

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	03/07/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cobalt Acquisition LLC		03/07/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Celgene Corporation
Street Address:	86 Morris Avenue
City:	Summit
State/Country:	NEW JERSEY
Postal Code:	17901
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	2575256	PHARMION
Registration Number:	2575257	PHARMION
Registration Number:	2577331	PHARMION
Registration Number:	2691321	PHARMION
Registration Number:	2770071	PHARMION
Registration Number:	2784830	PHARMION
Registration Number:	2767852	PHARMION
Registration Number:	2767865	
Registration Number:	2780425	
Registration Number:	1726977	INNOHEP
Registration Number:	2928231	VIDAZA
Serial Number:	77260229	HIDACTA

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Serial Number:	77260231	SELTIZA
Serial Number:	77266860	TAMBRIZA
Serial Number:	77398456	ZEGENA

CORRESPONDENCE DATA

Fax Number: (215)701-2273
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2156657273
Email: cmiller@cozen.com
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Address Line 1: 1900 Market Street
Address Line 2: Cozen O'Connor
Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER:	CELG-0518 (222312)
NAME OF SUBMITTER:	Attorney
Signature:	/Camille M. Miller/
Date:	04/30/2008

Total Attachments: 9

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PARENT DISCLOSURE LETTER

Dated as of November 18, 2007

Capitalized terms not otherwise defined herein shall have the respective meanings ascribed to such terms in the Agreement and Plan of Merger, dated as of November 18, 2007 (the “**Agreement**”), by and among Celgene Corporation, a Delaware corporation (“**Parent**”), Cobalt Acquisition LLC, a Delaware limited liability company and a wholly owned Subsidiary of Parent (“**Merger Sub**”), and Pharmion Corporation, a Delaware corporation (the “**Company**”).

This document constitutes the Parent Disclosure Letter provided for in the Agreement and contains disclosure for the purposes of, and exceptions to, the representations and warranties of Parent and Merger Sub set forth in Article IV of the Agreement and other provisions of the Agreement that reference this Parent Disclosure Letter. In accordance with Section 10.4 of the Agreement, this Parent Disclosure Letter constitutes part of the agreement among the parties with respect to the subject matter of the Agreement. The section numbers in this Parent Disclosure Letter correspond to the section numbers in the Agreement. An item disclosed in one section of this Parent Disclosure Letter relates to the provisions in the section of the Agreement to which it expressly relates and shall be deemed to have been disclosed with respect to such other sections of this Parent Disclosure Letter when the relevance of such disclosure to such other sections is readily apparent.

Unless required by the terms of a specific representation and warranty, covenant or other agreement contained in the Agreement, the inclusion of any information in this Parent Disclosure Letter shall not be deemed to be an admission or acknowledgment, in and of itself, that such information is material, has resulted in or could result in a Parent Material Adverse Effect or establish a standard of materiality, is outside the ordinary course of business, or that the Merger requires the consent of third parties. In no event shall the listing or inclusion of any matter or information in this Parent Disclosure Letter be deemed to interpret or expand the scope of Parent’s and Merger Sub’s representations and warranties, covenants or other agreements contained in the Agreement.

In addition, the inclusion of information in this Parent Disclosure Letter shall not be deemed to constitute an admission of liability or other obligation, or an admission against interest, of Parent or Merger Sub to any Person not a party to the Agreement.

