

03-13-2001

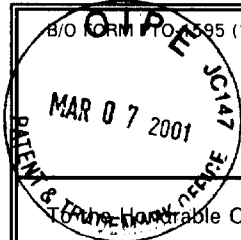


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Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

<p>1. Name of Conveying Party:</p> <p>Guilford Pharmaceuticals, Inc. 6611 Tributary Street Baltimore, Maryland 21224</p> <p><input type="checkbox"/> Additional names of conveying parties attached.</p>	<p>2. Name and Address of Receiving Party(ies):</p> <p>Name: GPI NIL Holdings, Inc.</p> <p>Street Address: 222 Delaware Avenue</p> <p>City, State, Zip: Wilmington, Delaware 19899</p> <p><input type="checkbox"/> Additional name(s) and address(es) attached.</p>
<p>3. Nature of Conveyance</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: February 24, 2001</p>	
<p>4. (A) Patent Application Number(s):</p> <p>09/073,962</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <p><input type="checkbox"/> Additional Numbers Attached.</p>	<p>4. (B) Patent Number(s):</p>
<p>5. Name and Address of Party to whom Correspondence Concerning this Document Should be Mailed:</p> <p>Name: Gary M. Nath Address: NATH & ASSOCIATES 1030 15th Street, N.W. - 6th Floor Washington, D.C. 20005</p>	<p>6. Total Number of Applications and Patents Involved: 1</p> <p>7. Total Fee: (37 CFR 3.41) \$ 40.00</p> <p><input checked="" type="checkbox"/> Enclosed. <input type="checkbox"/> Authorized to be charged to deposit account.</p> <p>8. Deposit Account Number: 14-0112</p> <p><small>ATTACH DUPLICATE COPY OF THIS PAGE IF PAYING BY DEPOSIT ACCOUNT</small></p>

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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
Todd L. Juneau, Reg No. 40,669
Customer No. 20,529

March 7, 2001
Date

Attorney Docket No.: 22762-YX

Total number of pages comprising cover sheet: 1

ASSIGNMENT

FOR GOOD AND VALUABLE CONSIDERATION given to **Guilford Pharmaceuticals, Inc.**, a corporation organized and existing under the laws of Delaware, whose post office address/business address is 6611 Tributary Street, Baltimore, Maryland 21224, owns certain new and useful improvements disclosed in the invention entitled:

SMALL MOLECULE INHIBITORS OF ROTAMASE ENZYME ACTIVITY

by virtue of an Assignment from the inventors, for which an application was filed in the United States Patent and Trademark Office on May 7, 1998 as Patent Application No. 09/073,962, of which ASSIGNOR has received an Assignment from the inventors.

WHEREAS, GPI NIL Holdings, Inc., a corporation organized and existing under the laws of the country/state of DELAWARE, whose post office address/business address is 222 Delaware Avenue, Wilmington, Delaware 19899, hereinafter referred to as the ASSIGNEE, 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(S) hereby assign(s), sell(s) and transfer(s) 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

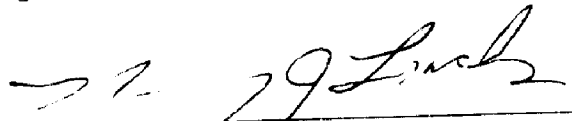
intents and purposes as said ASSIGNOR(S) might or could have held and enjoyed the same had this assignment not been made.

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.



Nancy J. Linck, Ph.D., J.D.
Vice President, Intellectual Property

2/24/01
Date