

801-2

Verne, B. Michael

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From: [REDACTED]  
Sent: Tuesday, November 15, 2005 6:09 PM  
To: Verne, B. Michael  
Subject: Exclusive license

Mike,

Our client is acquiring an exclusive license to make, use develop and sell a compound based on certain patented technologies, except that seller retains the rights to use the patented technologies and compound for certain research purposes. Seller retains no rights to sell or commercially exploit the compound or related patented technologies. As these retained rights are very limited, that sounds sufficiently exclusive to constitute an asset acquisition under HSR rules to me. Do you agree?

If yes, thanks. If maybe or no, I'll give you a call.

Agree  
B. Michael  
11/15/05

[REDACTED]

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[REDACTED]

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