PATENT ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT

CONVEYING PARTY DATA

Name	Execution Date
MT Technology, Inc. (formerly known as Mosaic Technologies, Inc.) through MMC/GATX Partnership No. 1 and TransAmerica Technology Finance Corporation	11/07/2001

RECEIVING PARTY DATA

Name:	Exact Sciences Corporation
Street Address:	100 Campus Drive
City:	Marlborough
State/Country:	MASSACHUSETTS
Postal Code:	01752

PROPERTY NUMBERS Total: 1

Property Type	Number
Application Number:	10888767

CH $40.00 10888767

CORRESPONDENCE DATA

Fax Number: (617)523-1231
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Email: gwilliam@goodwinprocter.com
Correspondent Name: Goodwin Procter LLP
Address Line 1: 53 State Street
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ATTORNEY DOCKET NUMBER:	EXT-061C1
NAME OF SUBMITTER:	Charlene A. Stern-Dombal

Total Attachments: 15
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Exhibit 1.4(a)

ASSIGNMENT OF PATENTS

WHEREAS, MT Technology, Inc., a Delaware corporation (f/k/a Mosaic Technologies, Inc.) having a principal business address at 303 Bear Hill Road, Waltham, Massachusetts ("MTT"), is the owner of the entire right, title and interest in and to a certain patents and patent applications identified in attached Schedule 1.1(a) (collectively, the "Patents and Patent Applications");

WHEREAS, MTT is indebted to MMC/GATX Partnership No. 1, a California general partnership, and TransAmerica Technology Finance Corporation (f/k/a TransAmerica Business Credit Corporation), a Delaware corporation (collectively, "Lenders"), which hold a security interest in substantially all of MTT's property, including the Patents and Patent Applications;

WHEREAS, MTT is currently in default of its obligations to the Lenders pursuant to the terms of a Loan and Security Agreement between the Lenders and MTT dated as of July 31, 2000;

WHEREAS, the Lenders are entitled to exercise their remedies under the Loan Agreement and applicable law, including a foreclosure sale of all or part of the Lenders' collateral, with the proceeds of such sale to be applied to the indebtedness of MTT to the Lenders;

WHEREAS, the Lenders wish to sell the Patents and Patent Applications; and

WHEREAS, EXACT Sciences Corporation, a Delaware corporation having a principal place of business at 63 Great Road, Maynard, Massachusetts ("EXACT"), desires to acquire the entire right, title and interest in and to the Patents and Patent Applications;

NOW, THEREFORE, for valuable consideration, the receipt of which is hereby acknowledged, the Lenders, through this foreclosure sale acknowledged and agreed to by MTT, do sell, assign, transfer and set over unto EXACT, its successors and assigns, its entire right, title and interest in and to the Patents and Patent Applications and any patents of the United States and all foreign countries which have been or shall be granted on any of the Patents or Patent Applications (collectively, "Other Patents"), or on any non-provisionals, divisionals, continuations, continuations-in-part, reissues, extensions, re-examinations or other applications based in whole thereon (collectively, "Patent Continuations") or claiming the benefit thereof; the same to be held and enjoyed by EXACT for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which said patents are or may be granted or reissued, as fully and entirely as the same would have been held and enjoyed by MTT, if this assignment and sale had not been made; together with all claims for damages by reason of past infringement of said patents, with the right to sue for such damages, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, to the extent the Lenders cannot, by virtue of said foreclosure sale, sell, assign, transfer or set over unto EXACT said Patents, Patent Applications, Other Patents, or Patent Continuations, MTT does hereby sell, assign, transfer and set over unto EXACT the same Patents, Patent Applications, Other Patents, and Patent Continuations, to be held and enjoyed by EXACT for its own use and enjoyment and for the use and enjoyment of its successors, assigns,

or other legal representatives, to the end of the term or terms for which they may be granted or reissued, as fully and entirely as the same would have been held and enjoyed by MTT, if this assignment and sale had not been made; together with all claims for damages by reason of past infringement of said patents, with the right to sue for such damages, and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns or other legal representatives.

AND, MTT agrees for itself and its successors and assigns, with EXACT and its successors and assigns, but at the expense and charge of EXACT, hereafter to execute all applications, amended specifications, deeds or other instruments, to provide all necessary assistance in prosecution (which shall include any appeal or interference procedures), and to do all acts necessary or proper, and to otherwise cooperate with EXACT in order to secure the transfer to EXACT and its successors and assigns of said Patents in the United States and all other countries, with specifications and claims to vest and confirm in EXACT and its successors and assigns, the legal title to all such patents and to otherwise give full effect to and perfect the rights of EXACT under this assignment.

AND, the Lenders and MTT do hereby authorize and request competent authorities to issue any Letters Patent as shall be granted upon said patent applications to EXACT and its successors and assigns. MTT hereby covenants that the Lenders have the full right to convey the entire interest herein assigned, and that neither it nor the Lenders have executed, and will not execute, any agreements inconsistent herewith.

IN WITNESS WHEREOF, the Lenders have caused this instrument to be executed by their duly authorized officers this 7th day of November, 2001.

