

12-30-1998

Express Mail No. EL 236 251 275 US

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12-14-98



100932236

Attorney Docket Number
8141-0109-999; 8141-0133-999

TO THE HONORABLE COMMISSIONER OF PATENTS AND TRADEMARKS
Box Assignment
Washington, DC 20231

Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Somatix Therapy Corporation</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Cell Genesys, Inc.</u></p> <p>Address: <u>342 Lakeside Drive</u> <u>Foster City, California 94404</u></p> <p>Country (if other than USA): _____</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger</p> <p><input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name</p> <p><input type="checkbox"/> Other _____</p> <p>Execution Date: <u>December 11, 1998 & December 14, 1998</u></p>	

4. Application number(s) or patent number(s):

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

A. Patent Application No.(s) 08/486,806; 08/249,092 | B. Patent No.(s) _____

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>PENNIE & EDMONDS LLP 1155 Avenue of the Americas New York, NY 10036</p>	<p>6. Number of applications and patents involved: <u>2</u></p>
	<p>7. Total fee (37 CFR 3.41):.....\$ <u>80</u> Please charge to the deposit account listed in Section 8.</p>
	<p>8. Deposit account number: <u>16-1150</u></p>

DO NOT USE THIS SPACE

9. Statement and signature.

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

Kathleen Fowler for	40,611 <i>Kathleen Fowler</i>	
Laura A. Coruzzi	30,742 <i>Laura A. Coruzzi</i>	<u>December 14, 1998</u>
Name of Person Signing	Reg. No. Signature	Date

Total number of pages including cover sheet: _____

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignment
Washington, D.C. 20231

12/24/1998 SRIIRNS 00000042 161150 08486806
01 FC:581 80.00 CH

PATENT
REEL: 9661 FRAME: 0859

CAI - 204989.1

ASSIGNMENT

WHEREAS, SOMATIX THERAPY CORPORATION, ASSIGNOR, a Delaware Corporation, having a place of business at 342 Lakeside Drive, Foster City, California, 94404, is an assignee of the invention described in U.S. Patent Application 08/486,806, entitled GENETIC MODIFICATION OF ENDOTHELIAL CELLS filed June 7, 1995.

and WHEREAS, CELL GENESYS, INC., ASSIGNEE a Delaware Corporation, having a place of business at 342 Lakeside Drive, Foster City, California 94404, is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said applications:

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said applications and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

IN TESTIMONY WHEREOF, Duly appointed representatives of the Parties hereunto set their hands and seals with the day and year set opposite their signatures.

SOMATIX THERAPY CORPORATION

Date 12/11, 1998 Bruce A. Hironaka L.S.

By: **Bruce A. Hironaka**
Title: **Secretary and Treasurer**

On this _____ day of _____, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared _____, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.

See Attached

Notary Public.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

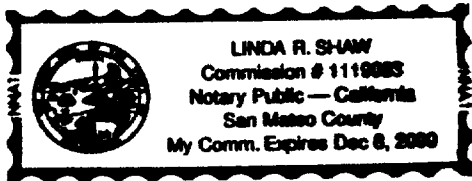
State of California

County of San Mateo

On December 11, 1998 before me, Linda R. Shaw "Notary Public"
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Bruce A. Hironaka
Name(s) of Signer(s)

personally known to me
 proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/~~they~~ executed the same in his/~~her~~/~~their~~ authorized capacity(ies), and that by his/~~her~~/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda R. Shaw
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Assignment

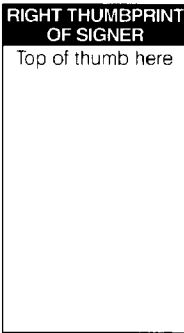
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:

**PATENT
REEL: 9661 FRAME: 0861**

CELL GENESYS, INC.



Date Dec 14, 1998 _____ L.S.

Stephen Sherwin
By: Stephen Sherwin
Title: *Chairman & CEO*

On this _____ day of _____, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared _____, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.

See attached

Notary Public.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

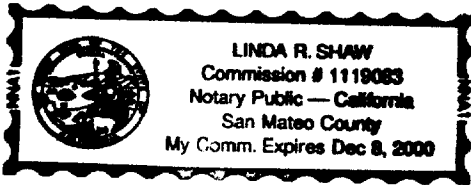
State of California

County of San Mateo

On December 14, 1998 before me, Linda R. Shaw "Notary Public"
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Stephen Sherwin
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda R. Shaw
Signature of Notary Public

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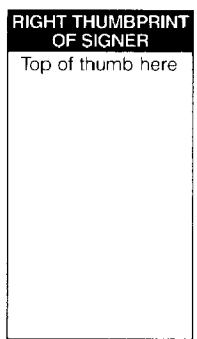
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

