

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | | | |
|-------------------------------------|--|-----------------------|-------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Reckitt & Colman (Overseas) Limited | | 08/24/2009 | COMPANY: UNITED KINGDOM |
| RECEIVING PARTY DATA | | | |
| Name: | Alliance Pharmaceuticals Limited | | |
| Street Address: | Avonbridge House, 4 Bath Road | | |
| City: | Chippenham, Wiltshire | | |
| State/Country: | UNITED KINGDOM | | |
| Postal Code: | SN15 2BB | | |
| Entity Type: | COMPANY: UNITED KINGDOM | | |
| PROPERTY NUMBERS Total: 1 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 2921041 | EMEZINE | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (212)818-9606 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 212-818-9200 | | |
| Email: | mlerner@ssbb.com,pcarey@ssbb.com | | |
| Correspondent Name: | Mark Lerner | | |
| Address Line 1: | 230 Park Avenue | | |
| Address Line 2: | Suite 1130 | | |
| Address Line 4: | New York, NEW YORK 10169-0079 | | |
| ATTORNEY DOCKET NUMBER: | 104742.10 | | |
| DOMESTIC REPRESENTATIVE | | | |
| Name: | Mark Lerner | | |
| Address Line 1: | 230 Park Avenue | | |

CH \$40.00 2921041

900148919

**TRADEMARK
 REEL: 004107 FRAME: 0037**

Address Line 2: Suite 1130
Address Line 4: New York, NEW YORK 10169-0079

| | |
|--------------------|---------------|
| NAME OF SUBMITTER: | Mark Lerner |
| Signature: | /mark lerner/ |
| Date: | 12/02/2009 |

Total Attachments: 11
source=Assignment doc#page1.tif
source=Assignment doc#page2.tif
source=Assignment doc#page3.tif
source=Assignment doc#page4.tif
source=Assignment doc#page5.tif
source=Assignment doc#page6.tif
source=Assignment doc#page7.tif
source=Assignment doc#page8.tif
source=Assignment doc#page9.tif
source=Assignment doc#page10.tif
source=Assignment doc#page11.tif

Dated *24 August*

2009

(1) **RECKITT & COLMAN (OVERSEAS) LIMITED**

- and -

(2) **ALLIANCE PHARMACEUTICALS LIMITED**

**TRADE MARK ASSIGNMENT
USA**

THIS DEED is made on 24 August

2009

BETWEEN:

1. **RECKITT & COLMAN (OVERSEAS) LIMITED** (registered number 00593047) whose registered office is at 103-105 Bath Road, Slough, Berkshire SL1 3UH (the "**Assignor**"); and
2. **ALLIANCE PHARMACEUTICALS LIMITED** (registered number 3250064) whose registered office is at Avonbridge House, Bath Road, Chippenham, Wiltshire, SN15 2BB, UK (the "**Assignee**").

(together the "**parties**").

BACKGROUND:

- (A) The Assignor is the proprietor and beneficial owner of the trade mark set out in the Schedule to this Assignment (the "**Trade Mark**").
- (B) The Assignor (and others) and the Assignee entered into a sale and purchase agreement on August 2009 (the "**Agreement**") for the transfer from the Assignor (and others) to the Assignee of certain assets and intellectual property rights including the transfer from the Assignor to the Assignee of rights to the Trade Mark.

OPERATIVE PROVISIONS:

- 1 By way of the Agreement and for the valuable consideration set forth therein the Assignor hereby assigns and transfers all right title and interest in the Trade Mark to the Assignee in accordance with and on the terms and conditions set out in, the Agreement.

- 2 The Assignor shall, at the cost of the Assignee, do and execute or procure that there shall be done and executed all such documents deeds matters acts and things as the Assignee may reasonably require in order to vest in the Assignee such right title and interest in the Trade Mark transferred to the Assignee pursuant to **clause 1**.
- 3 This Deed is governed by the laws of England and Wales.
- 4 The parties irrevocably submit to the exclusive jurisdiction of the courts of England and Wales for the determination of any dispute arising out of or in connection with this Deed.

The parties hereto have executed this Deed the day and year first above mentioned.

SCHEDULE

THE TRADE MARK

1. **Emezine**

| Country | Trade Mark | Registration Number | Proprietor Name | Class | Registration Date | Renewal Due |
|--------------------------|-------------------|----------------------------|-------------------------------------|--------------|--------------------------|--|
| United States of America | EMEZINE | 76189970 | Reckitt & Colman (Overseas) Limited | 05 | 25-Jan-2005 | Declaration of Use due between 25 Jan 2010 and 25 Jan 2011 |

EXECUTED as a **DEED**)
by RECKITT & COLMAN (OVERSEAS))
LIMITED acting by:)

M. S. KELLY

Director

in the presence of:

Witness signature: S. Foote

Witness name: ELIZABETH SARAH FOOTE

Witness address: 85, ELM ROAD, EARLEY, READING, BERKS RG6 5TB

EXECUTED as a **DEED**)
by ALLIANCE PHARMACEUTICALS LIMITED)
acting by:)

