

Form **PTO-1595** (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
 OMB No. 0651-0027 (exp. 5/31/2002) **PATENTS ONLY** U.S. 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):
 Frank Becker

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

2. Name and address of receiving party(ies)

Name: GPC Biotech AG
 Internal Address: _____
 Street Address: Fraunhoferstraße 20
 City: Martinsried / Munich
 Country: Germany Zip: 82152
 Additional name(s) & address(es) attached: Yes No

3. Nature of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 12, 2004

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the new application is: _____

A. Patent Application No.(s):
10/321284

B. Patent No.(s): _____

Additional numbers attached? Yes No

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

Name: Matthew P. Vincent
ROPES & GRAY LLP
 Internal Address: Atty. Dkt.: GPCI-P01-185
 Street Address: One International Place
 City: Boston State: MA Zip: 02110-2624

6. Total number of applications and patents involved: 1

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

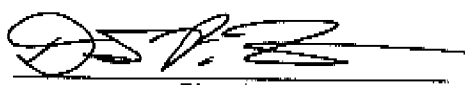
Enclosed
 Authorized to be charged to deposit account
 Authorized to be charged to credit card (Form 2038 enclosed)

8. Deposit account number: 18-1945
 (Attach duplicate copy of this page if paying by deposit account)

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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.

David P. Halstead - 44,735  January 15, 2004
 Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: 3

I hereby certify that this correspondence is being facsimile transmitted to the Patent and Trademark Office, facsimile no. (703) 306-5995, on the date shown below.

Dated: January 15, 2004 Signature:  (Mary Jane DiPalma)

CH \$40.00 181945 10321284

GPC-185.IUS

GPCI-P01-185

ASSIGNMENT

WHEREAS, the Undersigned has developed certain inventions described in U.S. patent application titled:

INHIBITORS OF CYCLIN-DEPENDENT KINASES, COMPOSITIONS AND USES RELATED THERETO

filed on **December 17, 2002, U.S. Application No. 10/321284** and has full right to convey their entire interest, both legal and equitable, in and to said inventions free from all prior assignments, agreements, licenses, mortgages, security interests, or other encumbrances whatsoever; and

WHEREAS, **GPC Biotech AG**, ("ASSIGNEE"), a company having executive offices at Fraunhoferstraße 20, 82152 Martinsried/Munich, Germany, is desirous of acquiring the entire right, title and interest in and to said invention or inventions and any and all patents to be obtained therefor;

NOW, THEREFORE, in consideration of the sum of One Dollars (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Undersigned, each of the Undersigned hereby sells, assigns and transfers unto said ASSIGNEE, its successors and assigns, their entire right, title and interest in and to said invention or inventions, as described in the aforesaid application and all applications resulting therefrom, including any and all divisions, continuations, continuations in part, substitute applications, and reissues or extensions thereof; and all resulting patents.

AND the Undersigned hereby authorizes and requests the issuing authority to issue any and all patents on said application or applications to said ASSIGNEE or its successors and assigns; the Undersigned agree(s) that the attorney of record in said application shall hereinafter act on behalf of said ASSIGNEE.

AND, the Undersigned further agrees, without any further payment or compensation by said ASSIGNEE or its successors and assigns, to communicate to said ASSIGNEE, its representatives or agents or its successors and assigns, any facts relating to said invention or inventions including evidence for interference purposes or for other legal proceedings whenever requested; to testify in any interference or other legal proceedings, whenever requested; to execute and deliver, on request, all lawful papers required to make any of the foregoing provisions effective; and to generally do everything possible to aid said ASSIGNEE, its successors or assigns and nominees to secure, obtain and enforce proper patent protection for said invention or inventions in this or any foreign country.

GPC-185.1US


GPCI-P01-185

The undersigned hereby authorizes Ropes & Gray, of One International Place, Boston, MA 02110, to insert hereon any further identification information necessary or desirable for recordation of this document.

WITNESS my hand this 12th day of January, 2004.

By: 
Frank Becker

On this the 12th day of January, 2004, before me personally appeared Frank Becker, to me personally known, and known to me to be the person who signed the foregoing assignment, and acknowledged the signing of same as his free act and deed.


Witness

DAVID BANCROFT