

RECORDATION FORM COVER SHEET
PATENTS ONLY

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

1. Name of conveying party(ies):

Diane E. Gingrich First Assignor	July 17, 2002 Date of Execution
Robert L. Hudkins Second Assignor	July 17, 2002 Date of Execution
Third Assignor	Date of Execution
Fourth Assignor	Date of Execution
Fifth Assignor	Date of Execution
Sixth Assignor	Date of Execution

Additional name(s) of conveying party(ies) attached? () YES () NO

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

Name: Cephalon, Inc.
 Street Address: 145 Brandywine Parkway
 City: West Chester
 State: Pennsylvania ZIP: 19380

Additional name(s) & address attached? () YES (X) NO

3. Nature of Conveyance (check only one):

(X) New Assignment () Merger
 () License Agreement () Security Agreement
 () Change of Name () Other:

() Cross-reference of Assignment filed in United States
 Application No. ___/___, recorded on ___ at
 Reel No. ___ and Frame No. ___

4. Identification of Application number(s), patent number(s) OR date of execution of application to which assignment refers:

Application Nos.: 09/935,285	Patent Nos.:	Date application was signed by the first named executing inventor (Fill-in this date only if assignment is filed together with a new application)
-------------------------------------	--------------	--

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

Name: Robert T. Hrubiec
 CEPHALON, INC.
 145 Brandywine Parkway
 West Chester, PA 19380


6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41):.....\$40.00
 () Enclosed
 (X) Authorized to be charged to Deposit Account Number 03-1195

8. Please charge any deficiency or credit any overpayment to Deposit Account Number 03-1195

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.

Eric K. Voelk, Registration No. 45,185
 Name of Person Signing/Reg. No.  Signature July 18, 2002 Date

Total number of pages including cover sheet, assignment document and additional pages attached thereto: 6

Mail documents to be recorded with required cover sheet information to:
 Commissioner of Patents and Trademarks
 Box Assignments
 Washington, D.C. 20231

**PATENT
Joint Inventors****DOCKET NO.: CP221****(Pending Application;
Serial No. Known)****ASSIGNMENT**

WHEREAS, we **Diane E. Gingrich and Robert L. Hudkins** hereinafter referred to as the assignors, residing respectively at **23 Southwind Avenue, Downingtown, Pennsylvania 19335; 430 S. Saddlebrook Circle, Chester Springs, Pennsylvania 19425** are the joint inventors of certain inventions or improvements for which we have made application for Letters Patent to the United States, identified as Serial No. **09/935,285** filed **August 22, 2001** entitled **Selected Fused Pyrrolocarbazoles** and

WHEREAS, **Cephalon, Inc.** hereinafter referred to as the assignee, of **145 Brandywine Parkway, West Chester, Pennsylvania 19380** a corporation of **Delaware** is desirous of acquiring the entire right, title and interest in and to the said inventions or improvements and in and to the said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in any and all countries:

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, we, the said assignors, have sold, assigned, transferred, delivered and set over, and by these presents do hereby sell, assign, transfer, deliver and set over to said assignee, the entire right, title and interest in and to said inventions or improvements and said application and any and all continuations, divisions and renewals of and substitutes for said application, and in, to and under any and all Letters Patent which may be granted on or as a result thereof in the United States and any and all other countries, and any reissue or reissues or extension or extensions of said Letters Patent, and assign to and authorize said assignee, to file in our names applications for Letters Patent in all countries, the same to be held and enjoyed by said assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed by us had this assignment, sale and transfer not been made.

AND we hereby covenant that we have full right to convey the entire interest herein assigned, and that we have not executed and will not execute any agreement in conflict herewith, and we further covenant and agree that we will each time request is made and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to said inventions or improvements, said application and said Letters Patent to said assignee, its successors, assigns, nominees, or legal representatives, and each of us agrees to communicate to said assignee or to its nominee all known facts respecting said inventions or improvements, said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers to execute all disclaimers and divisional, continuing, reissue and foreign applications, to make all rightful oaths, and generally to do everything possible to aid said assignee, its successors, assigns, nominees and legal representatives to obtain and enforce for its or their own benefit proper patent protection for said inventions or improvements in any and all countries.

**PATENT
Joint Inventors**

AND we hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to said assignee, as assignee of the entire right, title and interest, any and all Letters Patent for said inventions or improvements, including any and all Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with the terms of this assignment.

IN WITNESS WHEREOF, we have hereunto set our hands and seals.

Diane E. Gingrich (L.S.)
Diane E. Gingrich

Robert L. Hudkins (L.S.)
Robert L. Hudkins

_____ (L.S.)

_____ (L.S.)

**PATENT
Joint Inventors**

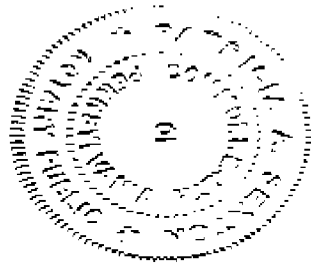
[WHERE ALL INVENTORS SIGN BEFORE THE SAME NOTARY:]

: SS
COUNTY OF Chester
Commonwealth of Pennsylvania

On the following date(s) before me personally came the above named

Diane E. Gingrich July 17, 2002
Robert L. Hudkins July 17, 2002

to me personally known and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of that person's own free will for the use and purposes therein set forth.



Patricia A. Sexton
Notary Public
NOTARIAL SEAL
PATRICIA A. SEXTON, Notary Public
West Chester Boro., Chester County
My Commission Expires July 5, 2005

[WHERE INVENTORS SIGN BEFORE SEPARATE NOTARIES:]

: SS
COUNTY OF _____

On this _____ day of _____, year of _____, before me personally came the above named _____ to me personally known and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of that person's own free will for the use and purposes therein set forth.

Notary Public