

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/22/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bioenvision, Inc.		10/22/2007	CORPORATION:

RECEIVING PARTY DATA

Name:	Genzyme Corporation
Street Address:	500 Kendall Street
City:	Cambridge
State/Country:	MASSACHUSETTS
Postal Code:	02142
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Serial Number:	78836411	ABETAFEN
Serial Number:	78544073	VELOSTAN
Serial Number:	78510598	MODRASTANE
Serial Number:	78791067	B
Serial Number:	78585621	SUVACLO
Serial Number:	78585623	SUVUS
Serial Number:	78812263	SUVUS
Serial Number:	78585618	EVOLTRA
Registration Number:	3121124	BIOENVISION

CORRESPONDENCE DATA

Fax Number: (508)872-5415
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: linda.leontie@genzyme.com

CH \$240.00 78836411

Correspondent Name: Richard D. Allison
Address Line 1: 15 Pleasant Street Connector
Address Line 2: Legal Department
Address Line 4: Framingham, MASSACHUSETTS 01701

NAME OF SUBMITTER:	Richard D. Allison
Signature:	/rda/
Date:	03/03/2008

Total Attachments: 8

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WICHITA BIO CORPORATION

Action by Written Consent of Sole Stockholder
In Lieu of a Meeting of Stockholders

October ~~21~~, 2007

The undersigned, being the sole holder of the capital stock of Wichita Bio Corporation, a Delaware corporation (the "Company"), hereby adopts the following resolutions by written consent in lieu of calling and holding a meeting of the stockholders, as authorized by Section 228 of the General Corporation Law of the State of Delaware (the "DGCL"):

WHEREAS, the Company desires to merge with and into Bioenvision, Inc., a Delaware corporation pursuant to the provisions of Section 251 of the DGCL (the "Merger") and the terms and conditions of the Agreement and Plan of Merger, dated as of May 29, 2007 (as amended, the "Merger Agreement"), by and among Bioenvision, Inc., this Corporation and Genzyme Corporation ("Genzyme"), a Massachusetts corporation;

WHEREAS, the Board of Directors of the Company previously considered and approved the Merger, the Merger Agreement, and the transactions contemplated thereby;

WHEREAS, Genzyme previously considered and approved the Merger, the Merger Agreement, and the transactions contemplated thereby; and

WHEREAS, Genzyme, as sole stockholder of the Company, now wishes to reaffirm its approval of the Merger, the Merger Agreement, and the transactions contemplated thereby, and to direct the Company to consummate the Merger in accordance with Section 251 of the DGCL;

NOW THEREFORE, BE IT RESOLVED, that the Merger, the Merger Agreement, and the transactions contemplated thereby be, and hereby are, approved in all respects;

FURTHER RESOLVED, that the appropriate officers of the Company at the time in office (each an "Authorized Officer") acting singly be, and each hereby is, authorized and directed to prepare, sign, and file, or cause to be filed, on behalf of and in the name of the Company, with any applicable federal, state or foreign country regulatory or supervisory body, all disclosure documents, filings, reports, registrations, schedules, applications, requests for approval, consents, interpretations or other determinations, notices, and other information and documents, and any amendments, modifications or supplements thereto, as may be necessary or appropriate in the judgment of such Authorized Officer, with the advice of counsel, in connection with any of the Merger, the Merger Agreement, the transactions contemplated by the Merger Agreement or the foregoing resolutions;

FURTHER RESOLVED, that each Authorized Officer acting singly be, and each hereby is, authorized and directed to prepare, sign, and deliver, or cause to be delivered, on behalf of and in the name of the Company, all such other documents, instruments, receipts, and agreements, and to take or cause to be taken all such other actions, as may be necessary or appropriate in the

judgment of such Authorized Officer, in connection with any of the Merger, the Merger Agreement, the transactions contemplated thereby or the foregoing resolutions; and

FURTHER RESOLVED, that any and all actions previously done or approved (or caused to be done or approved) by any Authorized Officer on behalf or in the name of the Company in connection with the the Merger, the Merger Agreement, the transactions contemplated thereby or the foregoing resolutions be, and hereby are, ratified and approved in all respects.

[Remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has duly executed this written consent as of the date first written above.

GENZYME CORPORATION

By: 

Name: Peter Wirth

Title: Executive Vice President, Chief Legal
Officer and Secretary

TRADEMARK

REEL: 003730 FRAME: 0243

3. Post-Merger: Board of Directors Resolutions for Bioenvision, Inc.

BIOENVISION, INC.

