

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	02/13/2009		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	EUSA PHARMA (US), INC.		02/13/2009
			Entity Type
			CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	EUSA PHARMA (USA), INC.		
Street Address:	One Summit Square, 1717 Langhorne-Newtown Road, Suite 201		
City:	Langhorne		
State/Country:	PENNSYLVANIA		
Postal Code:	19047		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2487745	CAPHOSOL
CORRESPONDENCE DATA			
Fax Number:	(202)739-3001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202.739.5965		
Email:	jwashington@morganlewis.com, ateixeira@morganlewis.com, trademarks@morganlewis.com		
Correspondent Name:	Joseph E. Washington		
Address Line 1:	1111 Pennsylvania Avenue, NW		
Address Line 2:	Attention: TMSU		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20004		
NAME OF SUBMITTER:	Joseph E. Washington		
Signature:	/Joseph E. Washington/		

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Date:

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Total Attachments: 7

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AGREEMENT OF MERGER

OF

**EUSA PHARMA (US), INC.
(a Delaware corporation)**

WITH AND INTO

**EUSA PHARMA (USA), INC.
(a Delaware corporation)**

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") is dated as of February 13, 2009 by and between EUSA Pharma (US), Inc., a Delaware corporation ("EUSA Pharma (US)"), and EUSA Pharma (USA), Inc., a Delaware corporation ("EUSA Pharma (USA)").

RECITALS

EUSA Pharma (US) is a Delaware corporation whose authorized stock consists of 1000 shares of Common Stock, par value \$0.01 per share, of which 100 of the shares are issued and outstanding and owned by EUSA Pharma, Inc., a Delaware corporation; and

EUSA Pharma (USA) is a Delaware corporation whose authorized stock consists of 1000 shares of Common Stock, par value \$0.001 per share, of which all of the shares are issued and outstanding and owned by EUSA Pharma, Inc., a Delaware corporation; and

The Boards of Directors and sole stockholder of each entity have approved and adopted resolutions approving and adopting this Plan of Merger in accordance with the Delaware General Corporation Law (the "DGCL").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. **Parties to Merger.** EUSA Pharma (US) and EUSA Pharma (USA) (such parties being hereinafter sometimes together referred to as the "Constituent Entities") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Plan of Merger.

2. **Merger; Governing Law.** At the Effective Time (as defined in Section 3 hereof), EUSA Pharma (US) shall be merged with and into EUSA Pharma (USA) (which latter corporation shall be, and is hereinafter sometimes referred to as, the "Surviving Entity"), and the separate corporate existence of EUSA Pharma (US) shall cease. The Surviving Entity shall continue to be governed by the laws of the State of Delaware.

3. Filing and Effective Time. In accordance with Section 251(c) of the DGCL, this Plan of Merger shall be filed with the Secretary of State of Delaware and such other documents and instruments as are required by, and complying in all respects with the DGCL, shall be delivered to the appropriate state officials for filing. The certifications of the secretaries of each of the Constituent Entities that a majority of the outstanding stock of each of the Constituent Entities entitled to vote on the adoption or rejection of the Plan of Merger voted in favor of the adoption of the Plan of Merger are attached hereto as Exhibit A. The Merger shall become effective upon the filing of the Plan of Merger with the Secretary of State of Delaware (the "Effective Time").

4. Certificate of Incorporation. At the Effective Time, the Certificate of Incorporation of EUSA Pharma (USA) shall be and thereafter remain the Certificate of Incorporation of the Surviving Entity until amended in accordance with applicable law.

5. Bylaws. At the Effective Time, the Bylaws of EUSA Pharma (USA) shall be and thereafter remain the Bylaws of the Surviving Entity until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Entity and applicable law.

6. Directors and Officers. At the Effective Time, the directors and officers of EUSA Pharma (USA) shall be the directors and officers of the Surviving Entity; each such director and officer shall hold office until his resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Entity and applicable law.

7. Capital Stock of EUSA Pharma (US). At the Effective Time, each issued and outstanding share of capital stock of EUSA Pharma (US) shall be cancelled without consideration. At the Effective Time, each issued and outstanding share of capital stock of EUSA Pharma (USA) shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Entity.

8. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the DGCL.

9. Further Assurances. Each of the Constituent Entities shall use its best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Plan of Merger. If at any time the Surviving Entity, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Entity its rights, title or interest in, to or under any of the rights, properties or assets of EUSA Pharma (US) acquired or to be acquired by the Surviving Entity as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, EUSA Pharma (US) and its proper officers and directors shall be deemed to have granted to the Surviving Entity an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Entity and

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otherwise to carry out the purposes of this Plan of Merger; and the proper officers and directors of the Surviving Entity are fully authorized in the name of EUSA Pharma (US) or otherwise to take any and all such action.

10. Amendment or Termination. This Plan of Merger may be amended or terminated at any time on or before the Effective Time by agreement of the Boards of Directors of the Constituent Entities, notwithstanding the approval of this Plan of Merger by the sole stockholder of the Constituent Entities.

11. Counterparts. This Plan of Merger may be executed in counterparts, each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors, have duly executed this Agreement of Merger as of the day and year first written above.

EUSA PHARMA (US), INC.

By: Bryan Morton
Name: Bryan Morton
Title: CEO and President

EUSA PHARMA (USA), INC.

By: Bryan Morton
Name: Bryan Morton
Title: CEO and President


Exhibit A
Certificates of Secretaries

EUSA PHARMA (US), INC.
SECRETARY'S CERTIFICATE

FEBRUARY 13, 2009

THE UNDERSIGNED, Zoe Evans, Secretary of EUSA Pharma (US), Inc., a Delaware corporation (the "Company"), pursuant to Section 3 of the Agreement and Plan of Merger (the "Plan of Merger"), dated as of February 13, 2009, by and between the Company and EUSA Pharma (USA), Inc., a Delaware corporation, does hereby certify on behalf of the Company that a majority of the outstanding stock of the Company entitled to vote on the adoption or rejection of the Plan of Merger have voted in favor of the adoption of the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date set forth above.


By: 
Name: Zoe Evans
Title: Secretary

EUSA PHARMA (USA), INC.
SECRETARY'S CERTIFICATE

FEBRUARY 13, 2009

THE UNDERSIGNED, Rita Auld, Secretary of EUSA Pharma (USA), Inc., a Delaware corporation (the "Company"), pursuant to Section 3 of the Agreement and Plan of Merger (the "Plan of Merger"), dated as of February 13, 2009, by and between the Company and EUSA Pharma (US), Inc., a Delaware corporation, does hereby certify on behalf of the Company that a majority of the outstanding stock of the Company entitled to vote on the adoption or rejection of the Plan of Merger have voted in favor of the adoption of the Plan of Merger.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date set forth above.

By: 
Name: Rita Auld
Title: Secretary