

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
Celator Pharmaceuticals, Inc.		12/15/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	BDC Capital Inc.		
Street Address:	Suite 200, 505 Burrard Street		
Internal Address:	P.O. Box 6		
City:	Vancouver, British Columbia		
State/Country:	CANADA		
Postal Code:	V7X 1M3		
Entity Type:	CORPORATION: CANADA		
Name:	Domain Partners VI, L.P.		
Street Address:	One Palmer Square		
Internal Address:	c/o Domain Associates, L.L.C.		
City:	Princeton		
State/Country:	NEW JERSEY		
Postal Code:	08542		
Entity Type:	LIMITED PARTNERSHIP: NEW JERSEY		
Name:	Garden State Life Sciences Venture Fund, L.P.		
Street Address:	2929 Arch Street - Cira Centre		
City:	Philadelphia		
State/Country:	PENNSYLVANIA		
Postal Code:	19104-2868		
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA		
Name:	Quaker BioVentures, L.P.		
Street Address:	2929 Arch Street - Cira Centre		
City:	Philadelphia		

State/Country:	PENNSYLVANIA
Postal Code:	19104-2868
Entity Type:	LIMITED PARTNERSHIP: PENNSYLVANIA

Name:	Thomas, McNemey & Partners II, L.P.
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza, Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	LIMITED PARTNERSHIP: CONNECTICUT

Name:	TMP Associates II, L.P.
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza, Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	LIMITED PARTNERSHIP: CONNECTICUT

Name:	TMP Nominee II, LLC
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza, Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	LIMITED LIABILITY COMPANY: CONNECTICUT

Name:	Ventures West 7 Limited Partnership
Street Address:	Suite 400, 999 West Hastings Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6C 2W2
Entity Type:	LIMITED PARTNERSHIP: CANADA

Name:	Ventures West 7 U.S. Limited Partnership
Street Address:	Suite 400, 999 West Hastings Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6C 2W2

Entity Type: LIMITED PARTNERSHIP: CANADA

Name:	Working Opportunity Fund (EVCC) Ltd.
Street Address:	2600-1055 West Georgia Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6E 3R5
Entity Type:	LIMITED LIABILITY COMPANY: CANADA

PROPERTY NUMBERS Total: 4

Property Type	Number	Word Mark
Registration Number:	3477170	COMBIPLEX
Registration Number:	2776160	CELATOR
Registration Number:	3455264	CELATOR PHARMACEUTICALS
Registration Number:	3076711	

CORRESPONDENCE DATA

Fax Number: (215)689-2443
Phone: 2159791283
Email: spgribok@duanemorris.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Stephan P. Gribok
Address Line 1: Duane Morris LLP; 30 South 17th Street
Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

ATTORNEY DOCKET NUMBER: E3251-00018

DOMESTIC REPRESENTATIVE

Name: Stephan P. Gribok, Duane Morris LLP
Address Line 1: 30 South 17th Street
Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

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Name: Stephan P. Gribok, Duane Morris LLP
Address Line 1: 30 South 17th Street
Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

NAME OF SUBMITTER:	Stephan P. Gribok
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Signature:	/Stephan P. Gribok/
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Date:	12/20/2011
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Total Attachments: 6

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INTELLECTUAL PROPERTY SECURITY INTEREST INSTRUMENT

This INTELLECTUAL PROPERTY SECURITY INTEREST INSTRUMENT is made and entered into as of the 15th day of December, 2011 by Celator Pharmaceuticals, Inc., a Delaware corporation, with a principal place of business at 303B College Road East, Princeton, NJ 08540 ("Grantor") for the benefit of the entities listed on Schedule I attached hereto (collectively, the "Investors").

WHEREAS, Grantor and the Investors are parties to a Note and Warrant Purchase Agreement dated as of December 15, 2011 (the "Note Agreement"), pursuant to which Grantor will issue and sell to the Investors, and the Investors will purchase from Grantor, certain Convertible Secured Promissory Notes (the "Notes"). Grantor's obligations under the Notes are secured by a security interest in the assets of Grantor pursuant to a certain Security Agreement dated as of December 15, 2011 among Grantor and the Investors (the "Security Agreement"); and

WHEREAS the Investors require a separate recordable document memorializing their security interest in and to the intellectual property of the Company;

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:

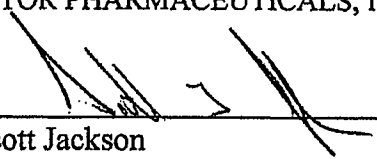
To secure the complete and timely payment and satisfaction of all of its obligations to the Investors under the Notes, Grantor hereby grants and conveys to the Investors a security interest in and to all of the patents, trademarks, service marks, trade names, copyrights and other intellectual property and proprietary rights of Grantor, including, without limitation, the patents and applications listed on Exhibit A hereto and the trademarks listed on Exhibit B hereto, and further including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. The security interest granted hereby is subject to the terms and provisions of the Security Agreement.

