

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Astellas US LLC		09/28/2005	LTD LIAB JT ST CO: DELAWARE
RECEIVING PARTY DATA			
Name:	QLT USA Inc.		
Street Address:	2579 Midpoint Drive		
City:	Fort Collins		
State/Country:	COLORADO		
Postal Code:	80525-4417		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78360867	ACZONE	
CORRESPONDENCE DATA			
Fax Number:	(612)339-3061		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	612-371-6970		
Email:	tmg@slwk.com		
Correspondent Name:	Charles E. Steffey		
Address Line 1:	P.O. Box 2938		
Address Line 4:	Minneapolis, MINNESOTA 55402		
NAME OF SUBMITTER:	Charles E. Steffey		
Signature:	/Charles E. Steffey/		
Date:	09/28/2005		

CH \$40.00 78360867

Total Attachments: 11

900032953

**TRADEMARK
 REEL: 003166 FRAME: 0631**

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TRADEMARK ASSIGNMENT

WHEREAS, Astellas US LLC (hereinafter "Assignor"), is a Delaware limited liability company (and is a successor of Fujisawa Healthcare, Inc.), having an address of Three Parkway North, Deerfield, Illinois 60015-2537.

WHEREAS, Fujisawa Healthcare, Inc. is currently the record owner of the trademarks and trademark applications, and domain names for the mark ACZONE (the "Mark") as set forth in Appendix A attached hereto.

WHEREAS, QLT USA Inc. (hereinafter "Assignee"), a Delaware corporation, whose address is 2579 Midpoint Drive, Fort Collins, Colorado 80525-4417, is desirous of acquiring from Assignor all right, title and interest in and to said trademarks and trademark applications and ACZONE domain names;

THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor has sold, assigned and transferred, and by these presents does hereby sell, assign and transfer unto Assignee, its successors or assigns, the entire right, title and interest in and to said trademarks and trademark applications and ACZONE domain names, together with the goodwill and other incidents of Assignor's business associated with or symbolized by said trademarks and by said trademark applications and by said domain names.

EXECUTED at Deerfield, Ill, this 28th day of September, 2005.
USA

ASTELLAS US LLC

By Linda F. Friedman

Name: Linda F. Friedman

Title: Secretary

APPENDIX A			
Mark	Country	Registration No.	Serial No.
ACZONE	Argentina		2545877
ACZONE	Bolivia		SM-2563-04
ACZONE	Brazil		826811205
ACZONE	Belize		
ACZONE	Canada		1,218,863
ACZONE	Chile	716497	657063
ACZONE	Colombia	293590	04.079.235
ACZONE	Costa Rica		
ACZONE	Dominican Republic	145163	
ACZONE	Ecuador		147545
ACZONE	Guatemala		2004-6267
ACZONE	Honduras		15003-04
ACZONE	Ireland	833286	
ACZONE	Mexico		669977
ACZONE	Mexico	846244	667728
ACZONE	Nicaragua		2004-002580
ACZONE	Panama	137554	137554
ACZONE	Peru	00101814	219101
ACZONE	Paraguay		21897-2004
ACZONE	Suriname		19416
ACZONE	El Salvador	16 BOOK 40	20040054431
ACZONE	United States of America		78/360,867
ACZONE	Uruguay	356.725	356725
ACZONE	International Bureau (WIPO)	833286	Z1231262
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ACZONE	Turkey	833286	Z1231262
ACZONE	Ukraine	833286	Z1231262
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Delaware

PAGE 1

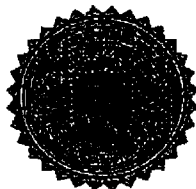
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"FUJISAWA HEALTHCARE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "YAMANOUCHI U.S. HOLDING INC." UNDER THE NAME OF "ASTELLAS US HOLDING, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIRST DAY OF APRIL, A.D. 2005, AT 9:15 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3629700 8100M
050264933



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 3782677

DATE: 04-01-05

TRADEMARK
REEL: 003166 FRAME: 0636

MAR. 31. 2005 6:28PM
State of Delaware
Secretary of State
Division of Corporations
Delivered 08:50 AM 04/01/2005
FILED 09:15 AM 04/01/2005
SRV 050264933 - 3629700 FILE

NO. 4766 P. 13

CERTIFICATE OF MERGER
OF
FUJISAWA HEALTHCARE, INC.
INTO
YAMANOUCHI U.S. HOLDING INC.

