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G. HOLLMANN RESTREPO
ABOGADOS LTDA.

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SUPERINTENDENCIA DE INDUSTRIA Y COMERCIO
DIVISION DE NUEVAS CREACIONES

E. S. D.

Superintendencia de Industria y Comercio
Radicacion : 04022770 00000001 Folios: 7
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Tramite : 011 PCT-PATENT 379 FASE NACI 329 COMPLET
Dependencia: 2020 DIVISION DE NUEVAS CREACIONES

Re: Expediente No. 04 022770

Solicitud de patente PCT fase nacional.

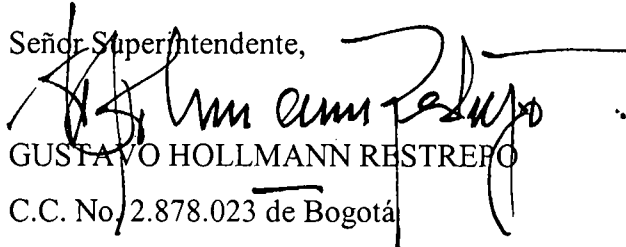
Solicitud internacional No. PCT/US02/29323

Solicitantes: AVENTIS PHARMACEUTICALS INC. y

AXYS PHARMACEUTICALS INC.

Yo, GUSTAVO HOLLMANN RESTREPO, vecino de Bogotá D.C., portador de la tarjeta profesional No. 5903, obrando como apoderado en este negocio, manifiesto a usted que acompaño al presente memorial, para que sea agregado al expediente de la referencia, el documento en el que consta la cesión del derecho a la patente de los inventores al solicitante, debidamente legalizado.

Señor Superintendente,


GUSTAVO HOLLMANN RESTREPO

C.C. No. 2.878.023 de Bogotá

T.P. No. 5903

mm.

APOSTILLE

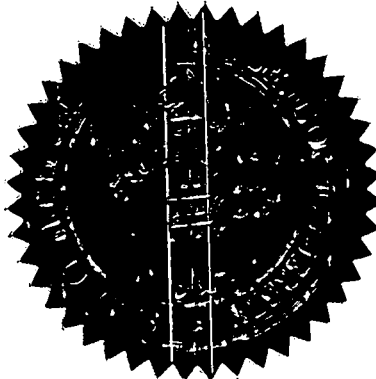
(CONVENTION DE LA HAYE DU 5 OCTOBRE 1961)

1. COUNTRY: UNITED STATES OF AMERICA
2. THIS PUBLIC DOCUMENT HAS BEEN SIGNED BY:
NANCY J INGRAM
3. ACTING IN THE CAPACITY OF:
NOTARY PUBLIC OF NEW JERSEY
4. BEARS THE SEAL/STAMP OF:
NANCY J INGRAM, NOTARY

CERTIFIED

5. AT TRENTON, NEW JERSEY
6. THE 19TH DAY OF MARCH 2004
7. BY: John E McCormac, CPA, NEW JERSEY TREASURER
8. NO. A193248
9. SEAL/STAMP:
10. SIGNATURE

John E McCormac



NOTARIAL TRUE COPY

UNITED STATES OF AMERICA)
STATE OF NEW JERSEY) ss.
COUNTY OF SOMERSET)

TO ALL TO WHOM THESE PRESENTS SHALL COME,

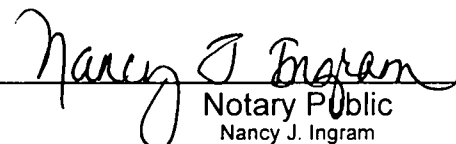
I Do Hereby Certify under the Oath of my Office and Seal that the annexed document(s) are TRUE COPIES of the original document(s) which I have compared.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Seal under the Oath of my Office

At Bridgewater, New Jersey, United States of America

this 26th day of February, 2004.

SEAL



Notary Public
Nancy J. Ingram
Notary Public, State of New Jersey
My Commission Expires August 2, 2004

Notary Signature

Print or Type Name
of Notary, Expiration
Date, if any, Title or
Jurisdiction Area

ASSIGNMENT AND AGREEMENT

For value received and intending to be legally bound, I/we, the undersigned joint inventor(s) (Assignor(s)), sell, assign and transfer to **Aventis Pharmaceuticals Inc.** (Assignee), 300 Somerset Corporate Boulevard, Bridgewater, New Jersey 08807-2854, United States of America, and its successors, assigns and legal representatives, the entire right, title and interest in and to my/our invention and any improvements thereon for all countries of the world, relating in and to the application for United States Letters Patent therefor, assigned Attorney Docket No. **USAV2001/0143 US PCT**, entitled

Novel Compounds and Compositions As Cathepsin Inhibitors

and for all patent applications which claim priority to or are derived from said priority applications

Provisional Application Filing Date: September 14, 2001
Provisional Application No.: 60/322,318; and

International Application Filing Date: September 16, 2002
International Application No.: PCT/ US02/29323

and all the rights and privileges, including any and all benefits under the International Convention for the Protection of Industrial Property, including the right to claim priority based on said United States application, and under any and all Letters Patent which may be granted therefor, and all right, title and interest in and to every patent application filed or to be filed on said invention in any other country or patent organization, including continuations, divisions, renewals, revivals, and any substitute applications of said United States application, and any and all patents which may issue thereon, and any reissues, pipelines and extensions, and governmental exclusivity rights of the same.

