

## 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
Thomas, McNerney & Partners II, L.P.		06/15/2012	LIMITED PARTNERSHIP: CONNECTICUT
TMP Nominee II, LLC		06/15/2012	LIMITED LIABILITY COMPANY: CONNECTICUT
TMP Associates II, L.P.		06/15/2012	LIMITED PARTNERSHIP: CONNECTICUT
Domain Partners VI, L.P.		06/15/2012	LIMITED PARTNERSHIP: NEW JERSEY
Ventures West 7 Limited Partnership		06/15/2012	LIMITED PARTNERSHIP: CANADA
Ventures West 7 U.S. Limited Partnership		06/15/2012	LIMITED PARTNERSHIP: CANADA
Working Opportunity Fund (EVCC) Ltd.		06/15/2012	LIMITED LIABILITY COMPANY: CANADA
BDC Capital Inc.		06/15/2012	CORPORATION: CANADA
Quaker BioVentures, L.P.		06/15/2012	LIMITED PARTNERSHIP: PENNSYLVANIA
Garden State Life Sciences Venture Fund, L.P.		06/15/2012	LIMITED PARTNERSHIP: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	Celator Pharmaceuticals, Inc.		
Street Address:	303 B College Road		
City:	Princeton		
State/Country:	NEW JERSEY		
Postal Code:	08540		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 4			
Property Type	Number	Word Mark	
Registration Number:	3076711		

CH \$115.00 3076711

Registration Number:	3455264	CELATOR PHARMACEUTICALS
Registration Number:	3477170	COMBIPLEX
Registration Number:	2776160	CELATOR

**CORRESPONDENCE DATA**

Fax Number: 2156892443  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Phone: 2159791283  
 Email: spgribok@duanemorris.com  
 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:	E3251-00019
NAME OF SUBMITTER:	Stephan P. Gribok
Signature:	/Stephan P. Gribok/
Date:	06/15/2012

Total Attachments: 11  
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## RELEASE OF SECURITY INTEREST

This Release of Security Interest is made as of June 15, 2012, by the entities listed on Schedule I attached hereto (collectively, the "Investors") in favor of CELATOR PHARMACEUTICALS, INC., a Delaware corporation ("Company"), with its principal place of business located at 303 B College Road, Princeton NJ 08540.

### Recital

WHEREAS, Company granted to the Investors a security interest in the patents and trademarks described on Exhibits A and B and attached hereto, respectively, (collectively, the "Intellectual Property") under an Intellectual Property Security Agreement dated as of December 15, 2011 (the "Security Agreement"), and recorded with the US Patent and Trademark Office as set forth on Exhibits A and B.

WHEREAS, the Investors agree to release their security interest in the Intellectual Property.

### Agreement


Now therefore, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound, the Investors hereby terminate and release their security interest in the Intellectual Property and reassign to Company, without warranty or recourse, all interest of the Investors in the Intellectual Property.

(Signature pages follow.)

IN WITNESS WHEREOF, the Investors have caused this Release of Security Interest to be duly executed and delivered as of the date first above written.

THOMAS, MCNERNEY & PARTNERS II, L.P.

By: Thomas, McNerney & Partners II, LLC  
its General Partner

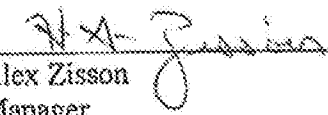
By:   
Alex Zisson  
Manager

TMP NOMINEE II, LLC

By:   
James Thomas  
Manager

TMP ASSOCIATES II, L.P.

By: Thomas, McNerney & Partners II, LLC  
its General Partner

By:   
Alex Zisson  
Manager

DOMAIN PARTNERS VI, L.P.

By: One Palmer Square Associates VI, L.L.C.  
its General Partner

By: \_\_\_\_\_  
Kathleen K. Schoemaker  
Managing Member

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)

IN WITNESS WHEREOF, the Investors have caused this Release of Security Interest to be duly executed and delivered as of the date first above written.

THOMAS, MCNERNEY & PARTNERS II, L.P.

By: Thomas, McNerney & Partners II, LLC  
its General Partner

By: \_\_\_\_\_  
Alex Zisson  
Manager

TMP NOMINEE II, LLC

By: \_\_\_\_\_  
Name:  
Manager

TMP ASSOCIATES II, L.P.

