

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/09/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
ESP Pharma, Inc.		01/09/2006	CORPORATION:

RECEIVING PARTY DATA

Name:	ESP Pharma Holding Company, Inc.
Street Address:	34801 Campus Drive
City:	Fremont
State/Country:	CALIFORNIA
Postal Code:	94555
Entity Type:	CORPORATION:

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2254101	BUSULFEX

CORRESPONDENCE DATA

Fax Number: (510)574-1473
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 510.574.1458
 Email: tami.haskins@pdl.com
 Correspondent Name: PDL BioPharma, Inc.
 Address Line 1: 34801 Campus Drive
 Address Line 2: Legal Department
 Address Line 4: Fremont, CALIFORNIA 94555

ATTORNEY DOCKET NUMBER:	ESP-ESP HOLDING
NAME OF SUBMITTER:	Tami Haskins
Signature:	/tami haskins/

CH \$40.00 2254101

Date:

02/15/2006

Total Attachments: 4

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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 OWNERSHIP, WHICH MERGES:

"ESP PHARMA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ESP PHARMA HOLDING COMPANY, INC." UNDER THE NAME OF "ESP PHARMA HOLDING COMPANY, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF JANUARY, A.D. 2006, AT 8:55 O'CLOCK A.M.

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



3514170 8100M

060018003

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4431905

DATE: 01-09-06

TRADEMARK
REEL: 003248 FRAME: 0174

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

ESP Pharma, Inc.
(a Delaware corporation)

INTO

ESP Pharma Holding Company, Inc
(a Delaware corporation)

(PURSUANT TO SECTION 253 OF THE
DELAWARE GENERAL CORPORATION LAW)

ESP Pharma Holding Company, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), does hereby certify:

1. The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of ESP Pharma, Inc., a Delaware corporation ("Pharma").
2. The Company, by the following resolutions adopted on January 9, 2006 by the Board of Directors of the Company, hereby merges Pharma into the Company:

"RESOLVED, that the short form merger of Pharma with and into the Company (the "Merger") is approved, and that the Company shall merge Pharma into the Company and assume all obligations of Pharma pursuant to Section 253 of the Delaware General Corporation Law (the "DGCL").

RESOLVED FURTHER, that the Amended and Restated Certificate of Incorporation and the Bylaws of the Company, each as amended to date, shall not be amended and shall remain the Amended and Restated Certificate of Incorporation and the Bylaws of the surviving corporation.

RESOLVED FURTHER, that the officers of the Company, and any of them, are each hereby authorized and directed to execute all documents, agreements and other instruments and to take such actions and perform such acts as they may deem necessary or advisable to carry out and perform the purposes of these resolutions.

RESOLVED FURTHER, that the Company shall cause to be executed and filed and/or recorded the documents prescribed by the laws of the State of Delaware and by the applicable laws of any other jurisdiction and will cause to be performed all necessary acts

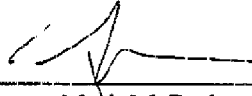
within Delaware and in any other applicable jurisdiction necessary and appropriate to effect the Merger.”

This Certificate of Ownership and Merger shall be effective on January 9, 2006.

[Remainder of page intentionally left blank.]

IN WITNESS WHEREOF, the Company has caused this Certificate of Ownership and Merger to be signed by its duly authorized officer on this 9th day of January, 2006

ESP PHARMA HOLDING COMPANY, INC.
a Delaware corporation



Name: Mark McDade
Title: President and Chief Executive Officer