

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	01/14/2010		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Gloucester Pharmaceuticals, Inc.		05/21/2010	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: 3			
Property Type	Number	Word Mark	
Registration Number:	3104948		
Registration Number:	3094073	GLOUCESTER PHARMACEUTICALS	
Registration Number:	3094072	GLOUCESTER PHARMACEUTICALS	
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 2:	Cozen O'Connor, P.C.		
Address Line 4:	Philadelphia, PENNSYLVANIA 19103		
ATTORNEY DOCKET NUMBER:	CELG-0652US (265657)		

CH \$90.00 3104948

NAME OF SUBMITTER:	Camille M. Miller
Signature:	/Camille M. Miller/
Date:	05/27/2010
Total Attachments: 5 source=gloucester#page1.tif source=gloucester#page2.tif source=gloucester#page3.tif source=gloucester#page4.tif source=gloucester#page5.tif	

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This AGREEMENT is between Gloucester Pharmaceuticals, Inc., a Delaware Corporation, with its principal place of business at One Broadway, 14th Floor, Cambridge, MA 02142 ("Assignor") and Celgene Corporation, a Delaware Corporation, with its principal place of business at 86 Morris Avenue, Summit, NJ 07901 ("Assignee").

WHEREAS, Assignor was the owner of the trademarks GLOUCESTER PHARMACEUTICALS, GLOUCESTER PHARMACEUTICALS and Logo Design and the Logo Design by itself, and the respective US registrations reflected in Schedule A (the "Trademarks");

WHEREAS, Assignee was desirous of acquiring the entire right, title, and interest in and to the Trademarks; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged and intending to be legally bound hereby, Assignor acknowledges that it did on January 14, 2010, sell, assign, transfer, and convey to Assignee all right, title, and interest in and to the Trademarks and the registrations and applications thereof including any choses in action relating to the Trademarks, including claims for damages, profits, and costs, both in equity and law for any infringement of the Trademarks occurring on or before January 14, 2010, together with the good will symbolized by the business relating to the Trademarks.

WHEREAS, it is desired that the Assignment of Trademarks be made of record in the United States Patent and Trademark Office.

This Assignment is effective as of January 14, 2010 regardless of the date signed.

Assignor: Gloucester Pharmaceuticals, Inc.

Date: May 21, 2010

[Signature]
Name: Robert D. Hygin
Title: President & Chief Operating Officer

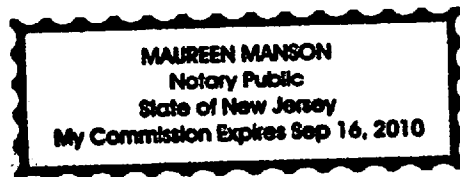
STATE OF NEW JERSEY

SS

COUNTY OF Union

On this 21st day of May, year of 2010, before me, the undersigned representative, personally came to me and personally known to me and known to me to be the same individual who executed the foregoing assignment, and who acknowledged to me that execution of the same was of that person's own free will for the use and purposes therein set forth.

[Signature: Maureen Manson]
Notary Public



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MAHREEN MANSION
Notary Public
State of New Jersey
My Commission Expires Sep 16, 2010

Assignee: Celgene Corporation

Date: May 21, 2010

[Signature]
Name: Robert J. Mugin
Title: President & Chief Operating Officer

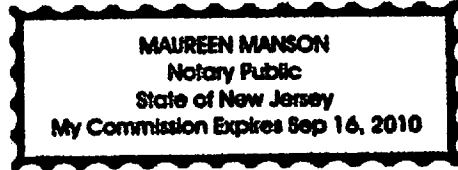
STATE OF NEW JERSEY

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[Signature]
Notary Public



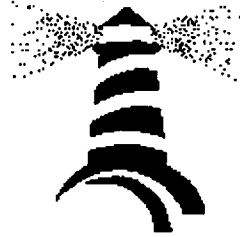
Robert J. Mansoni
Secretary of State

SEP 16 2010

Notary
Public

MAUREEN MANSONI
Notary Public
State of New Jersey
My Commission Expires Sep 16, 2010

Schedule A



US Registration 3104848



US Registration 3094073

US Registration 3094072

GLOUCESTER PHARMACEUTICALS