

SCHEDULE

MARK	APPLN/REGN NO.
ALLERDAYS	1987162
BASALONG	75/759325
BASARYL	75/759326
CARAFATE	1155249
CARAFATE & DESIGN (TABLET LOGO)	1572831
DEBROX	0717787
DIABETA	0978443
DIABETESWATCH	76/025860
DOCBEAM.COM	78/052514
DON'T TAKE CHANCES, TAKE OS-CAL.	2048348
DON'T TAKE CHANCES, TAKE OS-CAL. (LOGO)	2038754
EXCLAIM	78/097882
GAVISCON	0828755
GLY-OXIDE	0681380
GOAL AC1	78/103448
M MARION LABORATORIES (LOGO)	0760904
MANAGED CARE DIGEST SERIES	2153234
MARION	1364105
NASACARE	78/041018
NICODERM (LOGO)	2222726
NITRO-BID	0850470
NITRO-BID	1024492
OS-CAL	0781684
OS-CAL (LOGO)	2035580
OS-CAL 250+D (LOGO)	2038753
OS-CAL 500 (LOGO)	2037065
OS-CAL 500 CHEWABLE (LOGO)	2037070
OS-CAL 500+D (LOGO)	2037066
OS-CAL FORTE	0786313
OS-CAL ULTRA	75/779132
OS-CAL-GESIC	0792485
PATIENT HEALTH FIRST	76/265414
PATIENT HEALTH FIRST (LOGO)	2259801
PATIENT HEALTH FIRST (LOGO)	76/265415
PAVABID	0759940

SCHEDULE

MARK	APPLN/REGN NO.
PHARMBEAM.COM	78/052515
PUTS ALLERGY-FACE IN ITS PLACE	76/336459
RAWATCH	75/887957
Rheum's with a View	76/279613
TECZEM	2162288
UDIP	0847219
WORKS AROUND THE CLOCK IN JUST ONE SHOT	78/036820

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 Kennett Pike, Suite 200
Greenville DE 19807 (USA)

At 3711 Kennett 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

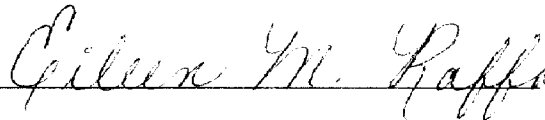
Signature


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.



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