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Johnson & Johnson to acquire Guidant

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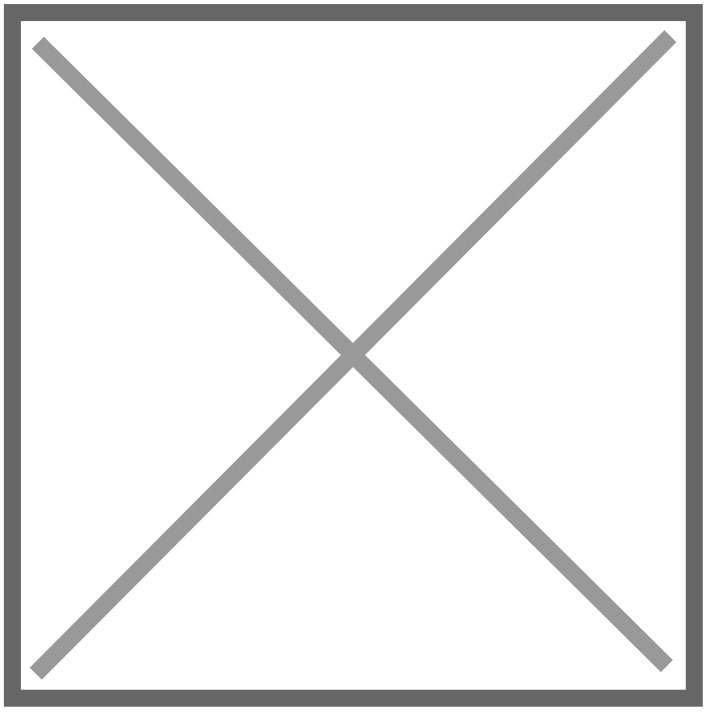

Under the terms of the agreement, each share of Guidant common stock will be exchanged for $30.40 in cash and $45.60 in Johnson & Johnson common stock, provided the average Johnson & Johnson common stock price is between $55.45 and $67.09 during the 15-day trading period ending three days prior to the transaction closing. Each Guidant share exchanged would be converted into Johnson & Johnson common stock of not more than .8224 and not less than .6797 shares, plus $30.40 in cash. The transaction has an estimated net acquisition cost of $23.9 billion, as of the close of business on December 15, 2004, based upon Guidant's approximately 334 million fully diluted shares outstanding, net of estimated cash on hand at the time of closing.

The boards of directors of Johnson & Johnson and Guidant have given their respective approvals to the transaction, which is subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act, the European Union merger control regulation, and other customary closing conditions. The agreement will require the approval of Guidant's shareholders.

Guidant and Cordis Corporation, a Johnson & Johnson company, will become part of a newly created cardiovascular device unit within Johnson & Johnson. The newly created franchise will be named Guidant while the Cordis name will be retained for select businesses within the franchise. This business unit will report to Nicholas J Valeriani, a member of the Johnson & Johnson Executive Committee.

"The combination of these businesses will enable us to bring innovative new therapies to patients and their physicians in this very important and fast growing therapeutic area," said William C Weldon, chairman and chief executive officer, Johnson & Johnson.

Tripos to acquire Optive Research

Tripos Inc., a molecular discovery software company, entered into a definitive agreement to acquire privately held Optive Research Inc. Under the terms of the agreement, Tripos will issue 599,521 shares of its common stock (a portion of which will be contractually restricted) and $4.75 million in cash to Optive's shareholders. The cash portion will be funded by a group of new investors through the issuance of $3.5 million of subordinated debt, 111,606 shares of common stock, and warrants to purchase 156,250 shares of common stock. The acquisition is subject to certain closing conditions and is expected to close in January 2005.

"We are actively seeking opportunities in all areas of our business to drive the next level of the company's growth," said Dr John P McAlister, president and chief executive officer, Tripos. "The acquisition of Optive adds important new products, key enabling technologies and world-renowned scientific expertise to our software business, allowing Tripos to offer an even broader array of innovative informatics solutions to its customers."

Alltracel acquiresWestone

Alltracel Pharmaceuticals PLC, a bio-pharmaceutical R&D company specializing in the medical device and food ingredient markets, announced to conditionally acquire the entire issued share capital of Westone Products Ltd. Westone is a London-based privately-owned product development company which has a number of patents in oral care and PTFE processes as well as access to manufacturing and packaging facilities in Shenzhen, China via a 50 percent joint venture. Westone revenues for the year ended September 30, 2004 was in excess of Euro10.5 million.

The acquisition is for an initial consideration of approximately Euro 5.8 million, of which approximately Euro 3.8 million will be in cash with the balance by the issue of Alltracel ordinary shares on completion. Commenting on the proposed acquisition, Alltracel CEO Tony Richardson said, "We believe that the combination of Alltracel and Westone will give a solid platform for expanding the m.doc brand and an enhanced capability to bring new products to market in the woundcare, oral care and cholesterol management markets."

Genzyme completes acquisition of ILEX Oncology

Genzyme Corp. has completed its acquisition of ILEX Oncology Inc., a cancer drug development company. The stock-for-stock transaction is valued at approximately $1 billion. While ILEX already has a product in the market, a second product is nearing approval and a third one is into Phase 2 development.

"Genzyme has conducted important research in oncology for several years," said Duke Collier, executive vice president, Genzyme. "It is a challenging disease, but one where biotechnology can make a significant difference to patients and their families. With our acquisition of the cancer diagnostics business of Impath Inc. earlier this year, and now with this exciting acquisition of the therapeutics products and development experience of ILEX, Genzyme is taking major steps to build its presence in oncology."

Nanogen and Epoch merge

Nanogen Inc., which develops advanced diagnostic products, has announced stockholders approval of Epoch Biosciences merger. Under the terms of the merger agreement, Epoch stockholders will receive 0.4673 shares of Nanogen common stock in exchange for each share of Epoch common stock they hold. At the completion of the merger, Nanogen will have approximately 50 million common shares outstanding. The value of the transaction was approximately $97 million.

Nanogen's diagnostics are used to predict, diagnose and treat diseases. Its products include NanoChip molecular biology workstation, NanoChip electronic microarrays and analyte specific reagents to develop tests to detect mutations associated with genetic diseases. A next generation instrument system, NanoChip 400, is expected to be available in 2005. On the other hand, Epoch Biosciences develops and sells proprietary products with commercial applications in the genomics and molecular diagnostics fields.

Bionomics to acquire Neurofit

Bionomics Ltd has agreed to acquire Neurofit. The acquisition is expected in early 2005. The acquisition is anticipated to enhance Bionomics' therapeutic development capabilities for CNS disorders. Neurofit's core business is preclinical testing of developmental therapeutics for CNS disorders using cellular and animal models. Its client base includes international pharmaceutical and biotechnology leaders Novartis, Serono, Boehringer-Ingelheim, Guilford Pharmaceuticals and Biogen. Neurofit has annual sales of approximately Euro 1 million and is expected to operate profitably within the Bionomics group.

In addition to the CRO business, the acquisition includes intellectual property rights to an animal model of Parkinson's Disease, developed by Institute Pasteur. The transaction is valued at Euro 1.25 million.

Sanofi-Aventis merger completed

Sanofi-Aventis announced that the extraordinary general meeting of its shareholders approved all resolutions relating to the proposed merger of Aventis with and into Sanofi-Aventis, including the exchange ratio of 27 Sanofi-Aventis shares for 23 Aventis shares. The merger came to effect on December 31, 2004.

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