

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of a Security Interest in Grantor's (Debtor's) Ownership Rights to Grantee (Secured Party) (See Document for Details)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guardian II Acquisition Corporation		09/28/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Paul Royalty Fund Holdings II		
Street Address:	140 East 45th Street, 44th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10017		
Entity Type:	General Partnership: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3101801	ANTARA	
CORRESPONDENCE DATA			
Fax Number:	(703)816-4100		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-816-4057		
Email:	wfg@nixonvan.com		
Correspondent Name:	Willem F. Gadiano		
Address Line 1:	NIXON & VANDERHYE P.C.		
Address Line 2:	901 North Glebe Road, 11th Floor		
Address Line 4:	Arlington, VIRGINIA 22203		
ATTORNEY DOCKET NUMBER:	4379-21		
NAME OF SUBMITTER:	Willem F. Gadiano		
Signature:	/wfgadiano/		

CH \$40.00 3101801

Date:

10/13/2006

Total Attachments: 5

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

Kathleen A. Johnson
 CT Corporation -UCC
 208 S. LaSalle Street, 814
 Chicago, IL 60604

DELAWARE DEPARTMENT OF STATE
 U.C.C. FILING SECTION
 FILED 02:33 PM 09/28/2006
 INITIAL FILING NUM: 6336592 1
 AMENDMENT NUMBER: 000000
 SRV: 060895926

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME Guardian II Acquisition Corporation					
OR	1b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
1c. MAILING ADDRESS 1000 Winter Street, Suite 2200		CITY Waltham	STATE MA	POSTAL CODE 02451	COUNTRY U.S.
1d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	1e. TYPE OF ORGANIZATION Corporation	1f. JURISDICTION OF ORGANIZATION Delaware	1g. ORGANIZATIONAL ID #, if any 4192216	<input type="checkbox"/> NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME					
OR	2b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
2c. MAILING ADDRESS		CITY	STATE	POSTAL CODE	COUNTRY
2d. SEE INSTRUCTIONS	ADDL INFO RE ORGANIZATION DEBTOR	2e. TYPE OF ORGANIZATION	2f. JURISDICTION OF ORGANIZATION	2g. ORGANIZATIONAL ID #, if any	<input type="checkbox"/> NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR SP) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME Paul Royalty Fund Holdings II					
OR	3b. INDIVIDUAL'S LAST NAME				
	FIRST NAME	MIDDLE NAME	SUFFIX		
3c. MAILING ADDRESS 140 East 45th Street, 44th Floor		CITY New York	STATE NY	POSTAL CODE 10017	COUNTRY U.S.

4. The FINANCING STATEMENT covers the following collateral:

See Exhibit A attached hereto and made a part hereof.

5. ALTERNATIVE DESIGNATION (if applicable)	LESSOR/LESSOR	CONSIGNEE/CONSIGNOR	BAILEY/BAILOT	SELLER/BUYER	AG. LIEN	NON-UCC FILING
6. THE FINANCING STATEMENT is to be filed (or recorded) in the REAL ESTATE RECORDS (Attach Assignments)	7. Check to REQUEST SEARCH REPORT (S) on Debtor(s)	(ADDITIONAL FEE)	All Debtors	Debtor 1	Debtor 2	

8. OPTIONAL FILER REFERENCE DATA
 DE Secretary of State **Ky 674443550-1** **5pp**

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)
 DEUCC1 PHAT - 12/17/2002 C T System Centre

EXHIBIT A TO UCC FINANCING STATEMENT

Debtor:

Guardian II Acquisition Corporation
1000 Winter Street, Suite 2200
Waltham, MA 02451

Secured Party:

Paul Royalty Fund Holdings II
140 East 45th Street, 4th Floor
New York, NY 10017

Collateral:

All of the following personal property of the Debtor, whether now or hereinafter existing or acquired, whether tangible or intangible and wherever the same may be located (collectively, the "PRF Collateral"):

- (a) all Accounts;
- (b) all Chattel Papers;
- (c) all Deposit Accounts;
- (d) all Instruments;
- (e) all General Intangibles (including all Payment Intangibles, Intellectual Property (as defined in the Revenue Interests Assignment Agreement), Out-License Agreements and Material Contracts (each as defined in the Revenue Interests Assignment Agreement) and all patents (including the Patents as defined below), trademarks and copyrights);
- (f) all Goods (including all Inventory and all Equipment);
- (g) all Investment Property;
- (h) all Supporting Obligations;
- (i) all Documents (including all warehouse receipts and bills of lading);

- (j) all Commercial Tort Claims;
- (k) all Fixtures; and
- (l) all Proceeds and products of any and all of the foregoing.

