

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HMR PHARMA INC.		12/28/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	AVENTIS HOLDINGS, INC.
Street Address:	3711 Kennett Pike
Internal Address:	Suite 200
City:	Greenville
State/Country:	DELAWARE
Postal Code:	19807
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Serial Number:	78110745	OS-CAL CHOCOLATES
Serial Number:	78110747	OS-CAL CHOCOLETS

CORRESPONDENCE DATA	
Fax Number:	(908)231-2626 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>
Phone:	908-231-3180
Email:	susan.chwatmyers@aventis.com
Correspondent Name:	Margaret H. Bitler
Address Line 1:	Route #202-206 North / Box 6800
Address Line 2:	(Mail Stop: BW-D-335)
Address Line 4:	Bridgewater, NEW JERSEY 08807-0800

ATTORNEY DOCKET NUMBER:	OS-CAL CHOCOLETS/ES
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NAME OF SUBMITTER:	Margaret H. Bitler
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Total Attachments: 4  
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CH \$65.00 78110745

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source=HMR PHARMA to AH#page3.tif  
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# AGREEMENT

Between

HMR PHARMA INC.  
3711 Kennett Pike, Suite 200  
Greenville DE 19807 (USA)

-The ASSIGNOR hereinafter  
referred as "**HMRPI**"

and

Aventis Holdings Inc.  
3711 Kennett Pike, Suite 200  
Greenville DE 19807 (USA)

-THE ASSIGNEE hereinafter  
referred as "**AHI**"

By a deed dated 28 December, 2001 (herinafter THE ASSIGNMENT) **HMRPI** transferred to **AHI** the ownership of the trademarks applications and registrations listed in the schedule hereto (herinafter THE TRADEMARKS)

The Parties hereto wish to hereby confirm the assignment of THE TRADEMARKS for the purpose of its recordal on the corresponding Trademark Registers.

Now, therefore, it is agreed as follows between the parties :

# AGREEMENT

The parties agree as follows :

1. **HMRPI** hereby confirms the assignment to **AHI** with effect of 28 December 2001 the full and **entire ownership** of THE TRADEMARKS including the right to prosecute any acts of infringement of THE TRADEMARKS and **including the goodwill** associated with THE TRADEMARKS.
2. The price for the assignment of THE TRADEMARKS has been paid in full, as the parties hereby expressly confirm.
3. Recordal of the assignment and the cost related thereto will be the sole responsibility of **AHI**.
4. **AHI** (Assignee) hereby confirms and represents that it is duly engaged in the branch of activities for which the goods/services of THE TRADEMARKS are intended.
5. The present deed confirms, and neither replaces nor amends, THE ASSIGNMENT.

Full power is given to the bearer of an original hereof, or a copy certified to be a true copy by notary public, to proceed to its recordal on the relevant Trademarks Registers.

Signed on behalf of THE ASSIGNOR  
HMR PHARMA INC.  
"HMRPI"

Signed on behalf of THE ASSIGNEE  
Aventis Holdings Inc.  
"AHI"

At 3711 Kennet#Pike, Suite 200  
Greenville DE 19807 (USA)

At 3711 Kennet#Pike, Suite 200  
Greenville DE 19807 (USA)

On 28 December, 2001

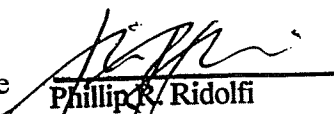
On 28 December, 2001


By (Name)

By (Name)

Title Trademarks Counsels

Title Trademarks Counsels

Signature   
Phillip R. Ridolfi  
President

Signature   
Phillip R. Ridolfi  
President

STATE OF DELAWARE            )  
  )  
COUNTY OF NEW CASTLE        )        SS.

I, Eileen M. Raffa, a notary public in the County of New Castle, State of Delaware, certify that on October 28, 2002, Phillip R. Ridolfi personally came before me and acknowledged under oath, to my satisfaction, that he signed the foregoing document as President of HMR Pharma Inc., and that the foregoing document was executed and made by the corporation as its voluntary act and deed and by virtue of authority from its Board of Directors.

*Eileen M. Raffa*

STATE OF DELAWARE            )  
  )  
COUNTY OF NEW CASTLE        )        SS.

I, Eileen M. Raffa, a notary public in the County of New Castle, State of Delaware, certify that on October 28, 2002, Phillip R. Ridolfi personally came before me and acknowledged under oath, to my satisfaction, that he signed the foregoing document as President of Aventis Holdings Inc., and that the foregoing document was executed and made by the corporation as its voluntary act and deed and by virtue of authority from its Board of Directors.

*Eileen M. Raffa*