

APPENDIX A

<u>Patent No.</u>	<u>Issue Date</u>
5,082,604	January 21, 1992
5,401,457	March 28, 1995
5,673,807	October 7, 1997
5,661,889	September 2, 1997
5,671,629	September 30, 1997
5,702,665	December 30, 1997

<u>Serial No.</u>	<u>Filing Date</u>
08/362,151	December 22, 1994
PCT/US96/20658	December 23, 1996
PCT/US97/02875	February 25, 1997
PCT/US96/07826	May 28, 1996
PCT/US96/10318	June 14, 1996
PCT/US97/01855	February 6, 1997
PCT/US97/03662	February 20, 1997
60/055,652	August 14, 1997
08/786,830	January 21, 1997
08/969,479	November 13, 1997
08/611,060	March 5, 1996
08/605,492	February 26, 1996
08/804,229	February 21, 1997
08/802,732	February 20, 1997
08/838,857	April 11, 1997
09/014,085	January 27, 1998
08/951,243	October 16, 1997
08/928,778	September 12, 1997
09/018,094	February 3, 1998

ASSIGNMENT

In consideration of One Dollar (\$1.00), and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the undersigned, EMERY I. VALYI, a citizen and resident of the U.S.A., hereby sell, assign and transfer to THE ELIZABETH AND SANDOR VALYI FOUNDATION, INC., a corporation of the state of New York, U.S.A., having an address at 620 Fifth Avenue, c/o Christy & Viener, New York, NY 10020, U.S.A., its successors, assigns and legal representatives, the entire right, title and interest for the United States and all foreign countries, in and to any and all improvements which are disclosed in the applications for United States Letters Patents, and United States Letters Patents set out in Appendix A hereof, and in and to and all divisional, continuing, substitute, renewal, reissue, and all other applications for Letters Patent which have been or shall be filed in the United States and all foreign countries on any of said improvements; and in and to all original and reissued patents which have been or shall be issued in the United States and all foreign countries on said improvements;

Agree that said Assignee may apply for and receive Letters Patent for said improvements in its own name; and that, when requested, without charge to but at the expense of said Assignee, its successors, assigns and legal representatives, to carry out in good faith the intent and purpose of this assignment, the undersigned will execute all divisional, continuing, substitute, renewal, reissue, and all other patent applications on any and

all said improvements; execute all rightful oaths, assignments, powers of attorney and other papers; communicate to said Assignee, its successors, assigns, and representatives, all facts known to the undersigned relating to said improvements and the history thereof; and generally do everything possible which said Assignee, its successors, assigns or representatives shall consider desirable for aiding in securing and maintaining proper patent protection for said improvements and for vesting title to said improvements and all applications for patents and all patents on said improvements, in said Assignee, its successors, assigns and legal representatives; and

Covenant with said Assignee, its successors, assigns and legal representatives that no assignment, grant or mortgage affecting the rights and property herein conveyed has been made to others by the undersigned, and that full right to convey the same as herein expressed is possessed by the undersigned.

WITNESS:

By

Date

Margaret Thurston
May 1, 1998

MARGARET THURSTON
Notary Public, State of New York
No. 4662453

My Commission Expires

2-28-00

STATE OF NEW YORK:

COUNTY OF WESTCHESTER

By

Emery I. Valyi
Emery I. Valyi

Date

5/1/98

BY: HIS ATTORNEYS-IN-FACT

Katherine M. Valyi
KATHERINE M. VALYI
James S. Boynton
JAMES S. BOYNTON

ON THE 1ST DAY OF MAY, 1998, BEFORE ME, THE UNDERSIGNED, A NOTARY PUBLIC IN AND FOR SAID STATE, PERSONALLY APPEARED KATHERINE M. VALYI AND JAMES S. BOYNTON WHO PROVED TO ME ON THE BASIS OF SATISFACTORY EVIDENCE TO BE THE INDIVIDUALS WHOSE NAMES ARE SUBSCRIBED TO THE WITHIN INSTRUMENT AND ACKNOWLEDGED TO ME THAT EACH OF THEM EXECUTED THE SAME IN HIS CAPACITY, AND THAT BY HER/HIS SIGNATURE ON THE INSTRUMENT, THE INDIVIDUAL, OR THE PERSON ON BEHALF OF WHICH THE INDIVIDUALS ACTED, EXECUTED THE INSTRUMENT.

MAY 1 1998

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Margaret Thurston

EMERY I. VALYI

TO

KATHERINE M. VALYI and JAMES S. BOYNTON
ACTING JOINTLY

DURABLE
Power of Attorney
Statutory Short Form

Dated: April 30, 1998

DURABLE GENERAL POWER OF ATTORNEY NEW YORK STATUTORY SHORT FORM

**THE POWERS YOU GRANT BELOW CONTINUE TO BE EFFECTIVE
SHOULD YOU BECOME DISABLED OR INCOMPETENT**

Caution: This is an important document. It gives the person whom you designate (your "Agent") broad powers to handle your property during your lifetime, which may include powers to mortgage, sell, or otherwise dispose of any real or personal property without advance notice to you or approval by you. These powers will continue to exist even after you become disabled or incompetent. These powers are explained more fully in New York General Obligations Law, Article 5, Title 15, Sections 5-1502A through 5-1503, which expressly permit the use of any other or different form of power of attorney.

