

# PATENT ASSIGNMENT

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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT
<b>CONVEYING PARTY DATA</b>	
<b>Name</b>	<b>Execution Date</b>
Genzyme Corporation	02/24/2009
<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Callisto Pharmaceuticals, Inc.
<b>Street Address:</b>	420 Lexington Avenue, Suite 1609
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10170
<b>PROPERTY NUMBERS Total: 7</b>	
<b>Property Type</b>	<b>Number</b>
Application Number:	07244229
Application Number:	08138178
Application Number:	08277456
Application Number:	08679480
Application Number:	08779418
Application Number:	08981928
Application Number:	08981929
<b>CORRESPONDENCE DATA</b>	
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OP \$280.00 07244229

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**PATENT**  
**REEL: 022631 FRAME: 0665**

ATTORNEY DOCKET NUMBER:	33357-500
NAME OF SUBMITTER:	Jennifer L. Loebach
Total Attachments: 3 source=Genzyme to Callisto#page1.tif source=Genzyme to Callisto#page2.tif source=Genzyme to Callisto#page3.tif	

## ASSIGNMENT

THIS ASSIGNMENT, by **Genzyme Corporation**, a corporation duly organized under and pursuant to the laws of Massachusetts and having its principal place of business at 500 Kendall Street, Cambridge, Massachusetts 02142 (hereinafter referred to as the assignor), witnesseth:

WHEREAS, said assignor is the sole and exclusive owner by assignment of the inventions described and claimed in the U.S. Patents and applications for Letters Patent of the United States the Patent and application serial numbers of which are listed on Exhibit A, attached hereto; and

WHEREAS, **Callisto Pharmaceuticals, Inc.**, a corporation duly organized under and pursuant to the laws of Delaware and having its principal place of business at 420 Lexington Avenue, Suite 1609, New York, New York 10170 (hereinafter referred to as the assignee) is desirous of acquiring the entire right, title and interest in and to said inventions and any application for Letters Patent claiming priority thereto, and in and to any Letters Patent or Patents, United States or foreign, to be obtained therefor and thereon:

NOW, THEREFORE, for good and sufficient consideration, the receipt of which is hereby acknowledged, said assignor hereby ratifies and confirms that it has sold, assigned, transferred and set over, and by these presents further does sell, assign, transfer and set over, unto said assignee, its successors, legal representatives and assigns, the entire right title and interest in and to the above-mentioned inventions, application for Letters Patent, and any and all Letters Patent or Patents in the United States of America and all foreign countries which may be granted therefor and thereon, and in and to any and all divisions, continuations and continuations-in-part of said application, or reissues or extensions of said Letters Patent or Patents, and all rights under the International Convention for the Protection of Industrial Property, the same to be held and enjoyed by said assignee, for its own use and the use of its successors, legal representatives and assigns, to the full end of the term or terms for which Letters Patent or Patents may be granted, as fully and entirely as the same would have been held and enjoyed by the assignor, had this sale and assignment not been made.

AND for the same consideration, said assignor hereby covenants and agrees to and with said assignee its successors, legal representatives and assigns, that, at the time of execution and delivery of these presents, said assignor is the sole and lawful owner of the entire right, title and interest in and to said inventions and the application for Letters Patent above-mentioned, and that the same are unencumbered and that said assignor has good and full right and lawful authority to sell and convey the same in the manner herein set forth.

AND for the same consideration, said assignor hereby covenants and agrees to and with said assignee, its successors, legal representatives and assigns, that said assignor will, whenever counsel of said assignee, or the counsel of its successors, legal representatives and assigns, shall advise that any proceeding in connection with said inventions, or said application for Letters Patent, or any proceeding in connection with Letters Patent for said inventions in any country, including interference proceedings, is lawful and desirable, or that any division, continuation or continuation-in-part of any application for Letters Patent or any reissue or extension of any Letters Patent, to be obtained thereon, is lawful and desirable, sign all papers and documents, take all lawful oaths, and do all acts necessary or required to be done for the procurement and maintenance of Letters Patent

for said inventions, without charge to said assignee, its successors, legal representatives and assigns, but at the cost and expense of said assignee, its successors, legal representatives and assigns.

AND said assignor hereby requests the Commissioner of Patents to issue said Letters Patent of the United States to said assignee as the assignee of said inventions and the Letters Patent to be issued thereon for the sole use of said assignee, its successors, legal representatives and assigns.

Assignor hereby grants to the law firm of Mintz Levin Cohn Ferris Glovsky and Popeo the power and authority to insert in this Assignment any further identification which may be necessary to comply with the rules of the U.S. Patent and Trademark Office for recordation of this assignment.

**Genzyme Corporation**

24 Feb 2009  
Date

By: Bart G. Newland

Name:  
Bart G. Newland \_\_\_\_\_

Title: \_\_\_\_\_  
Vice President, Intellectual Property  
Genzyme Corporation \_\_\_\_\_

**EXHIBIT A**

The patents and applications that are being assigned from **Genzyme Corporation** to **Callisto Pharmaceuticals, Inc.** are:

Application No.	Patent No.	Filing/Issue Date	Title
07/244,229	4,963,557	10/16/1990	IMMUNOMODULATORY AZASPIRANES
08/138,178	5,602,166	2/11/1997	CYTOKINE INHIBITORS
08/277,456	5,591,748	1/7/1997	IMMUNOMODULATORY AZASPIRANES
08/679,480	5,744,495	4/28/1998	N, N-DIETHYL-8,8-DIPROPYL-2-AZASPIRO [4,5] DECANE-2-PRORANAMINE
08/779,418	5,900,430	5/4/1999	CYTOKINE INHIBITORS
08/981,928	5,939,450	8/17/1999	M,N-DIMETHYL-8,8-DIPROPYL-2-AZASPIRO[4,5] DECANE-2-PROPANAMINE DIMALEATE
08/981,929	5,952,365	9/14/1999	2-2-(DIMETHYLAMINO) ETHYL-8,8-DIPROPYL-2-AZASPIRO 4,5 DECANE DIMALEATE