I/we authorize and request competent authorities to grant and issue any and all patents on said invention to said assignee or its successor, assigns and legal representatives, or to such nominees as said assignee may designate.

I/we agree that, when requested, I/we will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said invention in any and all countries and for vesting title thereto in said assignee, its successors, assigns, legal representatives or nominees.

I/we covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I/we have full right to convey the same as herein expressed.

Signed at Bridgewater, NJ on this 11th day of February, 2004.
(City, State and Nation)

Signature: David John Aldous
Inventor's Name: David John ALDOUS
Residential Address: 268 Gates Avenue
Gillette, New Jersey 07933

Signed at Bordentown, NJ, USA on this 11th day of February, 2004.
(City, State and Nation)

Signature: Sukathini Thuraiaratnam
Inventor's Name: Sukathini THURAIRATNAM
Residential Address: 6 Smoke Rise Lane
Bedminster, New Jersey 07921

Signed at _____ on this _____ day of _____, 2004.
(City, State and Nation)

Signature: _____
Inventor's Name: _____
Residential Address: _____

Signed at _____ on this _____ day of _____, 2004.
(City, State and Nation)

Signature: _____
Inventor's Name: _____
Residential Address: _____

Signed at _____ on this _____ day of _____, 2004.
(City, State and Nation)

Signature: _____
Inventor's Name: _____
Residential Address: _____

ASSIGNMENT OF PATENT APPLICATION

WHEREAS, Michael Graupe of 1131 Banyan Way, Pacifica, CA 94404 and James T. Palmer of 131 Koch Road, Corte Madera, CA 94925, hereinafter referred to as "Assignors," are the inventors of the invention described and set forth in the below-identified application for United States Letters Patent:

Title of Invention: NOVEL COMPOUNDS AND COMPOSITIONS AS
CATHEPSIN INHIBITORS

Date(s) of execution of Declaration: February 10, 2004

Provisional Application Filing Date: September 14, 2001
Provisional Application No.: 60/322,318; and

International Application Filing Date: September 16, 2002
International Application No.: PCT/US02/29323

WHEREAS, Axys Pharmaceuticals, Inc. of 180 Kimball Way, So. San Francisco, CA 94080, hereinafter referred to as "ASSIGNEE," is desirous of acquiring an interest in the invention and application and in any U.S. Letters Patent and Registrations which may be granted on the same;

For good and valuable consideration, receipt of which is hereby acknowledged by Assignors, Assignors have assigned, and by these presents do assign to Assignee all right, title and interest in and to the invention and application and to all foreign counterparts (including patent, utility model and industrial designs), and in and to any Letters Patent and Registrations which may hereafter be granted on the same in the United States and all countries throughout the world, and to claim the priority from the application as provided by the Paris Convention. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignors had this Assignment not been made, for the full term of any Letters Patent and Registrations which may be granted thereon, or of any division, renewal, continuation in whole or in part, substitution, conversion, reissue, prolongation or extension thereof.

Assignors further agree that they will, without charge to Assignee, but at Assignee's expense, (a) cooperate with Assignee in the prosecution of U.S. Patent applications and foreign counterparts on the invention and any improvements, (b) execute, verify, acknowledge and deliver all such further papers, including patent applications and instruments of transfer, and (c) perform such other acts as Assignee lawfully may request to obtain or maintain Letters Patent and Registrations for the invention and improvements in any and all countries, and to vest title thereto in Assignee, or Assignee's successors and assigns.

///

IN TESTIMONY WHEREOF, Assignor has signed his name on the date indicated.

Dated: 2/10/2004

Michael Graupe
Michael Graupe

SIGNATURE WITNESSED BY:

(1) Date: 2/10/2004

Stuor
Signature of Witness 1

(2) Date: 2/10/2004

Lin Jr
Signature of Witness 2

IN TESTIMONY WHEREOF, Assignor has signed his name on the date indicated.

Dated: Feb. 10 2004

James T. Palmer
James T. Palmer

SIGNATURE WITNESSED BY:

(1) Date: 2/10/2004

Stuor
Signature of Witness 1

(2) Date: 2/10/2004

Lin Jr
Signature of Witness 2