This document does not authorize anyone to make medical or other health care decisions. You may execute a health care proxy to do this.

If there is anything about this form that you do not understand, you should ask a lawyer to explain it to you.

THIS is intended to constitute a DURABLE GENERAL POWER OF ATTORNEY pursuant to Article 5, Title 15 of the New York General Obligations Law:

I, EMERY I. VALYI, residing at 102 Moseman Avenue, Katonah, New York 10536

do hereby appoint

KATHERINE M. VALYI, residing at 14 Ellsworth Avenue, Yonkers, New York 10705 and
JAMES S. BOYNTON, residing at 626 Winchester Road, Norfolk, Connecticut 06058, ACTING
JOINTLY

my attorney(s)-in-fact TO ACT

(If more than one agent is designated, CHOOSE ONE of the following two choices by putting your initials in ONE of the blank spaces to the left of your choice:)

- [] Each agent may SEPARATELY act.
- [] All agents must act TOGETHER.

(If neither blank space is initialed, the agents will be required to act TOGETHER)

IN MY NAME, PLACE AND STEAD in any way which I myself could do, if I were personally present, with respect to the following matters, as each of them is defined in Title 15 of Article 5 of the New York General Obligations Law to the extent that I am permitted by law to act through an agent:

(DIRECTIONS: Initial in the blank space to the left of your choice any one or more of the following lettered subdivisions as to which you WANT to give your agent authority. If the blank space to the left of any particular lettered subdivision is NOT initialed, NO AUTHORITY WILL BE GRANTED for matters that are included in that subdivision. Alternatively, the letter corresponding to each power you wish to grant may be written or typed on the blank line in subdivision "(Q)", and you may then put your initials in the blank space to the left of subdivision "(Q)" in order to grant each of the powers so indicated.)

- | | |
|----------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <input type="checkbox"/> (A) real estate transactions; | <input type="checkbox"/> (M) making gifts to my spouse, children and more remote descendants, and parents, not to exceed in the aggregate \$10,000 to each of such persons in any year; |
| <input type="checkbox"/> (B) chattel and goods transactions; | <input type="checkbox"/> (N) tax matters; |
| <input type="checkbox"/> (C) bond, share and commodity transactions; | <input type="checkbox"/> (O) all other matters |
| <input type="checkbox"/> (D) banking transactions; | <input type="checkbox"/> (P) full and unqualified authority to my attorney(s)-in-fact to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select; |
| <input type="checkbox"/> (E) business operating transactions; | <input checked="" type="checkbox"/> (Q) each of the above matters identified by the following letters: (A) through (P) inclusive |
| <input type="checkbox"/> (F) insurance transactions; | |
| <input type="checkbox"/> (G) estate transactions; | |
| <input type="checkbox"/> (H) claims and litigation; | |
| <input type="checkbox"/> (I) personal relationships and affairs | |
| <input type="checkbox"/> (J) benefits from military service; | |
| <input type="checkbox"/> (K) records, reports and statements | |
| <input type="checkbox"/> (L) retirement benefit transactions; | |

(Special provisions and limitations may be included in the statutory short form durable power of attorney only if they conform to the requirements of section 5-1503 of the New York General Obligations Law.)

This power of attorney shall include but not be limited to the power to make gift transfers of assets to the Elizabeth and Sendor Vallyi Foundation and enter into technology transfer fee/royalty agreements

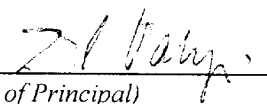
This Durable Power of Attorney shall not be affected by my subsequent disability or incompetence. If every agent named above is unable or unwilling to serve, I appoint

to be my agent for all purposes hereunder.

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this instrument may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation or termination shall have been received by such third party, and I for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied on the provisions of this instrument.

This Durable General Power of Attorney may be revoked by me at any time.

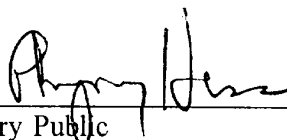
In Witness Whereof, I have hereunto signed my name this 30 day of April, 1998


(Signature of Principal)

ACKNOWLEDGEMENTS

STATE OF NEW YORK COUNTY OF WESTCHESTER SS.:

On the 30 day of April, 1998, before me, the undersigned, a Notary Public in and for said state, personally appeared EMERY I. VALYI, who proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

P. GREGORY HESS
Notary Public, State of New York
No. 60-9821823
Qualified in Westchester County
Certificate Filed in New York County
Commission Expires June 30, 1998

AFFIDAVIT THAT POWER OF ATTORNEY IS IN FULL FORCE

(Sign before a notary public)

STATE OF

COUNTY OF

ss.:

being duly sworn, deposes and says:

1. The Principal within did, in writing, appoint me as the Principal's true and lawful ATTORNEY(S)-IN-FACT in the within Power of Attorney.
2. I have no actual knowledge or actual notice of revocation or termination of the Power of Attorney by death or otherwise, or knowledge of any facts indicating the same. I further represent that the Principal is alive, has not revoked or repudiated the Power of Attorney and the Power of Attorney still is in full force and effect.
3. I make this affidavit for the purpose of inducing

to accept delivery of the following Instrument(s), as executed by me in my capacity as the ATTORNEY(S)-IN-FACT, with full knowledge that this affidavit will be relied upon in accepting the execution and delivery of the Instrument(s) and in paying good and valuable consideration therefor:

Sworn to before me on the