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B/O FORM 1595 (1/31/94)

U.S. Department of Commerce
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RECORDATION FORM COVER SHEET
PATENTS ONLY

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

MRD 9-8-98

1. Name of Conveying Party:

- 1. Paul F. Jackson
- 2. Barbara S. Slusher

Additional names of conveying parties attached.

2. Name and Address of Receiving Party(ies):

Name: Guilford Pharmaceuticals Inc.

Street Address:
6611 Tributary Street

City, State, Zip:
Baltimore, Maryland 21224

Additional name(s) and address(es) attached.

3. Nature of Conveyance

- Assignment
- Security Agreement
- Other:
- Merger
- Change of Name

Execution Date: 1. April 7, 1997
2. April 7, 1997

4. (A) Patent Application Number(s):

08/833,628

4. (B) Patent Number(s):

If this document is being filed together with a new application, the execution date of the application is:

Additional Numbers Attached.

5. Name and Address of Party to whom Correspondence Concerning this Document Should be Mailed:

Name: Gary M. Nath
Address: NATH & ASSOCIATES
1835 K Street, N.W. -- Suite 750
Washington, D.C. 20006-1203

6. Total Number of Applications and Patents Involved:

1

7. Total Fee:

(37 CFR 3.41)

\$ 40.00

Enclosed.

Authorized to be charged to deposit account

8. Deposit Account Number:

14-0112

ATTACH DUPLICATE COPY OF THIS PAGE IF PAYING BY DEPOSIT ACCOUNT

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9. Statement and Signature:

To the best of my knowledge and belief, the foregoing is true and correct and any attached copy is a true copy of the original document.

Name of Person Signing
Attorney Docket No.: 23029-A

Gary M. Nath, Reg. No. 26,965
Reg No. 40,669

September 8, 1998
Date

Total number of pages comprising cover sheet

1

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ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION given to Paul F. Jackson of Bel Air, Maryland and Barbara S. Slusher, Kingsville, Maryland, hereinafter referred to as the ASSIGNOR(S), who has/have invented a certain improvement relating to: **CERTAIN PHOSPHONOMETHYL-PENTANEDIOIC ACID DERIVATIVES** for which we have executed an application for Letters Patent to be filed in the United States Patent and Trademark Office June 17, 1996.

AND WHEREAS, **GUILFORD PHARMACEUTICALS INC.**, a corporation of the United States of America whose post office address/business address is: **6611 Tributary Street, Baltimore, Maryland 21224**, hereinafter referred to as the ASSIGNEE, is desirous of acquiring the entire right, title and interest for the United States and elsewhere throughout the world in and to said invention and application, including any and all divisions and continuations thereof, and any and all Letters Patent that may be granted thereon, including any and all renewals, reissues and prolongations thereof.

NOW, WITNESSETH THIS that for and in consideration of One Dollar (\$1.00) and other good and valuable consideration, the receipt whereof is hereby acknowledged, said ASSIGNOR(S) hereby assign, sell and transfer to said ASSIGNEE, its assigns and legal representatives, the entire exclusive right, title and interest in and to said invention and application, for the United States and elsewhere throughout the world including any and all divisions and continuations thereof, including all rights of priority under the terms of the International Convention for the Protection of Industrial Property, and any and all Letters Patent which may be granted therefore, said ASSIGNEE and its assigns and legal representatives to have, hold, exercise and enjoy the said invention and application, including any and all divisions and continuations thereof, and any and all Letters Patent which may be granted therefor, including any and all renewals, reissues and prolongations thereof, with all the rights, powers, privileges, and advantages in any way arising from or pertaining thereto, for and during the term or terms of any and all such Letters Patent when granted, including any and all renewals, reissues, and prolongations thereof, for the use and benefit of said ASSIGNEE and its assigns and legal representatives in as ample and beneficial a manner to all intents and purposes as the said ASSIGNOR(S) might or could have held and enjoyed the same, if this assignment has not been made.

AND said ASSIGNOR(S) hereby agree(s) to execute all papers necessary to file applications in the United States and elsewhere throughout the world for said invention and to assign the same to said ASSIGNEE, or any assignee acquiring title to said invention, and to execute any other papers that may be needed in connection

AND said ASSIGNOR(S) authorize and request the Commissioner of Patents to issue a Letters Patent on said application, and on any and all divisions and continuations thereof, to said ASSIGNEE, its assigns and legal representatives, in accordance herewith

By: Paul F. Jackson 4/7/97
Inventor's Name: Paul F. Jackson
(sole or first inventor) Date

By: [Signature] 7 APRIL 97
Inventor's Name: Barbara S. Slusher
(SECOND JOINT INVENTOR) Date