 with no extension of time.

3. Australian Appl. No. 26042/00
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016AU01

*Pending. Annuity fee due by January 10, 2005. Jointly owned by U.S. Public Health Service.
Waiting for first Office Action.*

4. Canadian Appl. No. 2,359,892
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016CA01

*Pending. Annuity fee due by January 10, 2004. Request for Examination due by June 10, 2005.
Jointly owned by U.S. Public Health Service.*

5. European Appl. No. 00904257.3
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016EP01

Pending. Annuity fee due by January 31, 2004. Jointly owned by U.S. Public Health Service

6. Japanese Appl. No. 2000-592324
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016JP01

Pending. Jointly owned by U.S. Public Health Service.

7. New Zealand Appl. No. 513424
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016NZ01

*Pending. Annuity fee due by January 10, 2004. Jointly owned by U.S. Public Health Service.
Office Action issued. Application to be placed into condition for acceptance by August 20, 2003.*

8. International Appl. No. PCT/US00/00456
(Corres. to U.S. Provisional Appl. No. 60/115,404)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016PC01

Pending. Jointly owned by U.S. Public Health Service.

9. South African Appl. No. 2001/6535
(National Phase of PCT/US00/00456)
Inventors: Carl Wild and Carol Weiss
Filed: January 10, 2000
SKG&F Ref.: 1900.016ZA01

Pending. Annuity fee due by January 10, 2004. Jointly owned by U.S. Public Health Service. Application accepted by Patent Office. Waiting for grant of Letters Patent.

A Method of Generating Immogens that Elicit Neutralizing Antibodies Against Fusion-Active Regions of HIV Envelope Protein

1. U.S. Provisional Appl. No. 60/189,981
Inventors: Carl Wild and Graham Allaway
Filed: March 17, 2000
SKG&F Ref.: 1900.0260000

Inactive.

2. U.S. Appl. No. 09/809,060
(Claim benefit from 60/189,981)
Inventors: Carl Wild and Graham Allaway
Filed: March 16, 2001
SKG&F Ref.; 1900.0260001

Pending..

3. Australian Appl. No. 2001-243639
(National Phase of PCT/US01/08108)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026AU02

Pending. Annuity fee and Petition for Examination due by March 15, 2006.

4. Canadian Appl. No. 2,403,718
(National Phase of PCT/US01/08108)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026CA02

Pending. Annuity fee due by March 15, 2004. Petition for Examination due by March 15, 2006.

5. European Appl. No. 01916641.2
(National Phase of PCT/US01/08108)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026EP02

Pending. Annuity fee due by March 31, 2004. Response to Office Action due by July 2, 2003.

6. New Zealand Appl. No. 521977
(National Phase of PCT/US01/08108)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026NZ02

Pending. Annuity fee due by March 15, 2005. Office action issued. Application to be placed in condition for acceptance by March 3, 2004.

7. International Appl. No. PCT/US01/08108
(Corres. to U.S. Provisional Appl. No. 60/189,981)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026PC02

Inactive. Entered National Phase in Australia, Canada, Europe, New Zealand and South Africa.

8. South African Appl. No. 2002/8266
(National Phase of PCT/US01/08108)
Inventors: Carl Wild and Graham Allaway
Filed: March 15, 2001
SKG&F Ref.: 1900.026ZA02

Pending. Annuity fee due by March 15, 2004.

Assay for Detection of Viral Fusion Inhibitors

1. U.S. Provisional Appl. No. 60/181,543
Inventors: Carl Wild and Graham Allaway
Filed: February 10, 2000
SKG&F Ref.: 1900.0300000

Inactive.

2. U.S. Provisional Appl. No. 60/235,901
Inventors: Carl Wild and Graham Allaway
Filed: September 28, 2000
SKG&F Ref.: 1900.0300001

Inactive.

3. U.S. Appl. No. 09/779,451
(*Claim benefit from 60/235,901*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.0300003

Pending. Allowed. Issue Fee paid on March 17, 2003.

4. Australian Appl. No. 2001-233340
(*National Phase of PCT/US01/04030*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030AU02

Pending. Annuity fee and Petition for Examination due by February 9, 2006.

5. Canadian Appl. No. 2,398,787

(*National Phase of PCT/US01/04030*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030CA02

Pending. Annuity fee due by February 9, 2004. Petition for Examination due by February 9, 2006.

6. European Appl. No. 01905466.7

(*National Phase of PCT/US01/04030*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030EP02

Pending. Annuity fee due by February 28, 2004. Waiting for first Office Action.

7. Japanese Appl. No. 2001-558736
(*National Phase of PCT/US01/04030*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030JP02

Pending. Petition for Examination due by February 9, 2008.

