

ORE PHARMACEUTICAL HOLDINGS INC. (ORXE)

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S-8 POS

Post-effective amendment to a S-8 registration statement
Filed on 11/16/2009



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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8 REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ORE PHARMACEUTICAL HOLDINGS INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of incorporation or organization)

27-1088078
(I.R.S. Employer Identification No.)

610 Professional Drive, Suite 101
Gaithersburg, Maryland 20879
(Address of Principal Executive Offices) (Zip Code)

1997 Equity Incentive Plan
1997 Non-Employee Directors' Stock Option Plan
(Full Title of the Plan)

Mark J. Gabrielson
President and Chief Executive Officer
610 Professional Drive, Suite 101
Gaithersburg, Maryland 20879
(240) 361-4400
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:

Ariel Vannier, Esquire
Eric R. Smith, Esquire
Venable LLP
575 7th St., N.W.
Washington, D.C. 20004

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (the "Post-Effective Amendment") to Form S-8 Registration Statement Nos. 333-53083, 333-80931, 333-44562, 333-92080, 333-107096, and 333-127190 (the "Registration Statements") filed with the Securities and Exchange Commission (the "Commission") on May 20, 1998, June 17, 1999, August 25, 2000, July 8, 2002, July 16, 2003, and August 4, 2005, respectively, is being filed pursuant to Rule 414 of the Securities Act of 1933, as amended (the "Securities Act"), in connection with the corporate reorganization (the "Reorganization") of Ore Pharmaceuticals Inc. ("Ore") as described in the proxy statement/prospectus on Form S-4 filed by Ore on September 9, 2009. In the Reorganization, which was approved by Ore's stockholders on October 20, 2009, Ore became a wholly owned subsidiary of the Registrant and each share of common stock of Ore was converted automatically into the right to receive one share of common stock of the Registrant.

In accordance with Rule 414 under the Securities Act, the Registrant, as the successor issuer to Ore, hereby expressly adopts the Registration Statements related to Ore's 1997 Equity Incentive Plan (the "Equity Incentive Plan") and Ore's 1997 Non-Employee Directors' Stock Option Plan (the "Directors' Plan," and, together with the Equity Incentive Plan, the "Prior Plans"), as well as the Prior Plans, as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended.

PART I

Documents containing the information specified in Part I of this Form S-8 have been and/or will be sent or given to employees as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions to Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the "Commission") either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute the prospectus as required by Section 10(a) of the Securities Act.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by Ore or by the Registrant as successor to Ore (collectively, the "Company") are incorporated herein by reference to the extent such documents are filed, not furnished: (a) the Company's Annual Report on Form 10-K and Form 10-K/A for the fiscal year ended December 31, 2008 filed with the Commission on March 17, 2009 and April 30, 2009, respectively; (b) the Company's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2009, filed with the Commission on May 15, 2009, for the quarter ended June 30, 2009, filed with the Commission on August 14, 2009, and for the quarter ended September 30, 2009, filed with the Commission on November 13, 2009; (c) the Company's Current Reports on Form 8-K filed with the Commission on January 15, 2009, March 3, 2009, April 10, 2009, May 28, 2009, June 29, 2009, July 21, 2009, July 27, 2009, August 6, 2009, August 17, 2009, August 19, 2009, August 20, 2009, September 9, 2009, September 10, 2009, September 18, 2009, and October 21, 2009; and (d) the description of the Company's Common Stock contained in the Company's Registration Statement on Form S-4 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") filed with the Commission on August 14, 2009, including any amendment or report filed to update the description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the filing of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with this Registration Statement will be passed upon for the Registrant by Venable LLP, Baltimore, Maryland.

Item 6. Indemnification of Directors and Officers.

