

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 (Licensee's/Debtor's) License Rights to Grantee (Secured Party) (See Document for Details)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PRISM PHARAMCEUTICALS, INC.		05/16/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Paul Royalty Fund Holdings II
Street Address:	140 E. 45th Street, 44th Floor
Internal Address:	c/o Paul Capital Partners
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	PARTNERSHIP: NEW YORK

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	2767898	CAPTISOL-ENABLED

CORRESPONDENCE DATA

Fax Number: (703)816-4100
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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:	WFG-4379-20
NAME OF SUBMITTER:	Willem F. Gadiano

CH \$40.00 2767898

Signature:

/Willem F. Gadiano/

Date:

05/21/2008

Total Attachments: 2

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UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

DELAWARE DEPARTMENT OF STATE
U.C.C. FILING SECTION
FILED 12:35 PM 05/16/2008
INITIAL FILING # 2008 1701224

SRV: 080558587

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

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
Prism Pharmaceuticals, Inc.

OR

1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1150 First Avenue, Suite 1050 King of Prussia PA 19406 U.S.

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION **Corporation** 1f. JURISDICTION OF ORGANIZATION **Delaware** 1g. ORGANIZATIONAL ID #, if any **3616835** 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 ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR(S)/P) - 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 CITY STATE POSTAL CODE COUNTRY
c/o Paul Capital Partners, 140 E. 45th St, 44th Floor New York NY 10017 U.S.

4. This FINANCING STATEMENT covers the following collateral:

All of the Debtor's right, title and interest in, to and under the following property, whether now or hereinafter existing or acquired, whether tangible or intangible and wherever the same may be located: (a) all Accounts; (b) all Chattel Paper; (c) all Deposit Accounts; (d) all Instruments; (e) all General Intangibles (including all Payment Intangibles and all patents, trademarks, copyrights and licenses); (f) all Goods (including 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 collateral listed herein shall have the meaning as prescribed in Article 8 or Article 9 of the Uniform Commercial Code, it being the intention of the Debtor that the description of the collateral set forth above be construed to include the broadest possible range of assets or property described herein. (See Exhibit)

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOB SELLER/BUYER AS LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum (if applicable) 7. Check to REQUEST SEARCH REPORT(S) on Debtor(S) (optional) All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA
DE Secretary of State (057679-0041) KAT 7243572 so-1 lpg

FILING OFFICE COPY — UCC FINANCING STATEMENT (FORM UCC1) (REV. 05/22/02)
DEUCC1PNAT - 12/17/2002 C T System Online

EXHIBIT

IN-LICENSED PATENTS AND PATENT APPLICATIONS

Country	Patent Number	Application Number
United States	6,869,939	10/139,620
Europe		3728598.8
Australia	2003234285	2003234285
Canada		2483774
Japan		2004-500775
Korea		1020047017639
WIPO (PCT)		PCT/US03/13250

IN-LICENSED TRADEMARK

Country	Mark	Registration Number	Application Number
United States	CAPTISOL-ENABLED	2767898	76/395460

CORPORATE TRADEMARKS

Country	Mark	Registration Number	Application Number
United States	PRISM PHARMACEUTICALS		78/635053
United States	PRISM PHARMACEUTICALS & Logo		78/635067
United States	NEXTERONE		78/910301
United States	PREXTA		78/910312
United States	VIDERONE		78/910292

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TRADEMARK

RECORDED: 05/21/2008

REEL: 003781 FRAME: 0110