LENDERS: MMC/GATX PARTNERSHIP NO. 1

By: GATX Financial Corporation (f/k/a GATX Capital Corporation), as general partner

By: _____
Name: Robert D. Pomeroy, Jr.
Title: ~~Senior~~ Vice President

TRANSAMERICA TECHNOLOGY FINANCE CORPORATION

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Lenders have caused this instrument to be executed by their duly authorized officers this 7th day of November, 2001.

LENDERS: MMC/GATX PARTNERSHIP NO. 1

By: GATX Financial Corporation (f/k/a GATX Capital Corporation), as general partner

By:_____
Name:
Title:

TRANSAMERICA TECHNOLOGY FINANCE CORPORATION

By: Allen M. Sailer
Name: Allen M. Sailer
Title: Vice President

ACKNOWLEDGED AND AGREED:

MT TECHNOLOGY, INC.

By: _____

Title: DIETER J SCHULZ
DIRECTOR

State of Massachusetts)

County of Middlesex) ss

On this 6th day of November, 2001 before me appeared D J Schulz, to me personally known who, being duly sworn, did depose and say that he is the Director of MT Technology, Inc., the corporation named in and which executed the foregoing instrument; and that said instrument was signed on behalf of said corporation; and said _____ acknowledged said instrument to be the free and authorized act and deed of said corporation.

_____
Notary Public
My Commission Expires: 9/23/2005

(5)

Schedule 1.1(a)

Pending or Issued Patents and Patent Applications:

Patent/Application Number	Country	Product	Status
08/971,845	United States	Hybrigel	Filed August 8, 1997
98922318.5	Europe	Hybrigel	Filed May 15, 1998
730491	Australia	Hybrigel	Granted June 21, 2001 (74894/98, filed on May 15, 1998)
2,289,925	Canada	Hybrigel	Filed May 15, 1998
10549576	Japan	Hybrigel	Filed May 15, 1998
Number not yet assigned (European Phase Filing of PCT/US00/04939)	Europe	Hybrigel	Filed February 25, 2000
Number not yet assigned (Australian Phase Filing of PCT/US00/04939)	Australia	Hybrigel	Filed February 25, 2000
Number not yet assigned (Canadian Phase Filing of PCT/US00/04939)	Canada	Hybrigel	Filed February 25, 2000
2000601207	Japan	Hybrigel	Filed February 25, 2000
09/939,275	United States	Hybrigel	Filed August 24, 2001; continuation of 09/259,467
6,251,660	United States	Blood Sample Testing Apparatus and Methods of Use Thereof	Issued June 26, 2001 (09/200,126, filed on November 25, 1998)
98960365.9 (European Phase Filing of PCT/US98/24918)	Europe	Blood Sample Testing Apparatus and Methods of Use Thereof	Filed November 25, 1998
2311501	Canada	Blood Sample Testing	Filed November 25, 1998

		Apparatus and Methods of Use Thereof	
09/206,173	United States	Slotted gels for user-customizable Hybrigel Applications	Filed December 4, 1998
99909853.6	Europe	Reversible Affinity Electrophoresis	Filed March 3, 1999
2322975	Canada	Reversible Affinity Electrophoresis	Filed March 3, 1999
2000534862	Japan	Reversible Affinity Electrophoresis	Filed March 3, 1999
6,214,187	United States	Gradient Affinity Electrophoresis	Issued April 10, 2001 (09/336,228, filed on June 18, 1999)
09/707,119	United States	Gradient Affinity Electrophoresis	Filed November 6, 2000; continuation of 09/336,228 and US Patent No. 6,214,187
99930343.1	Europe	Gradient Affinity Electrophoresis	Filed June 18, 1999
2331767	Canada	Gradient Affinity Electrophoresis	Filed June 18, 1999
2000554885	Japan	Gradient Affinity Electrophoresis	Filed June 18, 1999
Number not yet assigned (European Phase Filing of PCT/US00/08773)	Europe	Method for Detection of Microorganisms	Filed November 2, 2001 (effective filing date: March 31, 2000)
Number not yet assigned (Australian Phase filing of PCT/US00/08773)	Australia	Method for Detection of Microorganisms	Filed November 2, 2001 (effective filing date: March 31, 2000)

Number not yet assigned (Canadian Phase Filing of PCT/US00/08773)	Canada	Method for Detection of Microorganisms	Filed March 31, 2000
Number not yet assigned (Japanese Phase Filing of PCT/US00/08773)	Japan	Method for Detection of Microorganisms	Filed March 31, 2000
09/968,282 (United States Phase Filing of PCT/US00/08773)	United States	Method for Detection of Microorganisms	Filed October 1, 2001
Number not yet assigned (European Phase Filing of PCT/US00/08529)	Europe	Method Using Adapter Probes	Filed November 2, 2001 (effective filing date: March 31, 2000)
Number not yet assigned (Australian Phase Filing of PCT/US00/08529)	Australia	Method Using Adapter Probes	Filed November 2, 2001 (effective filing date: March 31, 2000)
Number not yet assigned (Canadian Phase Filing of PCT/US00/08529)	Canada	Method Using Adapter Probes	Filed March 31, 2000
Number not yet assigned (Japanese Phase Filing of PCT/US00/08529)	Japan	Method Using Adapter Probes	Filed March 31, 2000
09/968,084 (United States Phase Filing of PCT/US00/08529)	United States	Method Using Adapter Probes	Filed October 1, 2001
09/513,381	United States	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000
00915860.1 (European Phase Filing of PCT/US00/04771)	Europe	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000