Each item of PRF Collateral listed in this definition that is defined in Article 8 or Article 9 of the UCC shall have the meaning set forth in the UCC.

As used herein the following terms have the meanings indicated:

"Patents" shall mean all patents, patent rights, patent applications, patent disclosures and invention disclosures issued or filed, together with all reissues, divisions, continuations, continuations-in-part, revisions, extensions, and reexaminations thereof, in each case which are owned, controlled by, issued to, licensed to or licensed by the Debtor, including without limitation all of the foregoing relating to the Product, composition of matter, formulation, or methods of manufacture or use thereof that are issued or filed as of July 21, 2006 or thereafter (including, without limitation, those identified in Annex A hereto in each case, which are owned, controlled by, issued to, licensed to or licensed by the Debtor or any of its affiliates.)

"Product" shall mean any product used for treating patients with hypercholesterolemia, mixed dyslipidemia or hypertriglyceridemia which includes: (i) the formulation of fenofibrate, known as 2-[4-(4-chlorobenzoyl) phenoxy]-2-methylpropanoic acid, 1-methylethyl ester; or (ii) any formulation, reformulation or line extension containing fenofibrate as an active ingredient, or any derivative or closely related analogs of fenofibrate (including but not limited to any stereoisomers, either separated or combined, any hydrates, any polymorphs, any salts, any solvates and any crystal forms) approved by the United States Food and Drug Administration (or any successor federal agency thereto) as monotherapy or in combination with any other pharmaceutical substance that is made, developed, sold, offered for sale, distributed, marketed or promoted by the Debtor, its affiliates or licensees

"Revenue Interests Assignment Agreement" means the Revenue Interests Assignment Agreement entered into on or about July 21, 2006 and restated as of August 18, 2006 by and between the Debtor, the Secured Party and Oscient Pharmaceuticals Corporation, as the same may be further amended, supplemented or otherwise modified from time to time.

"UCC" shall mean the Uniform Commercial Code (or any similar or equivalent legislation) as in effect in any applicable jurisdiction.

**ANNEX A
INTELLECTUAL PROPERTY
PATENTS**

COUNTRY/ TERRITORY	APPLICATION NO.	PATENT NO. (OR PUBLICATION NO.)	DATE ISSUED (OR PUBLICATION DATE)	OWNER/LICENSOR
US	07/083,409	4,800,079	01/24/1989	EthyPharm
US	07/256,836	4,961,890	10/09/1990	EthyPharm
US	10/030,262	7,101,574	09/05/2006	EthyPharm
US	10/677,861	2004-0137055	07/15/2004	EthyPharm
US	11/111,971	2006-0083783	04/20/2006	Reliant Pharmaceuticals, Inc.
US	07/299,073	4,895,726	01/23/1990	Fournier Industrie Et Sante
US	90/005,586	4,895,726 C1	06/20/2002	Fournier Industrie Et Sante
US	09/005,128	6,074,670	06/13/2000	Laboratories Fournier, S.A.
US	09/572,330	6,277,405	08/21/2001	Laboratories Fournier, S.A.
US	10/126,875	6,589,552	07/08/2003	Laboratories Fournier, S.A.
US	10/288,425	6,652,881	11/25/2003	Laboratories Fournier, S.A.
US	10/078,500	6,596,317	07/22/2003	Laboratories Fournier, S.A.
US	09/899,026	7,037,529	05/02/2006	Laboratories Fournier, S.A.
US	10/290,333	7,041,319	05/09/2006	Laboratories Fournier, S.A.
US	10/665,517	2004-0092597	05/13/2004	Laboratories Fournier, S.A.
US	10/665,516	2004-0058004	03/25/2004	Laboratories Fournier, S.A.
US	10/665,518	2004-0057997	03/25/2004	Laboratories Fournier, S.A.
US	10/665,519	2004-0057998	03/25/2004	Laboratories Fournier, S.A.
US	10/665,520	2004-0058005	03/25/2004	Laboratories Fournier, S.A.
US	10/665,522	2004-0057999	03/25/2004	Laboratories Fournier, S.A.

ANNEX A
INTELLECTUAL PROPERTY
TRADEMARKS/SERVICE MARKS

MARK	REG. NO.	REG. DATE	SERIAL NO.	FILING DATE	GOODS/CLASS
ANTARA	3101801	06/06/2006	78/433786	06/11/2004	5

DOMAIN NAMES

DOMAIN NAME	REGISTRATION DATE	EXPIRATION DATE
HYUNDAIINSURANCE.COM	December 21, 2004	December 21, 2007