

MAR 05 2002

RECORDATION

03-15-2002

FEET

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To the Honorable Commissioner of Patents

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Hsin-Chien Tai, Alla Laufer, Ying Song, and
Nitya G. Ray

3-5-02

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

3. Nature of conveyance:

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

Execution Date: Jan. 29, 2002 to Febr. 21, 2002

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

Name: Ortec International, Inc.

Internal Address: 3960 Broadway @166th St.

Street Address: 3960 Broadway @166th St.

City: New York State: NY ZIP: 10032

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

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)

B. Patent No.(s)

Serial No. 10/032,929
Filed December 26, 2001

Additional numbers attached? Yes No

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

Name: Ralph T. Lilore

Internal Address: 1425 Broad Street

Street Address: 1425 Broad Street

City: Clifton State: NJ ZIP: 07013

6. Total number of applications and patents involved: one

7. Total fee (37 CFR 3.41):..... \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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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.

Ralph T. Lilore

Name of Person Signing

Signature

Febr. 25, 2002

Date

Total number of pages comprising cover sheet

one

ASSIGNMENT

Serial No.: 10/032,929

Filed: December 26, 2001

WHEREAS, Hsin-Chien Tai, Alla Laufer, Ying Song, and Nitya G. Ray (hereinafter "Assignors"), have made certain new and useful inventions or discoveries relating to:

PROCESSES FOR MAKING CRYOPRESERVED COMPOSITE LIVING CONSTRUCTS AND PRODUCTS RESULTING THEREFROM

for which they have executed an application identified above for Letters Patent of the United States of America; and

WHEREAS,

Ortec International, Inc.
3960 Broadway @ 166th Street
New York, New York 10032

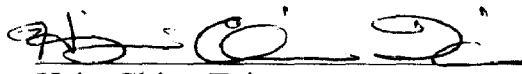
a corporation of the State of Delaware, (hereinafter called "Assignee"), is desirous of acquiring the entire right, title, and interest therein:

NOW, THEREFORE, BE IT KNOWN that for in and consideration of the premises and in acknowledgment, confirmation and performance of obligations which arose out of the terms and conditions of Assignors' employment by Assignee at the time the invention was made, and other valuable considerations to them moving, the receipt of which they hereby acknowledge, Assignors have sold, assigned, and transferred, and does hereby sell, assign, and transfer unto said Assignee the entire right, title, and interest in and to all said inventions and discoveries disclosed in said application, whose identification above by serial number and filing date, when available is hereby authorized, and in and to said application, all substitutions, divisions, and continuations, thereof, and in and to all Letters Patent, United States and foreign, that may be granted for said inventions and discoveries, and in and to all extensions, renewals, and reissues thereof, the same to be held and enjoyed by said Assignee, its successors and assigns, as fully and entirely as the same would have been held and enjoyed by Assignors if this Assignment and sale had not been made;

And Assignors hereby authorize and request the Commissioner of Patents and Trademarks of the United States to issue said Letters Patent in accordance with this Agreement;

And for the consideration aforesaid, Assignors covenant and agree that they will, whenever requested, but without cost to them, promptly communicate to said Assignee or its representatives any fact known to them relating to said inventions and discoveries, testify in any interference or legal proceedings involving said inventions and discoveries, and execute any additional papers that may be necessary to enable said Assignee or its representatives, successors, nominees, or assigns to secure full and complete protection for the said inventions and discoveries or that may be necessary to vest in said Assignee the complete title to the said inventions and discoveries and patents hereby conveyed and to enable it to record said title.

IN TESTIMONY WHEREOF, Assignors have hereunto set their hand and seal as of the month and date indicated below.

 (L.S.)
Hsin-Chien Tai


Date: 1/29/02

 (L.S.)
Alla Laufer

Date: 2.10.02

 (L.S.)
Ying Song

Date: 2.10.02

 (L.S.)
Nitya G. Ray

Date: February 21, 2002