8. New Zealand Appl. No. 520754
(*National Phase of PCT/US01/04030*)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030NZ02

Pending. Annuity due by February 9, 2005.

9. International Appl. No. PCT/US01/04030
(Corres. to U.S. Provisional Appl. No. 60/235,901)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030PC02

Inactive. Entered National Phase in Australia, Canada, Europe, Japan, New Zealand and South Africa.

10. South African Appl. No. 2002/6396
(National Phase of PCT/US01/04030)
Inventors: Carl Wild and Graham Allaway
Filed: February 9, 2001
SKG&F Ref.: 1900.030ZA02

Pending. Annuity due by February 9, 2004.

**Substituted 3', 4' -Di-O-Camphanoyl-(+)-Cis-Khellactone
Analogues, Compositions Thereof, and Methods of Using Thereof**

1. U.S. Provisional Patent Appl. No. 60/275,043
Inventors: Kuo-Hsiung Lee, Lan Xie, Graham Allaway and Carl T. Wild
Filed: March 13, 2002
SKG&F Ref.: 1900.0360000

Inactive. Jointly owned with UNC.

2. U.S. Appl. No. 10/096,107
(from Appl. No. 60/275,043)
Inventors: Kuo-Hsiung Lee, Lan Xie, Graham Allaway and Carl T. Wild
Filed: March 13, 2002
SKG&F Ref.: 1900.0360001

Pending. Jointly owned with UNC. Reply to Office Action filed on April 8, 2003.

3. International Patent Appl. No. PCT/US02/07395
(Corres. to U.S. Appl. No. 60/275,043)
Inventors: Kuo-Hsiung Lee, Lan Xie, Graham Allaway and Carl T. Wild
Filed: March 13, 2002
SKG&F Ref.: 1900.036PC01

*Pending. Jointly owned with UNC. Demand for Chapter II Examination filed October 10, 2002.
National Phase Entry (30 months) due on September 13, 2002.*

Method for Detecting Viral Inactivating Agents

1. U.S. Provisional Application No. 60/418,341
Inventors: Graham Allaway, Carl Wild and Karl Salzwedel
Filed: October 16, 2002
SKG&F Ref.: 1900.0380000

Pending. Non-provisional and PCT filing deadline due October 16, 2003.

Monoacylated Betulin and Dihydrobetulin Derivatives, Preparation Thereof and Use

1. U.S. Provisional Appl. No. 60/413,451
Inventors: Graham Allaway, Carl Wild, K. H. Lee and Yoshiki Kashiwada
Filed: September 26, 2002
SKG&F Ref.: 1900.0400000

*Pending. Jointly owned by UNC and Niigata Univ. of Pharmacy and Applied Life Sciences.
Non-provisional and PCT filing deadline due September 26, 2003.*

Inhibition of HIV-1 Replication by Disruption of the Processing of the Viral Gag Capsid Protein

1. U.S. Provisional Appl. No. 60/443,180
Inventors: Feng Li, Carl Wild, Graham Allaway and Eric Freed
Filed: January 29, 2003
SKG&F Ref.: 1900.0430000

*Pending. Non-provisional and PCT filing deadline due January 29, 2004. Jointly owned by U.S.
Public Health Service.*

B. TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Country	Application Number
Panacos	United States	76/507052
Panacos Pharmaceuticals & Design	United States	76/507051
Panacos Pharmaceuticals & Design	United States	75/856497
Panacos	United States	75/856496
Panacos Pharmaceuticals & Design	Australia	836109
Panacos	Australia	836110
Panacos Pharmaceuticals & Design	Canada	1059968
Panacos	Canada	1059969
Panacos	ECTM	1695840
Panacos Pharmaceuticals & Design	ECTM	1695915
Panacos Pharmaceuticals & Design	Japan	4548162
Panacos	Japan	4548161

EXHIBIT A

SCHEDULE OF PURCHASERS

Original First Tranche Closing – July 22, 2003

<u>Purchasers</u>	<u>Principal Amount of Note</u>	<u>Payment by Check/Wire Transfer</u>
A. M. PAPPAS LIFE SCIENCE VENTURES I, L.P.	██████████	
AMPERSAND 1999 LIMITED PARTNERSHIP	██████████	
AMPERSAND 1999 COMPANION FUND LIMITED PARTNERSHIP	██████████	
MARYLAND DEPARTMENT OF BUSINESS AND ECONOMIC DEVELOPMENT	██████████	
GRAHAM P. ALLAWAY	██████████	
WILLIAM R. PRATHER	██████████	
RICHARD T. SCHUMACHER	██████████	
PHILIP C. SMITH	██████████	
CANDICE J. SCHUMACHER	██████████	
TOTAL	██████████	