

07-15-2004

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To the Honorable Com

102792056

use record the attached original documents or copy thereof.

1. Name of Conveying party(ies):

SINCLAIR PHARMACEUTICALS LIMITED

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 7, 2004

2. Name and address of receiving party(ies):

Name: HELSINN HEALTHCARE SA

Internal Address: _____

Street Address: Via Pian Scairolo 9
6912 Lugano

SWITZERLAND

Additional name(s) & address(es) attached? Yes No

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No(s).

76/361,696 filed January 23, 2002

B. Patent No(s).

Additional numbers attached? Yes No

OFFICE OF PUBLIC RECORDS
2004 JUL 12 AM 11:40
FINANCE SECTION

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

Name: BUCKNAM AND ARCHER

Internal Address: _____

Street Address: 1077 Northern Boulevard

City: Roslyn State: NY ZIP: 11576

6. Total number of applications and patents involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number: 03-2468

(Attach duplicate copy of this page if paying by deposit account)

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

Joseph J. Orlando

Name of Person Signing

Signature

July 8, 2004

Date

07/14/2004 STON11 00000101 032468 76361696

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APPOINTMENT OF DOMESTIC REPRESENTATIVE

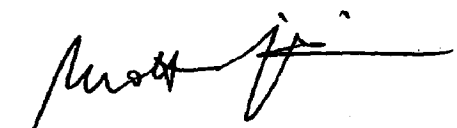
WHEREAS, **HELSINN HEALTHCARE SA**, a company organised and existing under the laws of Switzerland having its principal place of business at: Via Pian Scairolo 9, 6912 Lugano, Switzerland, owner of the following trademark(s):

<u>MARK</u>	<u>REGISTRATION APPLICATION NO(s).</u>	<u>ISSUE/FILING DATE</u>
GELCLAIR	2,744,398	JULY 29, 2003

Applicant hereby designates **BUCKNAM AND ARCHER** and **JOSEPH J. ORLANDO**, **ALLISON C. COLLARD**, and **STEWART J. BELLUS**, of 1077 Northern Boulevard, Roslyn, New York 11576, as its domestic representative, upon whom Notice of Proceedings or Process affecting the trademark(s) may be served.

HELSINN HEALTHCARE SA

By:



Name: Matteo Missaglia
Title: Director of the Legal Affairs Department
Date: June 30, 2004

ASSIGNMENT

WHEREAS, **SINCLAIR PHARMACEUTICALS LIMITED**, (the "ASSIGNOR"), a corporation organized and existing under the laws of the United Kingdom, and having a business address of Borough Road, Godalming-Surrey GU7 2AB, United Kingdom, owns and uses U.S. Trademark Registration Number 2,744,398 ("REGISTRATION") for the mark GELCLAIR ("MARK");

WHEREAS **HELSINN HEALTHCARE S.A.** (the "ASSIGNEE"), a company organized and existing under the laws of Switzerland, and having a business address of Via Pian Scairolo 9, 6912 Lugano, Switzerland, desires to acquire the MARK and the REGISTRATION therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, ASSIGNOR hereby assigns to ASSIGNEE all right, title and interest in and to the MARK and the REGISTRATION therefor, together with the goodwill of the business connected therewith and symbolized by the MARK. ASSIGNOR further assigns to ASSIGNEE the right to sue for past common law causes of action.

By: 
Name: Dr MICHAEL FLYNN

Title: Chief Executive Officer

Dated: 7th June 2004