TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Tang Capital Partners, LP		05/01/2012	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	RXi Pharmaceuticals Corporation
Street Address:	60 Prescott Street
City:	Worcester
State/Country:	MASSACHUSETTS
Postal Code:	01605
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 14

Property Type	Number	Word Mark
Registration Number:	4012215	NEXT GENERATION IN RNAI
Registration Number:	3912163	NEXT GENERATION IN RNAI
Registration Number:	3901783	RXI
Registration Number:	3901784	RXI
Registration Number:	3932105	RXRNA
Registration Number:	4028191	RXRNAORI
Registration Number:	4028190	SD-RXRNA
Serial Number:	85223006	RXI
Serial Number:	85223019	RXI
Serial Number:	85223046	RXRNA
Serial Number:	77871877	RXRNA NANO
Serial Number:	77871873	RXRNA SOLO
Serial Number:	77871869	SD-RXRNA
Serial Number:	77871870	RXRNA ORI

CH $365.00 4012215

CORRESPONDENCE DATA

Fax Number: 6172359493

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: (617) 951-7000

Email: mdipalma@ropesgray.com

Correspondent Name: Ropes & Gray LLP

Address Line 1: Prudential Tower 800 Boylston Street

Address Line 4: Boston, MASSACHUSETTS 02199-3600

ATTORNEY DOCKET NUMBER:	108954-0004
NAME OF SUBMITTER:	Mary Jane DiPalma
Signature:	/Mary Jane DiPalma/
Date:	05/02/2012

Total Attachments: 3

source=TM Security Release#page1.tif

source=TM Security Release#page2.tif

source=TM Security Release#page3.tif

RELEASE OF SECURITY INTEREST IN TRADEMARKS

Reference is hereby made to the Trademark Security Agreement, dated as of September 24, 2011 (the "Trademark Security Agreement"), among RXi Pharmaceuticals Corporation f/k/a RNCS, Inc. (the "Grantor") and Tang Capital Partners, LP, as agent (the "Agent"). All capitalized terms used herein without definition shall have the meanings ascribed thereto in the Trademark Security Agreement.

FOR GOOD AND VALUABLE CONSIDERATION the receipt and sufficiency of which are hereby acknowledged, the Agent, hereby releases the security interest granted to it by the Grantor in all of its Trademark Collateral, including those trademarks, trade names, trademark applications and licenses referred to on Schedule I hereto. The Agent hereby re-assigns to the Grantor any right, title and interest it may have in, to and under the Trademark Collateral and authorizes and requests the United States Patent and Trademark Office, and any other location where the security interest was filed, to note and record the existence of such release hereby given.

[Remainder of Page Intentionally Left Blank]

TANG CAPITAL PARTNERS, LP,
as Agent

By: _____
Name: Kevin C. Tang
Title: Managing Director

Date: May 1, 2012

Schedule I

Trademark Registrations/Applications

Grantor	Country	Mark	Application/ Registration No.	App/Reg Date
RNCS, Inc.	USA	NEXT GENERATION IN RNAI	Reg. No. 4,012,215	Reg Date 8/16/11
RNCS, Inc.	USA	NEXT GENERATION IN RNAI	Reg. No. 3,912,163	Reg Date 1/25/11
RNCS, Inc.	USA	RXI	Ser. No. 85/223,006	App Date 1/21/11
RNCS, Inc.	USA	RXI	Reg. No. 3,901,783	Reg Date 1/04/11
RNCS, Inc.	USA	RXI	Ser. No. 85/223,019	App Date 1/21/11
RNCS, Inc.	USA	RXI	Reg. No. 3,901,784	Reg Date 1/04/11
RNCS, Inc.	USA	RXRNA	Ser. No. 85/223,046	App Date 1/21/11
RNCS, Inc.	USA	RXRNA	Reg. No. 3,932,105	Reg Date 3/15/11
RNCS, Inc.	USA	RXRNA NANO	Ser. No. 77/871,877	App Date 11/13/09
RNCS, Inc.	USA	RXRNAORI	Reg. No. 4,028,191	Reg Date 9/20/11
RNCS, Inc.	USA	RXRNA ORI	Ser. No. 77/871,870	App Date 11/13/09
RNCS, Inc.	USA	RXRNA SOLO	Ser. No. 77/871,873	App Date 11/13/09
RNCS, Inc.	USA	SD-RXRNA	Reg. No. 4,028,190	Reg Date 9/20/11
RNCS, Inc.	USA	SD-RXRNA	Ser. No. 77/871,869	App Date 11/13/09

- Next Generation in RNAi
  U.S. Serial No. 85223031
  U.S. Registration No. 4012215
  Issued: August 16, 2011

Trade Names

The name "RXi"