

03-01-2002



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

1. Name of conveying party(ies):
Johnson & Johnson

2-19-02

2. Name and address of receiving party(ies):
Name: ImClone Systems Incorporated
Internal Address:
Street Address: 180 Varick Street, 6th Floor
City: New York State: New York
Zip: 10014

Individual(s) Association
General Partnership Limited Partnership

Corporation-State New Jersey
Other

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Consent Document

Individual(s) citizenship _____
Association _____
General Partnership _____
Limited Partnership _____
 Corporation-State Delaware
Other _____

Execution Date: January 24, 2002

If assignee is not domiciled in the United States, a domestic Representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):
A. Trademark Application No(s).
B. Trademark Registration No(s). 2,103, 837

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Robert M. Kunstadt
Internal Address: R. Kunstadt, P.C.
Street Address: 729 Seventh Ave., New York, NY 10019

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41)..... \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

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

02/28/2002 TDIAZ1 00000100 2103837
01 FC:481 40.00 DP

DO NOT USE THIS SPACE

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.

Robert M. Kunstadt
Name of Person Signing

[Signature]
Signature

2/1/02
Date

Total number of pages including cover sheet, attachments, and document: 2

January 24, 2002

Commissioner of Patents and Trademarks
Washington, D.C. 20231

Dear Sir/Madam:

Johnson & Johnson ("J&J") is the owner of U.S. Trademark Registration No. 2103837 IMUCLONE. J&J and ImClone Systems Incorporated ("ImClone Systems") hereby agree that no likelihood of confusion or other conflict will arise from ImClone Systems' using and/or registering the trademarks set out in the Schedule below:

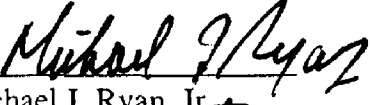
App. No.	Mark
76217093	IMCLONE
76217092	IMCLONE SYSTEMS
76217095	IMCLONE SYSTEMS INCORPORATED

Both parties acknowledge that given the dissimilarities in the parties' marks, the nature of the goods on which the parties' marks are used, the sophisticated purchasers to which they are marketed and the channels of trade in which the parties' goods are sold, it is extremely unlikely that the general public or the trade will confuse the source of the respective goods of the parties.

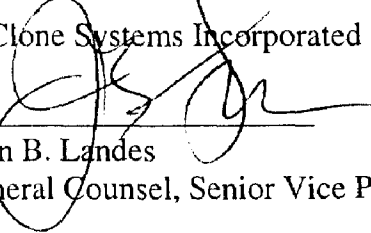
Although both parties acknowledge that confusion is highly unlikely to occur, if either party learns of any instances of actual confusion, both parties shall confer in good faith and shall take whatever steps they may deem necessary or appropriate to avoid any likelihood of trade and/or consumer confusion involving their trademarks.

Respectfully submitted,

Johnson & Johnson

by 
Michael J. Ryan, Jr.
Title: *Assistant Secretary*

ImClone Systems Incorporated

by 
John B. Landes
General Counsel, Senior Vice President