Section 4.2

Subsidiaries

<u>Name</u>	<u>Place of Incorporation/ Formation</u>
Signal Pharmaceuticals, LLC	California
Anthrogenesis Corp.	New Jersey
Celgene International, Inc.	Delaware
Celgene International SARL	Switzerland
Celgene Luxembourg Finance Company SARL	Luxembourg
Celgene UK Holdings, Limited	United Kingdom
Celgene UK Manufacturing, Limited	United Kingdom
Celgene UK Manufacturing II, Limited	United Kingdom
Celgene UK Manufacturing III, Limited	United Kingdom
Celgene Edinburgh Finance	United Kingdom
Celgene Europe Ltd.	United Kingdom
Celgene International Holdings Corporation	Delaware
Celgene UK Distribution Limited	United Kingdom
Celgene Limited	United Kingdom
Celgene Srl	Italy
Celgene Sociedades por quotas	Portugal
Celgene Puerto Rico Distribution LLC	Puerto Rico
Celgene S.L.	Spain
Celgene GmbH	Germany
Celgene Sarl	France
Celgene Limited	Ireland
Celgene Investment Company, LLC	Delaware
Celgene Financing Company, LLC	Delaware
Celgene Canadian Finance Company LP	Canada
4319257 Canada, Inc.	Canada
4319265 Canada, Inc.	Canada
Celgene (Partnership)	Canada
Celgene KK	Japan
Celgene GmbH	Austria
Celgene AB	Sweden

<u>Name</u>	<u>Place of Incorporation/ Formation</u>
Celgene GmbH	Switzerland
Celgene BVBA	Belgium
Celgene Pty	Australia
Celgene BV	Netherlands
Celgene Netherlands BV	Netherlands
Celgene Chemicals Sarl	Switzerland
Celgene Logistics Sarl	Switzerland
Celgene Switzerland SA	Switzerland
Morris Avenue Investment LLC	New Jersey
Celgene Holdings East	New Jersey
Celgene Summit Investment Co	New Jersey
Celgene NJ Investment Co	New Jersey
Celgene PTE Ltd	Singapore
Celgene Holdings Sarl	Switzerland
Celgene AS	Denmark
Celgene ApS	Denmark
Celgene Ab	Finland
Celgene Research and Investment Company LLC	Delaware
Celgene R&D SARL	Switzerland
Celgene AS	Norway

Parent owns the following:

- 3,350,000 shares of series A convertible preferred stock and 10,364,864 shares of common stock of EntreMed, Inc., a Delaware corporation;
- 1,939,598 shares of Company Common Stock;
- 2,076,123 shares of Series C preferred stock of GlobeImmune, Inc.;
- 1,136,364 shares of Series C preferred stock of Cylene Pharmaceuticals, Inc.; and
- 464,385 limited partnership units of Royalty Pharma Strategic Partners, LP.

Section 4.5

Capital Stock

1. In June 2003, Parent issued an aggregate principal amount of \$400.0 million of unsecured convertible notes. The notes have a five-year term and a coupon rate of 1.75% payable semi-annually on June 1 and December 1. Each \$1,000 principal amount of convertible notes is convertible into 82.5592 shares of Parent Common Stock as adjusted, or a conversion rate of \$12.1125 per share, which represented a 50% premium to the closing price on May 28, 2003 of Parent Common Stock of \$8.075, after adjusting prices for the two-for-one stock splits affected on February 17, 2006 and October 22, 2004. The debt issuance costs related to these convertible notes, which totaled approximately \$12.2 million, are classified under other assets on the consolidated balance sheet and are being amortized over five years, assuming no conversion. Under the terms of the purchase agreement, the noteholders can convert the outstanding notes at any time into 33,014,519 shares of Parent Common Stock at the conversion price. In addition, the noteholders have the right to require Parent to redeem the notes in cash at a price equal to 100% of the principal amount to be redeemed, plus accrued interest, prior to maturity in the event of a change of control and certain other transactions defined as a “fundamental change” in the indenture governing the notes. Subsequent to the June 2003 issuance date, an immaterial amount of principal has been converted into common stock.
2. During 1996, Parent adopted a shareholder rights plan (the “Rights Plan”). The Rights Plan involves the distribution of one right as a dividend on each outstanding share of the Parent Common Stock to each holder of record on September 26, 1996. Each right shall entitle the holder to purchase one-tenth of a share of Parent Common Stock. The rights trade in tandem with Parent Common Stock until, and are exercisable upon, certain triggering events, and the exercise price is based on the estimated long-term value of Parent Common Stock. In certain circumstances, the Rights Plan permits the holders to purchase shares of Parent Common Stock at a discounted rate. Parent’s board of directors retains the right at all times prior to acquisition of 15% of Parent’s voting common stock by an acquirer, to discontinue the Rights Plan through the redemption of all rights or to amend the Rights Plan in any respect. The Rights Plan, as amended on February 17, 2000, increased the exercise price per right from \$100.00 to \$700.00 and extended the final expiration date of the Rights Plan to February 17, 2010. On August 13, 2003, the Rights Plan was further amended to permit a qualified institutional investor to beneficially own up to 17% of Parent Common Stock outstanding without being deemed an “acquiring person,” if such institutional investor meets certain requirements.
3. In connection with its acquisition of Anthrogenesis Corporation (“Anthrogenesis”), Parent assumed Anthrogenesis’s warrants outstanding, which were converted into warrants to purchase 867,356 shares of Parent Common Stock. Anthrogenesis had issued warrants to investors at exercise prices equivalent to the per share price of their investment. As of the date hereof, there are 378,652 warrants outstanding to acquire an equivalent number of shares of Parent Common Stock at a weighted average exercise price of \$2.94 per warrant. The number of warrants exercised in 2006, 2005 and 2004

