

EXHIBIT 5

チユガイ薬業株式会社

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チユガイ薬業株式会社

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Statement of Intent
For EPO Technology Development

Chugai Pharmaceutical Co., Ltd. (hereinafter referred to as Chugai) has been interested in developing erythropoietin (EPO) for the treatment of anemia patients. Because of the inadequate amounts of EPO available in anemia patients, Chugai has requested and worked with Genetics Institute (hereinafter referred to as G.I.) to solve the availability problem of EPO by G.I.'s recombinant DNA technology.

G.I. entered into an agreement with Chugai to develop a recombinant EPO, and later cloned and expressed it in several cells. G.I. has been working to improve the expression level as well as to develop a downstream purification and cell culture process for the production of the recombinant EPO.

Whereas both Chugai and G.I. realize that the timing of the development for rEPO is critically important in light of the competition and the need for early market introduction, and have exchanged views and decided to cooperate with each other to seek ways to early commercial developments, including pre-clinical sample production by G.I. for Chugai and technology transfer of cell culture process technology relating to the scale-up of commercial production at Chugai;

In order for both parties to proceed further toward the commercial production of rEPO at Chugai, they set forth the following understanding and agreement before an official, legal agreement is prepared and signed.

CHUSA CONFIDENTIAL
SUBJECT TO PROTECTIVE ORDER
ITC INV. NO. 337-TA-281