

Form PTO-1595 (Modified)

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RECORDATION FORM COVER SHEET
PATENTS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Cell Genesys, Inc.

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: Abgenix, Inc.

Internal Address:

Street Address: 7601 Dumbarton Circle

City: Fremont State: CA ZIP: 94555

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:

Execution Date: July 15, 1996

4. Application numbers(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)
08/808,139 which is a continuation of 08/426,555

B. Patent No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bret Field
Street Address: BOZICEVIC, FIELD, & FRANCIS LLP
285 Hamilton Avenue, Suite 200
Palo Alto, California 94301

Telephone: (650) 327-3400
Facsimile: (650) 327-3231

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 No. 50-0815

The Commissioner is authorized to charge any underpayment or credit any overpayment to Deposit Account No. 50-0815 with regards to this correspondence.

07/08/1999 DNGUYEN 00000416 08808139

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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.

Bret Field
Name of Person Signing

Signature

7-1-99
Date

Total number of pages comprising cover sheet 7

Schedule 1

Serial No.	Filing Date	Title	Inventors
08/462,837	6/5/95	Generation of Xenogeneic Antibodies	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
08/486,853	6/7/95	Human Antibodies Derived from Immunized Xenomice	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
08/486,857	6/7/95	Human Antibodies Derived from Immunized Xenomice	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
08/486,859	6/7/95	Human Antibodies Derived from Immunized Xenomice	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
08/462,513	6/6/95	Generation of Xenogeneic Antibodies	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
US96/05928	4/29/96	Human Antibodies Derived from immunized Xenomice	Kucherlapati, Jakobovits, Klapholz, Brenner, Capon
08/412,777	3/29/95	Production on antibodies using cre-mediated site specific recombination	Jakobovits, Zsebo
08/412,826	3/29/96	Production on antibodies using cre-mediated site specific recombination	Jakobovits, Zsebo
08/426,555	4/4/95	Generation of Large Genomic DNA Deletions	Jakobovits, Tsuda
08/619109	3/20/96	Switch mediated site-specific recombination	Jakobovits

PATENT ASSIGNMENT

THIS PATENT ASSIGNMENT (the "Assignment") is made as of this 15th day of July, 1996, by Cell Genesys, Inc., a Delaware corporation ("CG"), in favor of Abgenix, Inc., a Delaware corporation ("ABGENIX").

R E C I T A L S

A. CG and ABGENIX have entered into a Stock Purchase and Transfer Agreement dated as of July 15, 1996 (the "Agreement"), pursuant to which CG shall transfer to ABGENIX certain assets of CG related to the Antibody Business, as defined therein.

B. For good and valuable consideration, the adequacy and receipt of which is hereby acknowledged by CG, CG desires to give this Assignment for the purpose of effecting such transfer pursuant to the provisions of the Agreement.

CG AGREES AS FOLLOWS:

1. Assignment of All of the Patents of CG.

CG does hereby sell, convey, assign, transfer, and deliver to ABGENIX, its successors and assigns, all of CG's right, title and interest in and to the patents and patent applications set forth on Exhibit A hereto, and to all continuations, continuations-in-part, divisionals, reexaminations, reissues or extensions thereof.

2. Documentation.

CG agrees to execute, at the request of ABGENIX, all additional documentation that may be reasonably required in order to perfect the foregoing conveyance, assignment and transfer.

3. No Rights in Third Parties.

Nothing expressed or implied in this Assignment is intended to confer upon any person, other than the parties to the Agreement and their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Assignment.

4. Successors and Assignees.

This Assignment is executed pursuant to the Agreement and is entitled to the benefits thereof and shall be binding upon and inure to the benefit of CG and ABGENIX and their respective successors and assigns.

IN WITNESS WHEREOF, CG has executed this Assignment on the date first above written.

CELL GENESYS, INC.

By: 

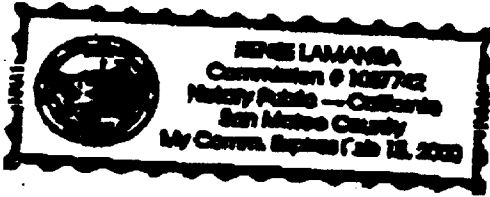
Stephen A. Sherwin
President and Chief Executive Officer

CORPORATE ACKNOWLEDGMENT

STATE OF California)
)
COUNTY OF San Mateo) ss.

On this 19th day of July, 1996, before me, Renee Lamantia, the undersigned Notary Public, personally appeared Stephen A. Shurin personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed the above and foregoing PATENT ASSIGNMENT as President/CEO, on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

WITNESS my hand and official seal.



Renee Lamantia
Notary Public in and for said State

EXHIBIT A

Patents

Schedule 1

Schedule 1

Serial No.	Filing Date	Title	Inventors
07/466,008	1/12/90	Generation of Xenogeneic Antibodies	Kuchertapali
07/610,515	11/8/90	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits
07/922649	7/30/92	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits
8/031,801	3/15/93	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits, Klapholz, Brenner, Capon
08/112,848	8/27/93	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits, Klapholz, Brenner, Capon
08/234,145	4/28/94	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits, Klapholz, Brenner, Capon
08/376,279	1/20/95	Method to Improve Screening Efficiency in Fused Cells	Jakobovits, Hardy, Green
08/430,938	4/27/95	Human Antibodies Derived from Immunized Xenomice	Kuchertapali, Jakobovits, Klapholz, Brenner, Capon
08/464,584	6/5/95	Method to Improve Screening Efficiency in Fused Cells	Jakobovits, Hardy, Green
08/464,582	6/5/95	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits, Klapholz, Brenner, Capon
08/463,191	6/5/95	Generation of Xenogeneic Antibodies	Kuchertapali, Jakobovits