Warrant Assignment Agreement

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ASSIGNMENT OF WARRANT AGREMEENT

This ASSIGNMENT OF WARRANT AGREEMENT (the "**Agreement**") made this __ day of _____, 20___ by and among [COMPANY NAME], a _____ corporation (the "**Company**") and [LIST OTHER PARTIES] (the "**Warrant Holder**").

WHEREAS, the Warrant Holder is the holder of a Common Stock Purchase Warrant of the Company dated [DATE] (the "**Warrant**") entitling Warrant Holder or its assigns to purchase [NUMBER] shares of Common Stock, par value $___ per share of the Company (the "**Common Stock**"), which Warrant was issued pursuant to the terms and provisions of a Common Stock Warrants and [NAME OF PURCHASE AGREEMENT] between the Company and the Warrant Holder dated [DATE] (the "**Issuance Agreement**").

WHEREAS, Warrant Holder desires to transfer and assign to [NAME OF TRANSFER PARTY] the Warrant to the extent it relates to the right to purchase [NUMBER] shares of Common Stock of the Company and to retain for itself the balance of the Warrant to the extent it relates to the right to purchase the remaining [NUMBER] shares of Common Stock;

WHEREAS, the parties desire the Company to permit the aforesaid transfer and in accordance with Section [__] of the Warrant to exchange new warrants of like tenor for [NUMBER] shares of Common Stock to each of Warrant Holder and to [NAME OF TRANSFER PARTY] for the Warrant;

NOW THEREFORE, the parties hereby agree as follows:

1. For [$_____] and other good and valuable consideration paid to it by [NAME OF TRANSFER PARTY], Warrant Holder hereby sells, transfer and assigns to [transfer party] the Warrant insofar as it relates to the right to purchase [NUMBER] shares of Common Stock, and Warrant Holder hereby retains the Warrant insofar as said relates to the right to purchase the remaining [NUMBER] shares of Common Stock thereunder.

2. Upon surrender of the Warrant of the Company, the Company shall issue new warrants (the "**New Warrants**") to [NAME OF TRANSFER PARTY] and Warrant Holder, each in the amount of [NUMBER] shares of Common Stock.

3. In order to induce the Company and Warrant Holder to effect the transfer provided for herein, [NAME OF TRANSFER PARTY] hereby joins in and agrees to make, for itself, all the representations of the Purchaser set forth in Section [__] of the Issuance Agreement, and further agrees to hold the New Warrant on and subject to the restriction on transfer set forth in Section [__] of the Issuance Agreement.

IN WITNESS HEREOF, the parties hereto have executed this Agreement on the date and year first written above.

[TRANSFER PARTY]

By: _____
Its:

_____
[WARRANT HOLDER]

AGREED AND ACCEPTED TO:

[COMPANY NAME]

By:_____
Its: