

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nucleonics, Inc.		07/11/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	New Enterprise Associates 10
Street Address:	1119 St. Paul Street
City:	Baltimore
State/Country:	MARYLAND
Postal Code:	21202
Entity Type:	LIMITED PARTNERSHIP:

Name:	S.R. One, Limited
Street Address:	161 Washington Street
Internal Address:	Suite 500, Eight Tower Bridge
City:	Conshohocken
State/Country:	PENNSYLVANIA
Postal Code:	19428
Entity Type:	COMPANY:

Name:	OFCO Club IV
Street Address:	c/o Odlander, Fredrikson & Co AB
Internal Address:	Strandvagen 5B
City:	Stockholm
State/Country:	SWEDEN
Postal Code:	SE-114 51
Entity Type:	COMPANY:

Name:	HealthCap IV KB
Street Address:	Strandvagen 5B
City:	Stockholm

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State/Country:	SWEDEN
Postal Code:	SE-114 51
Entity Type:	COMPANY:

Name:	HealthCap IV, L.P.
Street Address:	c/o Health Cap IV, GP S.A.
Internal Address:	18 Avenue d'Ouchy
City:	Lausanne
State/Country:	SWITZERLAND
Postal Code:	CH-1006
Entity Type:	COMPANY:

Name:	HealthCap IV BIS, L.P.
Street Address:	c/o HealthCap IV, GP S.A.
Internal Address:	18 Avenue d'Ouchy
City:	Lausanne
State/Country:	SWITZERLAND
Postal Code:	CH-1006
Entity Type:	COMPANY:

Name:	Burrill Life Sciences Capital Fund, L.P.
Street Address:	One Embarcadero Center, Suite 2700
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	COMPANY:

Name:	Burrill Indiana Life Sciences Capital Fund, L.P.
Street Address:	One Embarcadero Center, Suite 2700
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	COMPANY:

Name:	Quaker BioVentures, L.P.
Street Address:	Cira Centre, 2929 Arch Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19104-2868
Entity Type:	COMPANY:

Name:	Quaker BioVentures Tobacco Fund, L.P.
Street Address:	Cira Centre, 2929 Arch Street
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19104-2868
Entity Type:	COMPANY:

Name:	POSCO BioVentures I, L.P.
Street Address:	2121 Palomar Airport Road, Suite 300
City:	Carlsbad
State/Country:	CALIFORNIA
Postal Code:	92009
Entity Type:	COMPANY:

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3450815	NUCLEONICS INC.
Registration Number:	3455225	DELIVERING ON THE PROMISE OF RNAI THERAPEUTICS

CORRESPONDENCE DATA

Fax Number: (215)979-1020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215-979-1255
 Email: swapicelli@duanemorris.com
 Correspondent Name: Samuel W. Apicelli
 Address Line 1: Duane Morris LLP
 Address Line 2: 30 S 17th Street
 Address Line 4: Philadelphia, PENNSYLVANIA 19103

ATTORNEY DOCKET NUMBER: D8022-00012

DOMESTIC REPRESENTATIVE

Name:
 Address Line 1:
 Address Line 2:
 Address Line 3:
 Address Line 4:

NAME OF SUBMITTER: Samuel W. Apicelli

Signature: /Samuel W. Apicelli/

Date:

09/29/2008

Total Attachments: 4

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TRADEMARK SECURITY INTEREST AGREEMENT

This TRADEMARK SECURITY AGREEMENT ("Agreement") is made and entered into as of July 11, 2008 between Nucleonics, Inc., a Delaware corporation having a principal place of business at 13 Summit Square Center #305, Langhorne, Pennsylvania 19047-1098 (hereinafter referred to as "Trademark Owner") and the persons and entities, severally and not jointly listed on Schedule A attached hereto (collectively the "Investors").

Whereas Trademark Owner and the Investors having entered into two Note Purchase Agreements dated as of May 30, 2008 and July 11, 2008, which relates to, at least in part, the Intellectual Property of Trademark Owner, and wherein all of the terms and conditions of the aforesaid Security Agreement are hereby incorporated herein by reference; and

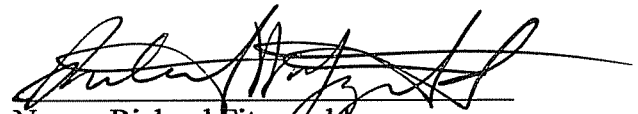
Whereas Investors require a separate recordable document memorializing its respective security interests in and to all of the marks, registrations and applications listed in Schedule B hereto;

NOW THEREFORE, in consideration of the premises and mutual covenants of the parties hereto, and intending to be legally bound hereby, it is hereby agreed as follows:

1. Grant of Security Interest in Marks. The Trademark Owner hereby grants and conveys to the Investors a security interest in and to all of Trademark Owner's trademarks (whether registered, unregistered or for which any actual use-based application to register has been filed), and tradenames, all of which are listed in Schedule B hereto (as the same may be amended pursuant hereto from time to time), including, without limitation, all renewals thereof and all proceeds thereof (such as, by way of example, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights owned by Trademark Owner corresponding thereto throughout the world (all of the foregoing are collectively called the "Marks"), together with the goodwill of the business symbolized by each of the Marks and the registrations thereof.

2. Future Marks. The Trademark Owner authorizes the Investors to modify this Agreement by amending Schedule B to include any future trademarks, service marks or tradenames.

NUCLEONICS, INC.



Name: Richard Fitzgerald
Title: Vice President and
Chief Financial Officer

DM3V772726.1

SCHEDULE A

New Enterprise Associates 10, Limited Partnership
1119 St. Paul Street
Baltimore, MD 21202

S.R. One, Limited
161 Washington Street
Suite 500, Eight Tower Bridge
Conshohocken, PA 19428-2077

OFCO Club IV
c/o Odlander, Fredrikson & Co AB
Strandvägen 5B
SE-114 51 Stockholm, Sweden

HealthCap IV KB
Strandvägen 5B
SE-114 51 Stockholm, Sweden

HealthCap IV, L.P.
c/o Health Cap IV, GP S.A.
18 Avenue d'Ouchy
CH-1006 Lausanne, Switzerland

HealthCap IV BIS, L.P.
c/o Health Cap IV, GP S.A.
18 Avenue d'Ouchy
CH-1006 Lausanne, Switzerland

Burrill Life Sciences Capital Fund, L.P.
One Embarcadero Center, Suite 2700
San Francisco, CA 94111

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Quaker BioVentures, L.P.
Cira Centre, 2929 Arch Street
Philadelphia, PA 19104-2868

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Cira Centre, 2929 Arch Street
Philadelphia, PA 19104-2868

POSCO BioVentures I, L.P.
2121 Palomar Airport Road, Suite 300
Carlsbad, CA 92009

SCHEDULE B

U.S. TRADEMARKS	REGISTRATION NUMBERS
NUCLEONICS INC. & Design	3,450,815
DELIVERING ON THE PROMISE OF RNAI THERAPEUTICS	3,455,225