Director

in the presence of:

Witness signature:

Witness name:

Witness address:

17 Hanover Square London W1S 1HU
Tel: +44 (0)20 7917 8500
Fax: +44 (0)20 7917 8555
DX: 82984 MAYFAIR
www.fasken.co.uk

Direct: +44 (0)20 7917 8511
rloosley@fasken.co.uk

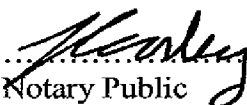
Your Ref:
Our Ref: R JL/HA/269221.00012/
2311

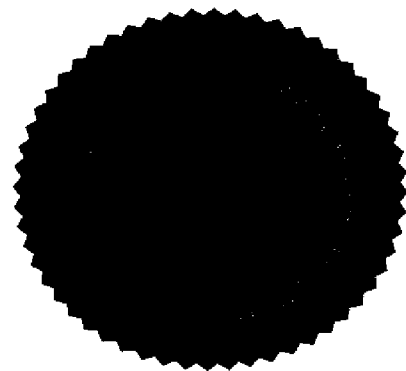
I, ROGER JOHN LOOSLEY of 17 Hanover Square, London, W1S 1HU, a duly authorised Notary Public

CERTIFY that:

PAUL RANSON of Coggswell, Tytherton Lucas, near Chippenham, Wiltshire, SN15 3RL born 12 January 1953 a British Citizen known to me personally **APPEARED** before me on 3 September 2009 and signed the attached trade mark assignment.

SIGNED AND SEALED at 17 Hanover Square, London, W1S 1HU this 3rd day of September 2009.


Notary Public



17

EXECUTION VERSION

Dated *3 September*
~~14 AUGUST~~

2009

- (1) RECKITT & COLMAN (OVERSEAS) LIMITED
- and -
- (2) ALLIANCE PHARMACEUTICALS LIMITED

**TRADE MARK ASSIGNMENT
USA**



DEED is made on

3 September
~~16 AUGUST~~

2009

BETWEEN:

1. **RECKITT & COLMAN (OVERSEAS) LIMITED** (registered number 00593047) whose registered office is at 103-105 Bath Road, Slough, Berkshire SL1 3UH (the "Assignor"); and
 2. **ALLIANCE PHARMACEUTICALS LIMITED** (registered number 3250064) whose registered office is at Avonbridge House, Bath Road, Chippenham, Wiltshire, SN15 2BB, UK (the "Assignee").
- (together the "parties").

BACKGROUND:

- (A) The Assignor is the proprietor and beneficial owner of the trade mark set out in the Schedule to this Assignment (the "Trade Mark").
- (B) The Assignor (and others) and the Assignee entered into a sale and purchase agreement on 18 August 2009 (the "Agreement") for the transfer from the Assignor (and others) to the Assignee of certain assets and intellectual property rights including the transfer from the Assignor to the Assignee of rights to the Trade Mark.

OPERATIVE PROVISIONS:

- 1 By way of the Agreement and for the valuable consideration set forth therein the Assignor hereby assigns and transfers all right title and interest in the Trade Mark to the Assignee in accordance with and on the terms and conditions set out in, the Agreement.

M

[Faint, illegible text]

The Assignor shall, at the cost of the Assignee, do and execute or procure that there shall be done and executed all such documents deeds matters acts and things as the Assignee may reasonably require in order to vest in the Assignee such right title and interest in the Trade Mark transferred to the Assignee pursuant to **clause 1**.

3 This Deed is governed by the laws of England and Wales.

4 The parties irrevocably submit to the exclusive jurisdiction of the courts of England and Wales for the determination of any dispute arising out of or in connection with this Deed.

The parties hereto have executed this Deed the day and year first above mentioned.



SCHEDULE
THE TRADE MARK

1. Emezine

| Country | Trade Mark | Registration Number | Proprietor Name | Class | Registration Date | Renewal Due |
|--------------------------|-------------------|----------------------------|-------------------------------------|--------------|--------------------------|--|
| United States of America | EMEZINE | 76189970 | Reckitt & Colman (Overseas) Limited | 05 | 25-Jan-2005 | Declaration of Use due between 25 Jan 2010 and 25 Jan 2011 |

EXECUTED as a DEED)
by RECKITT & COLMAN (OVERSEAS))
LIMITED acting by:)

Director

In the presence of:
Witness signature:
Witness name:
Witness address:

EXECUTED as a DEED)
by ALLIANCE PHARMACEUTICALS LIMITED)
acting by:)

Director

In the presence of:
Witness signature:
Witness name:
Witness address:

H Smith
HANNAH SMITH
87 ENGLISHCOMBE LANE
BATH
SOMERSET
BA2 2EH

[Signature]
[Signature]
R. J. LOONEY
Notary Public
17 High Street, Bath
BA1 1LJ
01225 310000
www.rjlooney.co.uk