(Signature page follows.)

IN WITNESS WHEREOF, Grantor has caused this Intellectual Property Security Interest Instrument to be signed by its duly authorized officer as of the day and year first above written.

CELATOR PHARMACEUTICALS, INC.

By: _____


Scott Jackson
Chief Executive Officer

DM3\1994138.1

SCHEDULE I

List of Investors

BDC Capital Inc.
Suite 200, 505 Burrard Street
P.O. Box 6
Vancouver, British Columbia V7X 1M3

Domain Partners VI, L.P.
c/o Domain Associates, L.L.C.
One Palmer Square
Princeton, New Jersey 08542

Garden State Life Sciences
Venture Fund, L.P.
Cira Centre
2929 Arch Street
Philadelphia, PA 19104-2868

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

Thomas, McNerney & Partners II, L.P.
One Stamford Plaza, Suite 1600
263 Tresser Boulevard
Stamford, CT 06901

TMP Associates II, L.P.
One Stamford Plaza, Suite 1600
263 Tresser Boulevard
Stamford, CT 06901

TMP Nominee II, LLC
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Ventures West 7 Limited Partnership
Suite 400, 999 West Hastings Street
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Ventures West 7 U.S. Limited Partnership
Suite 400, 999 West Hastings Street
Vancouver, British Columbia
Canada V6C 2W2

Working Opportunity Fund (EVCC) Ltd.
2600-1055 West Georgia Street
Vancouver, British Columbia
V6E 3R5

EXHIBIT A

<u>Application No.</u>	<u>Patent No.</u>	<u>Filing/Issue Date</u>	<u>Title</u>
10/417,631	7,850,990	12-14-2010	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
10/553,373	-	04-16-2004	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/304,328	-	12-14-2005	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/841,786	-	08-20-2007	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/701,326	-	01-31-2007	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
10/264,818	7,238,367	07-03-2007	LIPOSOME LOADING WITH METAL IONS
11/842,130	7,744,921	06-29-2010	LIPOSOME LOADING WITH METAL IONS
10/294,474	-	11-13-2002	LIPID CARRIER COMPOSITIONS WITH ENHANCED BLOOD STABILITY
12/884,098	-	09-16-2010	LIPID CARRIER COMPOSITIONS WITH ENHANCED BLOOD STABILITY
11/587,112	8,022,279	09-20-2011	LIPOSOMAL FORMULATIONS OF ANTHRACYCLINE AGENTS AND CYTIDINE ANALOGS
13/237,807	-	09-20-2011	LIPOSOMAL FORMULATIONS OF ANTHRACYCLINE AGENTS AND CYTIDINE ANALOGS
11/632,884	-	07-19-2005	PARTICULATE CONSTRUCTS FOR RELEASE OF ACTIVE AGENTS
11/586,215	7,842,676	11-30-2010	FIXED RATIO DRUG COMBINATION TREATMENTS FOR SOLID TUMORS
12/095,494	-	11-30-2006	LOCALIZED DELIVERY OF DRUG COMBINATIONS
12/032,583	-	02-15-2008	FIXED DRUG RATIOS FOR TREATMENT OF HEMATOPOIETIC CANCERS AND PROLIFERATIVE DISORDERS

<u>Application No.</u>	<u>Patent No.</u>	<u>Filing/Issue Date</u>	<u>Title</u>
12/526,930	-	02-15-2008	FIXED DRUG RATIOS FOR TREATMENT OF HEMATOPOIETIC CANCERS AND PROLIFERATIVE DISORDERS
12/673,157	-	08-14-2008	FIXED RATIO CAMPTOTHECENS/ PLATINUM AGENTS
12/741,954	-	11-26-2008	IMPROVED TAXANE DELIVERY SYSTEM
13/122,454	-	10-16-2009	COMBINATION METHODS AND COMPOSITIONS

EXHIBIT B

<u>Application No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
76/977,901	3,477,170	07-29-2008	COMBIPLEX®
76/136,272	2,776,160	10-21-2003	CELATOR®
78/609,685	3,455,264	06-24-2008	CELATOR PHARMACEUTICALS®
78/609,691	3,076,711	04-04-2006	The Circles Design LOGO®