

802.9

[REDACTED]

[REDACTED]

[REDACTED]

September 20, 2000

Mr. Michael Verne
Premerger Notification Office
600 Pennsylvania Avenue, N.W.
Washington, D.C. 20580

Re: 16 C.F.R. § 802.9

Dear Mr. Verne:

in which [REDACTED] and I asked whether the collaboration efforts described in the attached sheet would render the "solely for the purpose of investment" exemption in 16 C.F.R. § 802.9 inapplicable. [REDACTED] Hancock of your office and that neither he nor you thought the described collaborative efforts were inconsistent with, or would render inapplicable, the exemption afforded by 16 C.F.R. § 802.9.

We thank you for your assistance in this matter.

Sincerely,

[REDACTED]

AGREE. T. HANCOCK CO.

By: [REDACTED]

TJL:lw

[REDACTED]

In May 1999, we signed an agreement for the establishment of a broad collaboration with _____ whereby the two companies will work together on five different five-year research projects to identify drug targets for products that can treat, prevent, or diagnose the effects of human disease. Two of the research projects will be conducted jointly by _____ and us, and the other three research projects will be conducted at _____. The first research

_____ will have the option to extend this exclusive right for up to five additional one-year periods so long as _____ pays us an annual fee for such right and satisfies certain diligence conditions. Upon the expiration or termination of this right, both we and _____ shall have the non-exclusive right to use, and allow others to use, such drug target for compound screening.

a royalty-free and worldwide basis.

_____ may terminate the joint research projects two years after the applicable commencement date, or three and one half years after the applicable commencement date if _____ gives six months prior notice of its termination. In some circumstances, _____ also may terminate either of the joint research projects after the expiration of 12 months after the applicable commencement date. _____ may terminate the research projects to be conducted at _____ at any time.

_____ agreed, in certain circumstances, to purchase up to \$10.0 million