

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
sanofi-aventis US LLC		11/07/2006	LIMITED LIABILITY COMPANY: FRANCE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	sanofi-aventis		
<b>Street Address:</b>	174, avenue de France		
<b>City:</b>	Paris		
<b>State/Country:</b>	FRANCE		
<b>Postal Code:</b>	75013		
<b>Entity Type:</b>	CORPORATION: FRANCE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0510261	WINTHROP	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)575-0671		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212 790-9200		
<b>Email:</b>	TRADEMARK@CLL.COM		
<b>Correspondent Name:</b>	Midge M. Hyman		
<b>Address Line 1:</b>	1133 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036-6799		
<b>ATTORNEY DOCKET NUMBER:</b>	24224.193/MMH/RMD		
<b>DOMESTIC REPRESENTATIVE</b>			
<b>Name:</b>	Midge M. Hyman		
<b>Address Line 1:</b>	1133 Avenue of the Americas		
<b>Address Line 4:</b>	New York, NEW YORK 10036-6799		

OP \$40.00 0510261

NAME OF SUBMITTER:	Midge M. Hyman
Signature:	/midge m.hyman/
Date:	12/20/2006
Total Attachments: 2 source=winthrop_1_0001#page1.tif source=winthrop_2_0001#page1.tif	

## TRADEMARK ASSIGNMENT DEED

BETWEEN THE UNDERSIGNED.

**SANOFI-AVENTIS US LLC**, company registered under the laws in force in the state of Delaware, whose head office is located at 300 Somerset Corporate Blvd, BRIDGWATER, USA.

Hereinafter referred to as "**the assignor**" on the one hand,

AND

**Sanofi-aventis** stock company registered under the laws in force in France, whose head office is located at 174 Avenue de France 75013 PARIS, FRANCE

Hereinafter referred to as "**the assignee**" on the other hand.

### WHEREAS:

1-The assignor declares being the sole owner of the trademark **WINTHROP** N°0510261 registered in USA since September 11, 1947 hereafter "The Trademark"

2-The assignor declares, moreover, that no license to use, no total or partial assignment has been granted to any natural person or legal entity on The Trademark and that The Trademark is free from all pledge or other rights and that he has, as a consequence, the full and entire faculty to freely dispose of the private rights, which are resulting from it.

The assignor declares also that no legal or administrative proceedings (for instance, cancellation, nullity or infringement action) are currently pending against The Trademark and that he is not aware of any request from third party seeking to initiate against The Trademark eventual cancellation action for non use.

### IT HAS THEREFORE BEEN AGREED THAT:

#### Article 1 :

1- The assignor does hereby assign, convey and sell, without exception or reserve, unto the assignee, which accepts, all right and title in holding and using The Trademark and any goodwill which it may own

2- The present deed gives the assignee the right to sue for infringement all infringement acts either prior or subsequent to said transfer.

3- The assignor guaranties the material being of The Trademark at the signature of this deed.

#### Article 2:

The present assignment is granted and accepted for total lump sum of 1 (one) Euro.

**Article 3:**

The present assignment shall be recorded with the Trademark Register of the USPTO by the assignee at its own cost

**Article 4 :**

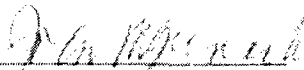
The present Agreement shall be governed by French Law


All disputes that may arise regarding the enforcement or the interpretation of the above assignment that may be not settled amicably shall fall within the competence of the French Courts

Drawn up in three originals (one for each party and one for USPTO)

At *Edgewater, New Jersey*  
On *November 17 2006*

At *Paris, France*  
On *November 17 2006*

  
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**SANOFI-AVENTIS US LLC**  
Name: *John M. Spinnato*  
Position: *Vice President*

  
\_\_\_\_\_  
**sanofi-aventis**  
Name: **Sophie BODET**  
Position: **Associate Vice President, Trademarks**