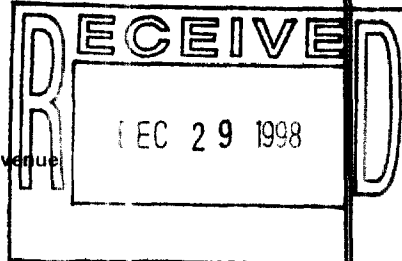


01-05-1999



100936193

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



1. Name of Conveying Party:

GUILFORD PHARMACEUTICALS INC

Additional names of conveying parties attached.

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

Name: GPI NIL HOLDINGS, INC.

Street Address: 222 Delaware Avenue

City, State, Zip: Wilmington, Delaware 19899

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

3. Nature of Conveyance

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

Execution Date: **November 13, 1998**

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

09/139,672

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

Additional Numbers Attached.

4. (B) Patent Number(s):

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

Name: Gary M. Nath
 Address: **NATH & ASSOCIATES**
 1030 15th Street, N.W. - 6th Floor
 Washington, D.C. 20005

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

01/04/1999 DMGUYEN 00000040 09139672

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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

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

December 29, 1998
Date

Attorney Docket No.: 23132-X

Total number of pages comprising cover sheet: 1

ASSIGNMENT

ASSIGNOR, **GUILFORD PHARMACEUTICALS INC.**, a corporation organized and existing under the laws of the state of Delaware, whose post office address/business address is 6611 Tributary Street, Baltimore, MD 21224, owns certain new and useful improvements disclosed in the invention entitled:

CARBAMATE AND UREA COMPOSITIONS AND NEUROTROPHIC USES

by virtue of an assignment from the inventors executed on September 29, 1998, for which an application for Letters Patent (U.S. Patent Application No. 09/139,672) was filed in the United States Patent and Trademark Office on August 25, 1998; and

ASSIGNEE, **GPI NIL HOLDINGS, INC.**, a corporation organized and existing under the laws of Delaware, whose post office address/business address is 222 Delaware Avenue, Wilmington, DE 19899, desires to acquire 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, 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 thereon, including any and all renewals, reissues and prolongations thereof.

NOW, WITNESSETH THIS that for and in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, the receipt, adequacy and sufficiency of which are hereby acknowledged, said ASSIGNOR hereby assigns, sells and transfers to said ASSIGNEE, its assigns and legal representatives, 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, 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 thereon, 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 as beneficial a manner for all intents and purposes as said ASSIGNOR might or could have held and enjoyed the same had this assignment not been made.

ALSO, said ASSIGNOR(S) hereby agree(s) to execute all papers necessary to file said applications in the United States and elsewhere throughout the world, 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 with filing said application and securing any and all Letters Patent thereon.

AND said ASSIGNOR(S) authorize(s) and request(s) 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.

IN WITNESS WHEREOF, Assignor has caused this instrument to be executed by its duly authorized representative.

By: **GUILFORD PHARMACEUTICALS INC.**

Thomas C. Seoh
Signature

13/98
Date

Thomas C. Seoh, Esq.
Name

Vice President, General Counsel & Secretary
Title