Pursuant to the provisions of Section 251 of the General Corporation Law of the State of Delaware, the undersigned corporation hereby certifies as follows:

- (1) The name and state of incorporation of each of the constituent corporations is:
 - (a) Fujisawa Healthcare, Inc., a Delaware corporation; and
 - (b) Yamanouchi U.S. Holding Inc., a Delaware corporation.
- (2) An Agreement and Plan of Merger, dated March 15, 2005, has been approved, adopted, certified, executed and acknowledged by Fujisawa Healthcare, Inc. and Yamanouchi U.S. Holding Inc. in accordance with the provisions of Section 251, subsection (c) of the Delaware General Corporation Law.
- (3) The name of the surviving corporation is Yamanouchi U.S. Holding Inc. which will continue its existence as said surviving corporation under the name Astellas US Holding, Inc. upon the effective date of said merger pursuant to the provisions of the Delaware General Corporation Law.
- (4) The Certificate of Incorporation of Yamanouchi U.S. Holding Inc., as now in force and effect, shall be amended and restated as set forth in Exhibit A hereto pursuant to the provisions of the Delaware General Corporation Law.
- (5) The executed Agreement and Plan of Merger is on file at the principal place of business of Yamanouchi U.S. Holding Inc. to be located at Three Parkway North, Deerfield, IL 60015-2548.
- (6) A copy of the Agreement and Plan of Merger will be furnished by Yamanouchi U.S. Holding Inc. on request and without cost to any stockholder of Yamanouchi U.S. Holding Inc. or Fujisawa Healthcare, Inc.
- (7) The effective time of the Merger shall be the time of filing of this Certificate with the Secretary of State of the State of Delaware.

511-1, Certificate of Merger for Merger of FHI and YUH
ny-628231

MAR. 31. 2005 6:28PM

NO. 4766 P. 14

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer this 1st day of April, 2005

YAMANOUCHI U.S. HOLDING INC.

By:

S. Nozaki
Name: Satoshi Nozaki
Title: Secretary

ny-620231
S11-1, Certificate of Merger for Merger of FHI and YUH

TRADEMARK
REEL: 003166 FRAME: 0638

EXHIBIT A

AMENDED AND RESTATED

Certificate of Incorporation

of

YAMANOUCHI U.S. HOLDING Inc.

It is hereby certified that:

1. The present name of the corporation is Yamanouchi U.S. Holding Inc. (the "Corporation").
2. The Corporation was originally incorporated under the name Yamanouchi U.S. Holding Inc. on February 26, 2003 by the filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware.
3. This Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Section 228, Section 242 and Section 245 of the General Corporation Law of Delaware.
4. The certificate of incorporation of the Corporation is hereby amended and restated to read in its entirety as set forth in the attached Exhibit A.

Executed as of April 1, 2005

By: S. Nozaki

Name: Satoshi Nozaki
Title: Secretary

EXHIBIT A

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ASTELLAS US HOLDING, INC.

ARTICLE I

The name of this corporation is Astellas US Holding, Inc. (the "Corporation").

ARTICLE II

The registered agent and the address of the registered office in the State of Delaware are the Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, County of New Castle.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Laws of the State of Delaware (the "DGCL").

ARTICLE IV

The total number of shares of capital stock that this Corporation is authorized to issue is five thousand (5,000) of which all shares shall be common stock having a par value of \$0.01 per share ("Common Stock").

ARTICLE V

The Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation. Election of directors need not be by ballot.

ARTICLE VI

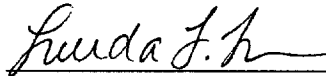
The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in this Amended and Restated Certificate of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

ASSIGNMENT OF TRADEMARK AND INTERNATIONAL REGISTRATION

Astellas US Holding, Inc. (Assignor), a Delaware corporation, having its principal offices at Three Parkway North, Deerfield, Illinois 60015-2548 is the owner of International Trademark Registration for ACZONE, Reg. No. 833286 and hereby assigns said International Registration with respect to all contracting states for which the International Registration is registered, together with the business related thereto, to **Astellas US LLC** (Assignee), a Delaware corporation, having its principal place of business at Three Parkway North, Deerfield, Illinois 60015-2548 and requests that the assignment be recorded in the International Register.

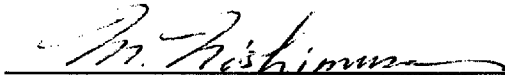
IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect on the 1st day of April, 2005.

Astellas US Holding, Inc.



By: Linda Friedman
Title: Secretary

Astellas US LLC



By: Makoto Nishimura
Title: President and CEO

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