

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Discovery Partners International, Inc.		06/12/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Galapagos NV		
Street Address:	Generaal De Wittelaan L11 A3		
City:	Mechelen		
State/Country:	BELGIUM		
Postal Code:	B-2800		
Entity Type:	CORPORATION: BELGIUM		
Name:	Biofocus, Inc.		
Street Address:	Chesterford Research Park		
City:	Saffron Walden		
State/Country:	UNITED KINGDOM		
Postal Code:	CB10 1XL		
Entity Type:	CORPORATION: OHIO		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2244425	XENOMETRIX	
CORRESPONDENCE DATA			
Fax Number:	(619)744-5478		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	760-931-9700		
Email:	emm@procopio.com		
Correspondent Name:	Eleanor M. Musick		
Address Line 1:	530 B Street, Suite 2100		

CH \$40.00 2244425

Address Line 4: San Diego, CALIFORNIA 92101

ATTORNEY DOCKET NUMBER:

111870-000000

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Eleanor M. Musick

Signature:

/eleanor musick/

Date:

10/22/2009

Total Attachments: 5

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STOCK AND ASSET PURCHASE AGREEMENT

THIS STOCK AND ASSET PURCHASE AGREEMENT (the “*Agreement*”) is entered into as of June 12, 2006, and amended as of July 5, 2006, by and between GALAPAGOS NV, a Belgian corporation (*naamloze vennootschap*) (“*Galapagos*”), BIOFOCUS INC, a Ohio corporation (“*Biofocus*”) (Galapagos and Biofocus each a “*Purchaser*” and together the “*Purchasers*”), and DISCOVERY PARTNERS INTERNATIONAL, INC., a Delaware corporation (“*Seller*”). Certain capitalized terms used in this Agreement are defined in **Exhibit A**.

RECITALS

WHEREAS, Seller owns all of the outstanding capital stock or equity interests and voting rights of (i) Discovery Partners International AG, a Swiss corporation (“*DPI AG*”), (ii) ChemRx Advanced Technologies, Inc., a Delaware corporation (“*ChemRx*”), (iii) Xenometrix, Inc., a Delaware corporation (“*Xenometrix*”), and (iv) Discovery Partners International, L.L.C., a Delaware limited liability company (“*DPI LLC*”) (collectively the “*DPI Subsidiaries*”). DPI AG owns all of the outstanding capital stock and voting rights of Discovery Partners International GmbH, a German corporation (the “*DPI AG Subsidiary*” and together with the DPI Subsidiaries, the “*Subsidiaries*”).

WHEREAS, Seller owns certain assets and is a party to certain contracts related to the business of the Subsidiaries specified herein.

WHEREAS, Galapagos wishes to purchase the outstanding capital stock of DPI AG from Seller and Biofocus or an affiliate thereof wishes to purchase such assets and the outstanding capital stock or equity interests of ChemRx, Xenometrix and DPI LLC from Seller on the terms and conditions set forth in this Agreement, and have Seller assign to it or an affiliate controlled by Purchasers such contracts as well as certain liabilities of Seller related to the business of the Subsidiaries specified herein on the terms and conditions set forth in this Agreement.

WHEREAS, Seller and Purchasers wish to set forth in this Agreement the terms and conditions of the transactions described above.

AGREEMENT

Purchasers and Seller, intending to be legally bound, agree as follows:

1. SALE AND PURCHASE OF STOCK AND ASSETS AND ASSUMPTION OF LIABILITIES


1.1 Sale and Purchase of Stock and Assets. At the Closing, Seller shall sell to Purchasers or any affiliate thereof, and Purchasers shall purchase from Seller, (i) all of the outstanding capital stock or equity interests of DPI AG, ChemRx, Xenometrix and DPI LLC (the “*Purchased Stock*”) in accordance with this Agreement as set forth in **Exhibit A-1**; and (ii) those certain assets specifically identified on **Exhibit B-1** hereto (the “*Specified Assets*”), certain of which shall be made available to Purchasers or any applicable affiliate thereof following the Closing, as set forth in **Exhibit B-1**; and, if practicable and subject to Section 10.18 of this Agreement, Seller shall assign to Biofocus or an affiliate thereof all of Seller’s rights, title, and

interests as of the Closing Date under the agreements and other instruments identified on **Exhibit B-2** (the “*Specified Contracts*”, together with the Purchased Stock and Specified Assets, collectively the “*Transferred Assets*”) and Biofocus or an affiliate thereof will assume all of Seller’s duties, obligations and liabilities under the Specified Contracts.


REMAINING SECTIONS REDACTED

The parties hereto have caused this Agreement to be executed and delivered as of the date first set forth above:

EXALAPSCO NV
a Belgian corporation

By: 
Name: Onno Smilde
Title: Chief Executive Officer

BIOGEN IDEC
a Ohio corporation

By: 
Name: Onno Smilde
Title: President and Chief Executive Officer

DISCOVERYS PARTNERS INTERNATIONAL, INC.
a Delaware corporation

By: _____
Name: _____
Title: _____

[Signature Page of EXALAPSCO NV AND BIOGEN IDEC AGREEMENT]

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The parties hereto have caused this Agreement to be executed and delivered as of the date first set forth above.

GALAPAGOS NV
a Belgian corporation

By: _____
Name: Onno van de Stolpe
Title: Chief Executive Officer

BIOFOCUS INC
a Ohio corporation

By: _____
Name: _____
Title: _____

DISCOVERY PARTNERS INTERNATIONAL, INC.
a Delaware corporation

By: Michael Venuti
Name: MICHAEL C. VENUTI
Title: acting CEO

**EXHIBIT B-1B
DISCOVERY PARTNERS INTERNATIONAL, INC.
INTELLECTUAL PROPERTY ASSETS - TRADEMARKS**

TRADEMARKS & SERVICE MARKS		SERIAL NO.		FILING DATE	
COUNTRY	INTERNATIONAL CLASS	MARK	*(REG. NO)*	(ISSUE DATE)	
US	1,9	CHEMCARD	76-319,866	10/1/01	
US	1,9,42	ARCS	76-485,261	1/24/03	
US	1,9,42	μARCS	76-485,262	1/24/03	
US	1, 40,42	CHEMRX	76-485,263 *(2,794,334)*	1/24/03 (12/16/03)	
US	9, 42	XENOMETRIX	75-409,255 *(2,244,425)*	12/22/97 (5/11/99)	
US	9, 40	SYNFINI	76-450,920	7-14-04	