Under Section 145 of the Delaware General Corporation Law, or the DGCL, a Delaware corporation may indemnify any persons who were, are or are threatened to be made, parties to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation), by reason of the fact that such person is or was an officer, director, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. A Delaware corporation may indemnify any persons who are, were or are threatened to be made, a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reasons of the fact that such person was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation's best interests, provided that no indemnification is permitted without judicial approval if the officer, director, employee or agent is adjudged to be liable to the corporation. Where an officer, director, employee or agent is successful on the merits or otherwise in the defense of any action referred to above, the corporation must indemnify him against the expenses which such officer or director has actually and reasonably incurred.

The Registrant's certificate of incorporation and bylaws include provisions to (i) eliminate the personal liability of its directors for monetary damages resulting from breaches of their fiduciary duty to the extent permitted by Section 102(b)(7) of the DGCL, (ii) require the Registrant to indemnify its directors and executive officers to the fullest extent permitted by Section 145 of the DGCL, including circumstances in which indemnification is otherwise discretionary, and (iii) permit the Registrant to indemnify its other officers, employees and other agents as set forth in the DGCL. The Registrant believes that these provisions are necessary to attract and retain qualified persons as directors and officers. These provisions do not eliminate the directors' duty of care, and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under the DGCL. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Registrant, for acts or omissions not in good faith or involving intentional misconduct or knowing violations of law, for acts or omissions that the director believes to be contrary to the best interests of the Registrant or its stockholders, for any transaction from which the director derived an improper personal benefit, for acts or omissions involving a reckless disregard for the director's duty to the Registrant or its stockholders when the director was aware or should have been aware of a risk of serious injury to the Registrant or its stockholders, for acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the Registrant or its stockholders, for improper transactions between the director and the Registrant and for improper distributions to stockholders and loans to directors and officers. The provision also does not affect a director's responsibilities under any other law, such as the federal securities law or state or federal environmental laws.

The Registrant has entered into indemnity agreements with each of its directors and executive officers (each an "Indemnitee"). Provided that the Indemnitee acted in good faith and in a manner Indemnitee reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to a criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful, these agreements require the Registrant to indemnify an Indemnitee with respect to any proceeding, whether actual or threatened, to which the Indemnitee may be made a party or a witness by reason of his or status as a present or former director, officer, employee or agent of the Registrant or as a director, trustee, officer, partner, manager, managing member, fiduciary, employee or agent of any other foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise that the Indemnitee is or was serving in such capacity at the request of the Registrant against the following: (i) all judgments, penalties, fines and amounts paid in settlement and all expenses actually and reasonably incurred by the Indemnitee or on his or her behalf in connection with a direct (not a derivative) proceeding by a shareholder or by a third party; and (ii) against all amounts paid in settlement and all expenses actually and reasonably incurred by the Indemnitee or on his or her behalf in connection with a proceeding, by the Registrant or on its behalf (a derivative claim), unless the Indemnitee has been adjudged to be liable to the Registrant. The Registrant is also required to indemnify an Indemnitee who is successful in the defense of a proceeding be indemnified against all reasonable expenses. The Registrant is also required to advance all reasonable expenses incurred by an Indemnitee within ten days after the receipt by the Registrant of a statement from the Indemnitee requesting the advance provided the statement (a) details the expenses and (b) is preceded or accompanied by an undertaking by or on behalf of the Indemnitee to repay the amount if it is ultimately determined that the Indemnitee is not entitled to be indemnified. The agreements also provide for indemnification of, and advance of expense to, an Indemnitee who, although not a party to the proceeding, is made a witness to or is otherwise asked to participate in a proceeding. The indemnification agreements set forth certain procedures that will apply in the event of a claim for indemnification thereunder.

At present, there is no pending litigation or proceeding involving a director, officer or key employee of the Registrant as to which indemnification is being sought nor is the Registrant aware of any threatened litigation that may result in claims for indemnification by any officer or director.