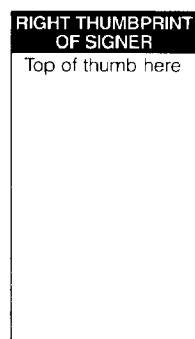
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

ASSIGNMENT

WHEREAS, SOMATIX THERAPY CORPORATION, ASSIGNOR, a Delaware Corporation, having a place of business at 342 Lakeside Drive, Foster City, California, 94404, is an assignee of the invention described in U.S. Patent Application 08/249,092, entitled GENETIC MODIFICATION OF ENDOTHELIAL CELLS filed May 25, 1994.

and WHEREAS, CELL GENESYS, INC., ASSIGNEE a Delaware Corporation, having a place of business at 342 Lakeside Drive, Foster City, California 94404, is desirous of obtaining our entire right, title and interest in, to and under the said invention and the said applications:

NOW, THEREFORE, in consideration of good and valuable consideration, the receipt of which is hereby acknowledged, we, the said ASSIGNORS, have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, our entire right, title and interest in, to and under the said invention, and the said applications and all divisions, renewals and continuations thereof, and all Patents of the United States which may be granted thereon and all reissues and extensions thereof; and all applications for industrial property protection, including, without limitation, all applications for patents, utility models, and designs which may hereafter be filed for said invention in any country or countries foreign to the United States, together with the right to file such applications and the right to claim for the same the priority rights derived from said United States application under the Patent Laws of the United States, the International Convention for the Protection of Industrial Property, or any other international agreement or the domestic laws of the country in which any such application is filed, as may be applicable; and all forms of industrial property protection, including, without limitation, patents, utility models, inventors' certificates and designs which may be granted for said invention in any country or countries foreign to the United States and all extensions, renewals and reissues thereof;

AND WE HEREBY authorize and request the Commissioner of Patents and Trademarks of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents or other evidence or forms of industrial property protection on applications as aforesaid, to issue the same to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND WE HEREBY covenant and agree that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith.

IN TESTIMONY WHEREOF, Duly appointed representatives of the Parties hereunto set their hands and seals with the day and year set opposite their signatures.

SOMATIX THERAPY CORPORATION

Date 12/11, 1998 Bruce A. Hironaka L.S.

By: **Bruce A. Hironaka**
Title: **Secretary and Treasurer**

On this _____ day of _____, 1998, before me, a Notary Public in and for the State and County aforesaid, personally appeared _____, to me known and known to me to be the person of that name, who signed and sealed the foregoing instrument, and he acknowledged the same to be his free act and deed.

See attached

_____,
Notary Public.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Mateo

On December 11, 1998 before me, Linda R. Shaw "Notary Public"

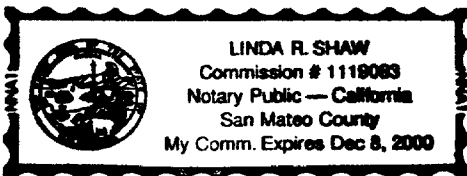
Date

Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Bruce A. Hirunaka

Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/his/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda R. Shaw
Signature of Notary Public

OPTIONAL

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Description of Attached Document

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Document Date: _____ Number of Pages: _____

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Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

RIGHT THUMBPRINT OF SIGNER
Top of thumb here

Signer Is Representing: _____

CELL GENESYS, INC.



Date Dec 14, 1998

Stephen A. Sherwin

L.S.

By: Stephen Sherwin

Title: *Chairman & CEO*

On this _____ day of _____, 1998, before me, a Notary Public in and for the State and ~~County~~ aforesaid, personally appeared _____, to me known and known to me to be the person of that name, who ~~signed and sealed~~ the foregoing instrument, and he acknowledged the same to be his free act and deed.

See attached

Notary Public.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Mateo

On December 14, 1998 before me, Linda R. Shaw "Notary Public"

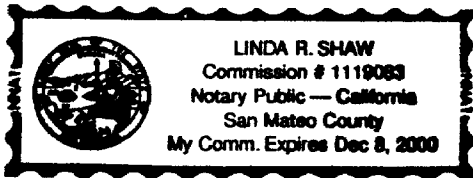
Date

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personally appeared Stephen Sherwin

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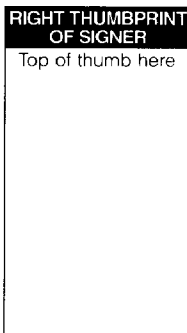
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Signer's Name: _____

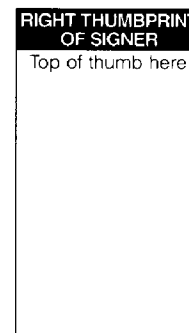
- Individual
- Corporate Officer
Title(s): _____
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



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