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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-158 (Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings

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

1. Name of conveying party(ies):
Ragupathy Madiyalakan
8.30.02
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: AltaRex Corp.
Internal Address: _____
Street Address: 1601 Trapelo Rd.
Suite 350
City: Waltham State: MA Zip: 02451
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
Execution Date: 7/12/2002

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) 09/641,833
B. Patent No.(s) _____
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Wayne A. Keown, Ph.D.
Internal Address: _____
Street Address: 500 West Cummings Park
Suite 1200
City: Woburn State: MA Zip: 01801

6. Total number of applications and patents involved:
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
50-2285

DO NOT USE THIS SPACE

9. Signature.
Susan Mulvaney (Reg. No. 48,269)
Name of Person Signing
Susan Mulvaney
Signature
8/30/02
Date

Total number of pages including cover sheet, attachments, and documents: 4

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

09/06/2002 LHWELLER 00000116 502285 09641833
01 FC:581 40.00 CH

PATENT
REEL: 013257 FRAME: 0088

ASSIGNMENT

On 12/7/02

WHEREAS I, Ragupathy Madiyalakan, being a citizen of Canada~~and~~ and residing at 9741-89 Avenue, Edmondton, Alberta, Canada T6E 2S1, am the inventor of certain new and useful inventions and discoveries, for which I have made an application for Letters Patent entitled **THERAPEUTIC BINDING AGENTS AGAINST MUC-1 ANTIGEN AND METHODS FOR THEIR USE** which application was filed in the United States Patent and Trademark Office on August 18, 2000, and assigned Serial Number 09/641,833; and

WHEREAS AltaRex Corp., a corporation existing under the laws of the State of Delaware, whose address is 610 Lincoln Street, Waltham, Massachusetts 02451, which together with its successors and assigns is hereinafter called "ASSIGNEE," is desirous of acquiring the title, rights, benefits, and privileges hereinafter recited;

NOW THEREFORE, for and in consideration of good and valuable consideration furnished by ASSIGNEE to us, receipt and sufficiency of which I hereby acknowledge, I hereby, without reservations:

1. Assign, transfer and convey to ASSIGNEE the entire right, title and interest in and to said inventions and discoveries, said application for Letters Patent, any and all other applications for Letters Patent on said inventions and discoveries in whatsoever countries, including all divisional, renewal, substitute, continuation, continuation-in-part, and convention applications based in whole or in part upon said inventions or discoveries, or upon said applications, and any and all Letters

Patent, reissues and extensions of Letters Patent granted for said inventions and discoveries or upon said applications, and every priority right that is or may be predicated upon, or arise from, said inventions, said discoveries, said applications and said Letters Patent;

2. Authorize ASSIGNEE to file patent applications in any or all countries on any or all of said inventions and discoveries in my name or in the name of ASSIGNEE or otherwise as ASSIGNEE may deem advisable, under International Conventions or otherwise;
3. Authorize and request the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments throughout the world to issue or transfer all said Letters Patent to ASSIGNEE as ASSIGNEE of the entire right, title and interest therein or otherwise as ASSIGNEE may direct;
4. Warrant that I have not knowingly conveyed to others any right in said inventions, discoveries, applications or patents or any license to use the same, or to make, use or sell anything embodying or utilizing any of said inventions or discoveries; and that I have good right to assign the same to ASSIGNEE without encumbrance;
5. Bind my heirs, legal representatives and assigns, as well as myself, to do, upon ASSIGNEE's request and at ASSIGNEE's expense, but without additional consideration to me or them, all acts reasonably serving to assure that said inventions and discoveries, said patent applications, and said Letters Patents shall be held and enjoyed by ASSIGNEE as fully and entirely as the same could have been held and enjoyed by me, my heirs, legal representatives and assigns as if this Assignment had not been made; and particularly to execute and deliver to ASSIGNEE all lawful application documents including petitions, specifications and oaths, and all assignments, disclaimers and lawful affidavits in form and substance as may be requested by ASSIGNEE; and to communicate to

ASSIGNEE all facts known to me relating to said inventions and discoveries or the history thereof, and to testify as to the same in any court or proceeding; and to furnish ASSIGNEE any and all documents, photographs, models, samples and other physical exhibits in my control or in the control of my heirs, legal representatives or assigns which may be useful for establishing the facts of my conceptions, disclosures, and reduction to practice of said invention and discoveries.

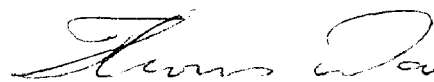
IN TESTIMONY WHEREOF, I have hereunto set my hand and seal.

Date: 12th July 2002



Ragupathy Madiyalakan

Then personally appeared before me this 12 day of JULY, 2002, the above named Ragupathy Madiyalakan who acknowledged the execution of the foregoing instrument to be her free act and deed.



Notary Public *or* WITNESS