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PATENTS ONLY**

To the Director of the Patent and Trademark Office: Please record the attached documents or the new address(es) below.		Attorney Dkt. No.: 045600/308981
1. Name of conveying party(ies): Philip E. Hammer	2. Name and address of receiving party(ies): Athenix Corporation 2202 Ellis Road, Suite B Durham, NC 27703	
Additional name(s) of conveying party(ies) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
3. Nature of conveyance/ Execution Date(s): Execution Date(s) <u>May 1, 2006</u> <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Joint Research Agreement <input type="checkbox"/> Government Interest Assignment <input type="checkbox"/> Executive Order 9424, Confirmatory License <input type="checkbox"/> Other	Additional name(s) & address(es) attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>	
4. Application or patent number(s): A. Patent Application No.(s) <u>11/377,318</u> ; filed March 16, 2006 B. Patent No.(s) <input type="checkbox"/> This document is being filed together with a new application. Additional numbers attached? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>		
5. Name and address of party to whom correspondence concerning document should be mailed: ALSTON & BIRD LLP Bank of America Plaza 101 South Tryon Street, Suite 4000 Charlotte, NC 28280-4000	6. Total number of applications and patents involved: <u>1</u>	
	7. Total fee (37 CFR 1.21(h) & 3.41) <u>\$40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> None required (government interest not affecting title)	
	8. Deposit account number: <u>16-0605</u>	
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9. Statement and signature: <i>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.</i>		
Name of Person Signing: <u>W. Murray Spruill</u> Reg. No. <u>32,943</u>		Date: <u>6/2/06</u>
Total number of pages including cover sheet, attachments, and documents: <u>3</u>		
USPTO Fax Number for New Assignments (571) 273-0140		

CH \$40.00 160605 11377318

Attorney Docket No. 045600/308981

ASSIGNMENT - WORLDWIDE

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each undersigned inventor has sold and assigned, and by these presents hereby sells and assigns, unto

Athenix Corporation
2202 Ellis Road, Suite B
Durham, NC 27703

its successors and assigns, the entire right, title and interest, so far as concerns the United States and the Territories and Possessions thereof and all foreign countries in and to the invention in "**CIS-ACTING REGULATORY ELEMENTS FROM TRIPSACUM DACTYLOIDES**"

as set forth in this United States Patent Application

- executed concurrently herewith
- executed on
- Application No. 11/377,318; filed March 16, 2006
- Application claims priority from Application No. 60/662,293, filed March 16, 2005, all applications listed above being hereinafter referred to as the "application(s)";

said application for United States Letters Patent, including all divisional, renewal, substitute, continuation, nonprovisionals, continuation-in-parts, and Convention applications based in whole or in part upon said inventions or upon said applications, and any and all Letters Patent and reissues, reexaminations, and extensions of Letters Patent granted for said inventions or upon said applications and every priority right that is or may be predicated upon or arise from said inventions, said applications, and said Letters Patent; said Assignee being hereby authorized to file patent applications in any or all countries on any or all said inventions in the name of the undersigned or in the name of said Assignee or otherwise as said Assignee may deem advisable, under the International Convention or otherwise; the Commissioner of Patents and Trademarks of the United States of America being hereby authorized to issue or transfer all said Letters Patent to said Assignee in accordance herewith; this assignment being under covenant, not only that full power to make the same is had by the undersigned, but also that such assigned right is not encumbered by any grant, license, or other right theretofore given, and that the undersigned will do all acts reasonably serving to ensure that the said inventions, patent applications and Letters Patent shall be held and enjoyed by said Assignee as fully and entirely as the same could have been held and enjoyed by the undersigned if this assignment had not been made, and particularly to execute and deliver to said Assignee all lawful documents including petitions, specifications, oaths, assignments, invention disclaimers, declarations, and lawful affidavits in form and substance which may be requested by said Assignee, to furnish said Assignee with all facts relating to said inventions or the history thereof and any and all documents, photographs, models, samples or other physical exhibits which may embody said inventions, and to testify in any proceedings relating to said inventions, patent applications, and/or Letters Patent.

The undersigned hereby grant(s) an authorized representative of Assignee the power to insert in this Assignment any further identification that may be necessary or desirable to comply with the rules of the U.S. Patent and Trademark Office for recordation of this Assignment.

May 1, 2006
Date

Philip E. Hammer
Philip E. Hammer

State of NORTH CAROLINA)

County of Wake)

I, KARIS M. WIT, a Notary Public for said County and State, do hereby certify that Philip E. Hammer personally appeared before me this day and acknowledged the due execution of the foregoing instrument.

Witness my hand and official seal, this the 1st day of May, 2006.

(Official Seal)

Karis M. Wit
Notary Public

My commission expires 08-28-2006