Number not yet assigned (Australian Phase Filing of PCT/US00/04771)	Australia	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000
Number not yet assigned (Canadian Phase Filing of PCT/US00/04771)	Canada	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000
Number not yet assigned (Japanese Phase Filing of PCT/US00/04771)	Japan	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000
09/766,880	United States	Methods/Assay Devices Optimized for Rapid Probe Diagnostics	Filed January 19, 2001
PCT/US01/01963	International Filing	Methods/Assay Devices Optimized for Rapid Probe Diagnostics	Filed January 19, 2001
09/336,609	United States	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
99928796.4 (European Phase Filing of PCT/US99/13799)	Europe	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
2330732 (Canadian Phase Filing of PCT/US99/13799)	Canada	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
2000554886 (Japanese Phase Filing of PCT/US99/13799)	Japan	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
6,238,927	United States	Reverse Displacement	Issued May 29, 2001 (09/411,777

		Assay for Detection of Nucleic Acid Sequences	filed on October 4, 1999)

Expired, Inactive, Lapsed, or Otherwise Abandoned Patents and Patent Applications

Patent/Application Number	Country	Product	Status
60/046,708	United States	Hybrigel	Filed May 16, 1997
PCT/US98/09952 WO98/51823	International Filing	Hybrigel	Filed May 15, 1998
PCT/US00/04939 WO00/50644	International Filing	Hybrigel	Filed February 25, 2000; continuation-in-part of 60/046,708 and 08/971,845
09/259,467	United States	Hybrigel	Filed February 26, 1999; continuation-in-part of 60/046,708 and 08/971,845
60/066,508	United States	Blood Sample Testing Apparatus and Methods of Use Thereof	Filed November 25, 1997
PCT/US98/24918	International Filing	Blood Sample Testing Apparatus and Methods	Filed November 25, 1998

WO99/26724		of Use Thereof	
1597599 **(MTT abandoned) (Australian Phase Filing of PCT/US98/24918)**	Australia	Blood Sample Testing Apparatus and Methods of Use Thereof	Filed November 25, 1998
(MTT abandoned) (Japanese Phase Filing of PCT/US98/24918)	Japan	Blood Sample Testing Apparatus and Methods of Use Thereof	Filed November 25, 1998
60/067,556	United States	Slotted gels for user-customizable Hybrigel Applications	Filed December 5, 1997
PCT/US98/25780 WO99/30145	International Filing	Slotted gels for user-customizable Hybrigel Applications	Filed December 4, 1998
60/076,614	United States	Reversible Affinity Electrophoresis	Filed March 3, 1998
09/261,363	United States	Reversible Affinity	Filed March 3, 1999

		Electrophoresis	
PCT/US99/04849 WO99/45374	International Filing	Reversible Affinity Electrophoresis	Filed March 3, 1999
2896399 **(MTT abandoned)** **(Australian Phase Filing of PCT/US99/04849)**	Australia	Reversible Affinity Electrophoresis	Filed March 3, 1999
60/089,788	United States	Gradient Affinity Electrophoresis	Filed June 18, 1998
PCT/US99/13649 WO99/66078	International Filing	Gradient Affinity Electrophoresis	Filed June 18, 1999
4689899 **(MTT abandoned)** **(Australian Phase Filing of PCT/US99/13649)**	Australia	Gradient Affinity Electrophoresis	Filed June 18, 1999
09/286,091	United States	Method for Detection of	Filed April 2, 1999; continuation-

		Microorganisms	in-part of "Basic Hybrigel Applications"
PCT/US00/08773 WO00/60120	International Filing	Method for Detection of Microorganisms	Filed March 31, 2000
09/285,380	United States	Method Using Adapter Probes	Filed April 2, 1999
PCT/US00/08529 WO00/60118	International Filing	Method Using Adapter Probes	Filed March 31, 2000
60/121,836	United States	Devices Comprising Immobilized Capture Probes	Filed February 26, 1999
PCT/US00/04771 WO00/50870	International Filing	Devices Comprising Immobilized Capture Probes	Filed February 25, 2000
60/176,839	United States	Methods/Assay Devices Optimized for Rapid	Filed January 19, 2000

		Probe Diagnostics	
PCT/US99/13779 WO99/66079	International Filing	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
60/090,063	United States	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 19, 1998
(MTT abandoned) (Australian Phase Filing of PCT/US99/13779)	Australia	Hybridization Assays and Probes Utilizing Signal Recognition Particle RNA Targets	Filed June 18, 1999
PCT/US99/23035 WO00/20643	International Filing	Reverse Displacement Assay for Detection of Nucleic Acid Sequences	Filed October 4, 1999
60/103,075	United States	Reverse Displacement Assay for Detection of Nucleic Acid Sequences	Filed October 5, 1998