were 26,044, 19,388, and 153,144, respectively. These warrants expire on various dates from 2008 to 2012.

Section 4.9

Tax Matters

Parent's 2004 and 2005 federal income tax returns are under audit by the Internal Revenue Service.

Section 4.11(c)

Intellectual Property

By letter dated March 8, 2006, Anthrogenesis, a Subsidiary of Parent, communicated to Johnson & Johnson through counsel Anthrogenesis's belief that certain patent applications of Ethicon, Inc. (a Johnson & Johnson company) directly interfere with certain patent applications of Anthrogenesis, including the following: U.S. App. Nos. 10/874,828 (filed June 22, 2004), 10/366,671 (filed Feb. 13, 2003), 10/640,428 (filed Aug. 23, 2004), 10/411,655 (filed April 11, 2003), 11/187,400 (filed July 21, 2005), 10/779,369 (filed Feb. 13, 2004), 10/449,248 (filed May 30, 2003) and 10/074,976 (filed Feb. 13, 2002). The position of Anthrogenesis is that Anthrogenesis would be the senior party in any interference proceeding. To date, the United States Patent & Trademark Office (the "USPTO") has not declared interference proceedings. It remains possible that, at some point in the future, the USPTO will declare interference proceedings.

Section 4.12

Litigation

ACTUAL/POTENTIAL METHYLPHENIDATE-RELATED LITIGATIONS

Date Complaint Filed (Civil Action No.)	Generic Co. Defendant	NDA Drug	Asserted Patents
Oct. 31, 2007 (Civil Action No. 07-5256)	Barr Laboratories, Inc.	RITALIN LA [®] (10, 20, 30, 40 mg)	5,837,284 6,635,284
Nov. 8, 2007 (Civil Action No. 07-5367)	Abrika Pharmaceuticals, Inc. (nka, Actavis South Atlantic LLC)	FOCALIN XR [®]	5,908,850 6,355,656 (Reexam) 6,528,530 5,837,284 6,635,284
On or before Nov. 19, 2007 Cert. Letter Oct. 5, 2007	Barr Laboratories, Inc.	FOCALIN XR [®]	5,908,850 6,355,656 (Reexam) 6,528,530 5,837,284 6,635,284

POTENTIAL THALOMID[®]-RELATED LITIGATION

Date Complaint Filed (Civil Action No.)	Generic Co. Defendant	NDA Drug	Asserted Patents
On or Before Nov. 18, 2007 Cert. Letter Oct. 4, 2007	Barr Laboratories, Inc.	THALOMID [®] (150 mg)	6,045,501 6,315,720 6,561,976 6,561,977 6,755,784 6,869,399 6,908,432 7,141,018

Section 4.15

Affiliate Transactions

None, other than as set forth in Item 13 of Part III of the Parent Form 10-K, which incorporates by reference materials set forth in Parent's definitive proxy statement filed with the SEC on April 27, 2007.