Action by Unanimous Written Consent of Directors
In Lieu of a Meeting of Directors

October 23, 2007

The undersigned, being all the directors of Bioenvision, Inc., a Delaware corporation (this "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt by this written consent the following resolutions in lieu of a meeting of directors:

Officers

RESOLVED: That this Board of Directors hereby ratifies, approves and adopts the appointment of each of the following persons to the office or offices set forth opposite his or her name to serve in accordance with the By-Laws of this Corporation:

Chief Executive Officer:	Henri A. Termeer
President:	Earl M. Collier, Jr.
Vice President	Mark Enyedy
Vice President & Treasurer:	Michael S. Wyzga
Vice President & Secretary:	Peter Wirth
Assistant Treasurer:	Gail F. Sullivan
Assistant Secretary:	Joanne M. Vasily-Cioffi
Assistant Secretary:	Thomas Beetham

Delisting of Common Stock, Ceasing to be a Reporting Issuer

RESOLVED: That the delisting of the Corporation's common stock, par value \$0.001 per share (the "Common Stock"), from The Nasdaq Global Market effective as of October 5, 2007, is hereby authorized and approved.

RESOLVED: That the officers of the Corporation be, and each of them acting singly hereby is, authorized and directed in the name and on the behalf of the Corporation to cause the Corporation to prepare, execute, and file with the Securities and Exchange Commission any and all filings in connection with the acquisition of the Corporation by Genzyme Corporation and the delisting and deregistration of the Common Stock, including filings on Form 15, Form 25, Form 8-K and amendments to registration statements on Forms S-3 and S-8, to take all steps necessary to ensure that the Corporation's Common Stock is delisted from The Nasdaq Global Market, and to take any and all such further action in connection therewith as such officer or officers may deem necessary or desirable.

Bank Accounts

RESOLVED: That each of the Chief Executive Officer, President, Treasurer, and Assistant Treasurer is authorized to designate from time to time any one or more banks or trust companies as a depository in which funds of the Corporation may be deposited, and to authorize and direct any depository holding the funds of the Corporation to pay or otherwise honor checks, drafts and other instruments for the payment of money when signed manually or by facsimile by the Chief Executive Officer, Assistant Treasurer or Treasurer (the "Authorized Signatories") or by any other person or persons designated in writing, by name or by title, by an Authorized Signatory (each a "Designee"), subject to such limitations as may be prescribed by an Authorized Signatory. Any such depository is also authorized and directed to honor wire transfer or electronic funds transfer orders given by an Authorized Signatory or a Designee, subject to such limitations as may be prescribed by them. Any resolution or resolutions required by any depository to establish a corporate bank account pursuant to this vote shall be deemed to have been adopted at the time this vote is adopted and may be so certified by the Secretary or any Assistant Secretary. Copies of all such resolutions shall be filed with the records of the actions of members of the Corporation.

Brokerage Accounts

RESOLVED: That each of the Chief Executive Officer, President, Treasurer, and Assistant Treasurer is authorized to establish from time to time on behalf of the Corporation accounts with any one or more brokerage firms or financial institutions for the purpose of purchasing or otherwise acquiring, selling, possessing, exchanging or otherwise disposing of, and generally dealing in and with any and all forms of securities, provided such authorization shall not include the opening of margin accounts or the making of short sales; and that each of the Chief Executive Officer, Assistant Treasurer and Treasurer is granted full authority to take any action with respect to such account and to authorize and direct any such firm or financial institution to honor instructions related to such account when signed manually or by facsimile by the Chief Executive Officer or Treasurer or by any other person or persons designated in writing, by name or title, by such officer, subject to such limitations as may be prescribed by the officer. Any resolution or resolutions required by any brokerage firm or financial institution to establish such an account pursuant to this vote shall be deemed to have been adopted at the time this vote is adopted and may be so certified by the Secretary or Assistant Secretary. Copies of all such resolutions shall be filed with the records of the meetings of directors.

General Authorization & Ratification

RESOLVED: That the appropriate officers of this Corporation at the time in office acting singly be, and each hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver any and all agreements, instruments, documents and

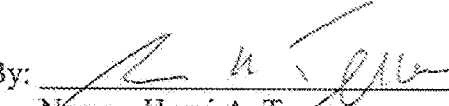
General Authorization & Ratification


RESOLVED: That the appropriate officers of this Corporation at the time in office acting singly be, and each hereby is, authorized in the name and on behalf of the Corporation, to execute and deliver any and all agreements, instruments, documents and certificates, and to take any and all actions, which they or any of them may determine to be necessary, appropriate or desirable in connection with the foregoing resolutions; and that the execution and delivery of such agreements, instruments, documents and certificates, and the taking of any such action, by such officer or officers shall be conclusive evidence of his, her or their determination and approval and of the due authorization and approval by the Board.

RESOLVED: That all actions previously taken by the officers and directors of this Corporation in connection with the actions contemplated by these resolutions are hereby adopted, ratified, confirmed and approved in all respects.

[Remainder of this page intentionally left blank.]

This consent may be executed in one or more counterparts and shall be filed with the minutes of the meetings of the Board of Directors of this Corporation and shall be treated for all purposes as action taken at a meeting.

By: 
Name: Henri A. Tenmeer
Title: Director

By: 
Name: Peter Wirth
Title: Director