The Registrant has an insurance policy covering the officers and directors of the Registrant with respect to certain liabilities, including liabilities arising under the Securities Act or otherwise.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 4.1 – 1997 Equity Incentive Plan (incorporated by reference to the Registrant's Proxy Statement on Form DEF 14A, filed with the SEC on April 24, 2006).
- 4.2 – 1997 Non-Employee Directors' Stock Option Plan (incorporated by reference to the Exhibit 10.6 to the Registrants Current Report on Form 8-K, filed with the Commission on June 6, 2005).
- 5.1 – Opinion of Venable LLP (filed herewith).
- 23.1 – Consent of Ernst & Young LLP (filed herewith).
- 23.2 – Consent of Venable LLP (included in Exhibit 5.1).
- 24.1 – Power of Attorney (filed herewith).

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to the Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from the registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on November 16, 2009.

ORE PHARMACEUTICAL HOLDINGS INC.

By: /s/ Benjamin L. Palleiko
Name: Benjamin L. Palleiko
Title: Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Name</u>	<u>Position</u>	<u>Date</u>
<u>/s/ MARK J. GABRIELSON</u> (Mark J. Gabrielson)	Chief Executive Officer and President (Principal Executive Officer) and Director	November 16, 2009
<u>/s/ BENJAMIN L. PALLEIKO</u> (Benjamin L. Palleiko)	Senior Vice President and Chief Financial Officer (Principal Financial And Accounting Officer)	November 16, 2009
<u>*</u> (James W. Fordyce)	Director	November 16, 2009
<u>*</u> (J. Stark Thompson, Ph.D.)	Chairman of the Board	November 16, 2009
<u>*</u> (David Urdal, Ph.D.)	Director	November 16, 2009

*By: /s/ BENJAMIN L. PALLEIKO
Benjamin L. Palleiko
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
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5.1	Opinion of Venable LLP (filed herewith)
23.1	Consent of Ernst & Young LLP (filed herewith)
23.2	Consent of Venable LLP (included in Exhibit 5.1)
24.1	Power of Attorney (filed herewith)

[LETTERHEAD OF VENABLE LLP]

November 16, 2009

Ore Pharmaceutical Holdings Inc.
610 Professional Drive, Suite 101
Gaithersburg, Maryland 20879

Re: Post-Effective Amendment to Registration Statements on Form S-8

Ladies and Gentlemen:

We have served as counsel to Ore Pharmaceutical Holdings Inc., a Delaware corporation (the "Company"), in connection with Post-Effective Amendment No.1 (the "Registration Statement Amendment") to Form S-8 Registration Statement Nos. 333-53083, 333-80931, 333-44562, 333-92080, 333-107096, and 333-127190 (the "Registration Statements") filed with the Securities and Exchange Commission (the "Commission") on May 20, 1998, June 17, 1999, August 25, 2000, July 8, 2002, July 16, 2003, and August 4, 2005, respectively, with respect to 1,309,320 shares (the "Shares") of the Company's common stock, par value \$.01 per share (the "Common Stock"), that may be delivered pursuant to outstanding awards under the 1997 Equity Incentive Plan (the "Equity Incentive Plan") and the 1997 Non-Employee Directors' Stock Option Plan (the "Directors' Plan," and, together with the Equity Incentive Plan, the "Prior Plans") assumed by the Company pursuant to the corporate reorganization (the "Reorganization") of Ore Pharmaceuticals Inc. ("Ore") as described in the proxy statement/prospectus on Form S-4 filed by the Company on September 9, 2009. In the Reorganization, which was approved by Ore's stockholders on October 20, 2009, Ore became a wholly owned subsidiary of the Company and each share of common stock of Ore was converted automatically into the right to receive one share of common stock of the Company.

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (hereinafter collectively referred to as the "Documents"):

1. The Registration Statement Amendment;
2. The certificate of incorporation of the Company (the "Charter"), certified as of a recent date by the Secretary of State of the State of Delaware (the "Delaware SOS");
3. The bylaws of the Company, as amended, certified as of the date hereof by an officer of the Company;
4. A certificate of the Delaware SOS as to the good standing of the Company;
5. The Prior Plans;
6. Resolutions adopted by the Board of Directors of the Company relating to, among other matters, the Company becoming the successor to Ore under the Prior Plans (the "Resolutions"), certified as of the date hereof by an officer of the Company;
7. A certificate executed by an officer of the Company, dated as of the date hereof; and
8. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth below, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents on behalf of such individual or another person is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such other party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
5. The Shares will not be issued in violation of any restriction or limitation contained in Article VIII of the Charter.
6. Upon the issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the certificate of incorporation.

