

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet 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 Acquisitions LLC a/k/a Pharmion LLC | | 03/07/2008 | CORPORATION: DELAWARE |
| RECEIVING PARTY DATA | | | |
| Name: | Celgene Corporation | | |
| Street Address: | 86 Morris Avenue | | |
| City: | Summit | | |
| State/Country: | NEW JERSEY | | |
| Postal Code: | 07901 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Serial Number: | 77398468 | HIDAVEL | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (215)701-2273 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 215-665-7273 | | |
| Email: | cmiller@cozen.com | | |
| Correspondent Name: | Camille M. Miller | | |
| Address Line 1: | 1900 Market Street | | |
| Address Line 4: | Philadelphia, PENNSYLVANIA 19103 | | |
| ATTORNEY DOCKET NUMBER: | CELG-0514 US | | |
| NAME OF SUBMITTER: | Attorney | | |
| Signature: | /Camille M. Miller/ | | |

CH \$40.00 77398468

Date:

05/07/2008

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.