

03-09-2004



FORM PTO-1595

(REV. 6-93)

OMB No. 0651-0011 (exp. 4/94)

102688226

ER SHEET

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

EXPRESS MAIL LABEL NO. EV260286589US

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

1. Name of conveying party(ies):

Dmitry Noraev

2-27-04

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

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

Name: Lehman Brothers Holdings, Inc.

Internal Address: _____

Street Address: 745 Seventh AvenueCity: New York State: NY ZIP: 10019

3. Nature of conveyance:

[X] Assignment [] Merger

[] Security Agreement [] Change of Name

[] Other _____

Execution Date(s): 02/16/04

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

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

10/789920

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

A. Patent Application No(s). 60/464,371

B. Patent No(s).

Additional numbers attached [] Yes [X] No

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

Name: DANIEL H. GOLUB

Internal Address: _____

Street Address: 1701 Market StreetCity: Philadelphia State: PA ZIP: 19103-2921

6. Total number of applications and patents involved: [1]

Total fee (37 C.F.R. § 3.41) \$ 40.00

[] check enclosed as part of the payment

[X] is authorized to be charged to deposit account

8. Deposit account number:

50-0310

(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.*Alison B. Weisberg

Name of Person Signing

Signature

Date

2/27/04

Total number of pages including cover sheet, attachments, and document: [3]

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments

Washington, D.C. 20231

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PATENT

REEL: 015051 FRAME: 0407

ASSIGNMENT

WHEREAS, I the undersigned inventor, whose post office address is set forth below, have invented and own a certain invention entitled:

METHOD FOR ANTI-DILUTION EQUITY PROTECTION WITH TERMINATION RIGHTS
for which a provisional application for Letters Patent of the United States was filed on April 22, 2003, and assigned serial number 60/464,371; and

WHEREAS, Lehman Brothers Holdings, Inc., having its principal place of business at 745 Seventh Avenue, New York, New York 10019 (hereinafter referred to as ASSIGNEE), is desirous of acquiring the entire interest in, to and under said invention and in, to and under said application and said Letters Patent or similar legal protection to be obtained therefor in the United States and in any and all foreign countries.

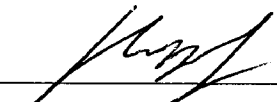
NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that for good and valuable consideration, I hereby sell, assign and transfer to ASSIGNEE the full and exclusive right, title and interest to said invention in the United States and its territorial possessions and in all foreign countries and to all Letters Patent or similar legal protection in the United States and its territorial possessions and in any and all foreign countries to be obtained for said invention by said application or any continuation, divisional, renewal, substitute or reissue thereof or any legal equivalent thereof in a foreign country for the full term or terms for which the same may be granted, including the right to claim priority thereto.

I HEREBY COVENANT that no assignment, sale, agreement or encumbrance has been or will be made or entered into which would conflict with this assignment and sale; and

I FURTHER COVENANT that ASSIGNEE will, upon its request, be provided promptly with all pertinent facts and documents relating to said application, said invention and said Letters Patent and legal equivalents in foreign countries as may be known and accessible to us and we will testify as to the same in any interference or litigation related thereto and will promptly execute and deliver to ASSIGNEE or its legal representative any and all papers, instruments or affidavits required to apply for, obtain, maintain, issue and enforce said application, said invention and said Letters Patent and said equivalents thereof in any foreign country which may be necessary or desirable to carry out the purposes thereof.

IN WITNESS WHEREOF, I have hereunto set hand and seal this 16 day of Feb, 2004.

Signature:



Name Printed:

Dmitry Noraev

Post Office Address:

25 Hickory Place, Apt. E10

Chatham, New Jersey 07928

Citizenship:

STATE OF

)

) ss.

COUNTY OF

)

BE IT KNOWN, that on this _____ day of _____, 2004, before me personally came Dmitry Noraev, to me known 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.