Based on the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that the issuance of the Shares has been duly authorized and, when and if issued and delivered in accordance with the Resolutions, the Registration Statement Amendment and the Prior Plans, the Shares will be (assuming that, upon issuance, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue under the certificate of incorporation) validly issued, fully paid and nonassessable.

This letter expresses our opinion with respect to the Delaware General Corporation Law (the "DGCL") (without regard to the principles of conflict of laws thereof) governing matters such as the authorization and issuance of stock, as such laws are in effect as of the date hereof, as well as the pertinent provisions of the Delaware Constitution as currently in effect, and currently reported judicial decisions interpreting such laws, subject to the facts bearing upon this opinion as they currently exist. Our opinion is based upon and limited to the applicable laws in effect as of the date hereof and we assume no obligation to revise, supplement or update this opinion in the event of future changes in the DGCL, the Delaware Constitution or the interpretation thereof, or in such facts. This opinion does not extend to the securities or "blue sky" laws of any jurisdiction, to federal securities laws, to the laws of contract or to any other laws of any other jurisdiction or the rules and regulations of any stock exchange or of any other regulatory body, and we do not express any opinion as to the effect of any other laws, rules or regulations on the opinion stated herein.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement Amendment. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement Amendment and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,

/s/ VENABLE LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to Form S-8 Registration Statement Nos. 333-53083, 333-80931, 333-44562, 333-92080, 333-107096, and 333-127190 pertaining to the 1997 Equity Incentive Plan and the 1997 Non-Employee Directors' Stock Option Plan of Ore Pharmaceutical Holdings Inc., of our report dated March 11, 2009, with respect to the consolidated financial statements of Ore Pharmaceuticals Inc. included in its Annual Report on Form 10-K for the year ended December 31, 2008.

/s/ Ernst & Young LLP

Baltimore, Maryland
November 13, 2009

POST EFFECTIVE AMENDMENT POWER OF ATTORNEY

ORE PHARMACEUTICAL HOLDINGS INC.
POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Mark J. Gabrielson and Benjamin L. Palleiko, and either of them, individually, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign Post Effective Amendment No. 1 to Form S-8 Registration Statement Nos. 333-53083, 333-80931, 333-44562, 333-92080, 333-107096, and 333-127190 (the "Registration Statements") filed with the Securities and Exchange Commission (the "Commission") by Ore Pharmaceuticals Inc. ("Ore") on May 20, 1998, June 17, 1999, August 25, 2000, July 8, 2002, July 16, 2003, and August 4, 2005, respectively, and any and all further amendments to the Registration Statements, in order to adopt, as the successor issuer to Ore pursuant to Ore's corporate reorganization, the Registration Statements as they relate to Ore's 1997 Equity Incentive Plan (the "Equity Incentive Plan") and Ore's 1997 Non-Employee Directors' Stock Option Plan (the "Directors' Plan," and, together with the Equity Incentive Plan, the "Prior Plans") and to deregister certain securities issuable under the Prior Plans, which were originally registered by Ore on the Registration Statements, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, and hereby grants to each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent, or his substitute or substitutes, lawfully does or causes to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

/s/ MARK J. GABRIELSON
Mark J. Gabrielson

October 20, 2009
Date

/s/ BENJAMIN L. PALLEIKO
Benjamin L. Palleiko

October 20, 2009
Date

/s/ JAMES W. FORDYCE
James W. Fordyce

October 20, 2009
Date

/s/ J. STARK THOMPSON, Ph.D.
J. Stark Thompson, Ph.D.

October 20, 2009
Date

/s/ DAVID L. URDAL, Ph.D.
David L. Urdal, Ph.D.

October 20, 2009
Date