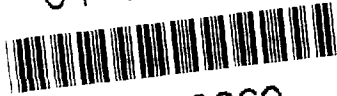


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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):
Shoshana Paglin, Joachim Yahalom, Timothy Hollister and
Additional name(s) of conveying party(ies) attached?
 Yes No **4-3-02**

2. Name and address of receiving party(ies)
Name: **Memorial Sloan-Kettering Cancer Center**
Address: 1275 York Avenue
City: New York State: NY Zip: 10021
Additional name(s) and address(es) attached? Country:
 Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other:
Execution Date: **March 19, 2002, March 19, 2002, March 18, 2002 and March 14, 2002, respectively.**

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) **10/006,957**
B. Patent No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name:
BAKER BOTTS L.L.P.
30 Rockefeller Plaza - 44 Fl.
New York, NY 10112

6. Total number of applications and patents involved: **one**
7. Total fee (37 CFR 3.41): **\$ 40**
 Enclosed
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Carmella L. Stephens **March 25, 2002**
Name of Person Signing Signature Date

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10. Name of conveying party(ies):

Thomas Delohery

11. Application number(s) or registration number(s):

A. Patent Application No.(s)

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Washington, DC 20231**

A S S I G N M E N T

WHEREAS, WE, SHOSHANA PAGLIN, JOACHIM YAHALOM, TIMOTHY HOLLISTER and THOMAS DELOHERY (hereinafter the "INVENTORS"), all citizens of the United States, whose post office addresses are 504 East 63rd Street, Apt. 11S, New York, NY 10021; 504 East 63rd Street, Apt. 180, New York, NY 10021; 2117 W. Concord Place, Chicago, IL 60647 and 79 Calumet Avenue, Oakland, N.J. 07436, respectively, have made an invention entitled "INHIBITION OF VACUOLAR PROTON ATPase ACTIVITY AND/OR THE MODULATION OF ACIDIC ORGANELLE FUNCTION SENSITIZES CELLS TO RADIATION, CHEMOTHERAPY AND BIOLOGICAL AGENTS" as set forth and described in U.S. Patent Application No. 10/006,957, filed December 4, 2001; and

WHEREAS, MEMORIAL SLOAN-KETTERING CANCER CENTER (hereinafter "SLOAN-KETTERING"), having its principal place of business at 1275 York Avenue, New York, New York 10021, U.S.A., is desirous of acquiring the entire right, title and interest in and to said invention and any improvements thereon, and in and to said U.S. patent application therefor, and in and to the any application for Letters Patent therefor, and any Letters Patent which may be obtained therefor;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, BE IT KNOWN, that WE, the said INVENTORS, for and in consideration of the sum of One Dollar (\$1.00), lawful money of the United States, to us in hand paid by said SLOAN-KETTERING, and other valuable considerations unto us moving from said SLOAN-KETTERING, at or before the ensealing and delivery of these presents, the receipt of which is hereby acknowledged, have sold, assigned, transferred and conveyed and by these presents do sell, assign, transfer and convey, unto said SLOAN-KETTERING, its successors and assigns, the entire right, title and interest in and to the said invention entitled "INHIBITION OF VACUOLAR PROTON ATPase ACTIVITY AND/OR THE MODULATION OF ACIDIC ORGANELLE FUNCTION SENSITIZES CELLS TO RADIATION, CHEMOTHERAPY AND BIOLOGICAL AGENTS" as set forth and described in U.S. Patent Application No. 10/006,957, filed December 4, 2001, and any and all improvements thereon, and in and to said international patent application therefor, and in and to any application for Letters Patent therefor, and any division, continuation or continuation-in-part thereof, and in and to any Letters Patent of the United States which may be issued on any of said applications, and any reissues thereof, and in and to any and all applications for Letters Patent filed in foreign countries for said invention or improvements including all priority rights, and any and all Letters Patent which may be granted in foreign countries therefor, TO HAVE AND TO HOLD THE SAME to the full end of the term or terms for which any and all said Letters Patent may be granted;

AND WE, the said INVENTORS, do hereby authorize and request the Commissioner of Patents and Trademarks to issue the said Letters Patent of the United States to said SLOAN-KETTERING, as the assignee of the entire right, title and interest in and to the same, for the sole use and benefit of said SLOAN-KETTERING, its successors and assigns;

AND WE, the said INVENTORS, for the considerations aforesaid, do hereby covenant and agree to and with said SLOAN-KETTERING, its successors and assigns, that we have the full power to make this assignment, and that the rights assigned are not encumbered by any grant, license or right heretofore given, and that we, our executors or administrators, shall and will do all lawful acts and things and make, execute and deliver without further compensation, any and all other instruments in writing, further applications, papers, affidavits, powers of attorney, assignments, and other documents which, in the opinion of counsel for said SLOAN-KETTERING, its successors and assigns, may be required or necessary more effectively to secure to and vest in said SLOAN-KETTERING, its successors and assigns, the entire right, title and interest in and to said invention and improvements, applications, Letters Patent, rights, titles, benefits, privileges, and advantages hereby sold, assigned, transferred and conveyed, and that we will sign any applications for reissue which may be desired by the owner of the patent or patents which may be issued for the said invention or improvements.

IN WITNESS WHEREOF, , the said INVENTORS, have hereunto set our hands and seals on the date below written.

S. Paglin
SHOSHANA PAGLIN

STATE OF New York)
: ss.:
COUNTY OF New York)

BE IT KNOWN, that on this 19th day of MARCH, 2002, before me personally came SHOSHANA PAGLIN, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.

Gail M. Platoni
Notary Public

GAIL M. PLATONI
NOTARY PUBLIC, State of New York
No. 03-4907327
Qualified in Bronx County
Commission Expires Sept. 28, 2005

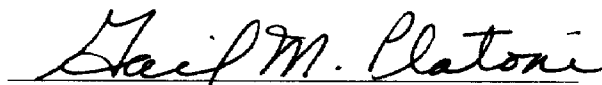
PATENT
REEL: 012788 FRAME: 0870



JOACHIM YAHALOM

STATE OF *New York*)
 : ss.:
COUNTY OF *New York*)

BE IT KNOWN, that on this 19th day of MARCH, 2002, before me personally came JOACHIM YAHALOM, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.



Notary Public
GAIL M. PLATONI
NOTARY PUBLIC, State of New York
No. 03-4907327
Qualified in Bronx County
Commission Expires Sept. 28, 2005

STATE OF _____)
 : ss.:
COUNTY OF _____)

TIMOTHY HOLLISTER

BE IT KNOWN, that on this ___ day of _____, 2002, before me personally came TIMOTHY HOLLISTER, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.

Notary Public

JOACHIM YAHALOM

STATE OF)
: ss.:
COUNTY OF)

BE IT KNOWN, that on this ___ day of _____, 2002, before me personally came JOACHIM YAHALOM, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.

Notary Public


TIMOTHY HOLLISTER

STATE OF Illinois)
: ss.:
COUNTY OF Cook)

BE IT KNOWN, that on this 18 day of MARCH, 2002, before me personally came TIMOTHY HOLLISTER, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.


Notary Public



Thomas DeLoherg
THOMAS DELOHERY

STATE OF New Jersey)
 : ss.:
COUNTY OF Somerset)

BE IT KNOWN, that on this 14th day of March, 2002, before me personally came THOMAS DELOHERY, to me known and known to me to be the person mentioned in and who executed the foregoing assignment, and he acknowledged to me that he executed the same as his free act and deed for the use and purposes therein mentioned.

MICHELLE L. WADDINGTON
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES MAY 20, 2004

M Waddington
Notary Public