By: Thomas, McNerney & Partners II, LLC  
its General Partner

By: \_\_\_\_\_  
Alex Zisson  
Manager


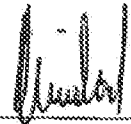
DOMAIN PARTNERS VI, L.P.

By: One Palmer Square Associates VI, L.L.C.  
its General Partner


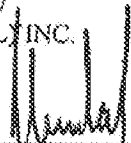
By: Kathleen K. Schoemaker  
Kathleen K. Schoemaker  
Managing Member

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)

VENTURES WEST 7 LIMITED PARTNERSHIP  
by its general partner, VENTURES WEST 7  
MANAGEMENT LTD.

Per:    
(Authorized Signatory)

VENTURES WEST 7 U.S. LIMITED PARTNERSHIP  
by its manager, VENTURES WEST 7  
MANAGEMENT (INTERNATIONAL) INC.

Per:    
(Authorized Signatory)

WORKING OPPORTUNITY FUND (EVCC) LTD. by  
its manager, Growth Works Capital Ltd.

Per: \_\_\_\_\_  
(Authorized Signatory)

BDC CAPITAL INC.

By: \_\_\_\_\_  
(Authorized Signatory)

By: \_\_\_\_\_  
(Authorized Signatory)

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)

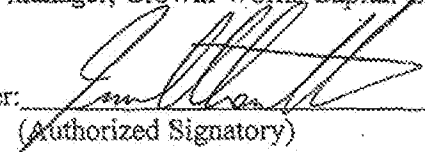
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MANAGEMENT LTD.

Per: \_\_\_\_\_  
(Authorized Signatory)

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by its manager, VENTURES WEST 7  
MANAGEMENT (INTERNATIONAL) INC.

Per: \_\_\_\_\_  
(Authorized Signatory)

WORKING OPPORTUNITY FUND (EVCC) LTD. by  
its manager, Growth Works Capital Ltd.

Per:  \_\_\_\_\_  
(Authorized Signatory)

BDC CAPITAL INC.

By: \_\_\_\_\_  
(Authorized Signatory)

By: \_\_\_\_\_  
(Authorized Signatory)

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)

VENTURES WEST 7 LIMITED PARTNERSHIP  
by its general partner, VENTURES WEST 7  
MANAGEMENT LTD.

Per: \_\_\_\_\_  
(Authorized Signatory)


VENTURES WEST 7 U.S. LIMITED PARTNERSHIP  
by its manager, VENTURES WEST 7  
MANAGEMENT (INTERNATIONAL) INC.

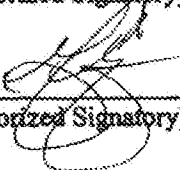
Per: \_\_\_\_\_  
(Authorized Signatory)

WORKING OPPORTUNITY FUND (EVCC) LTD. by  
its manager, Growth Works Capital Ltd.

Per: \_\_\_\_\_  
(Authorized Signatory)

BDC CAPITAL INC.

By:   
(Authorized Signatory) Charles Cazabon  
Managing Partner  
BDC Venture Capital

By:   
(Authorized Signatory) Glenn Egan  
Managing Partner  
BDC Diversified Venture Fund

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)



QUAKER BIOVENTURES, L.P.

By: Quaker BioVentures Capital, L.P.,  
its general partner

By: Quaker BioVentures Capital, LLC,  
its general partner

By: Branda D. Haver

Title: Partner

GARDEN STATE LIFE SCIENCES VENTURE  
FUND, L.P.

By: Quaker BioVentures Capital, L.P.,  
its general partner

By: Quaker BioVentures Capital, LLC,  
its general partner

By: Branda D. Haver

Title: Partner

DM3219569E2

(Signature Page to Celator Pharmaceuticals, Inc. Release of Security Interest)

TRADEMARK  
REEL: 004802 FRAME: 0580

## EXHIBIT A

### Patents

Lender's security interest in the following Patents was recorded at the US Patent and Trademark Office on 12/20/2011 at Reel and Frame Number 027423/0058.

<u>Description</u>	<u>Registration OR Serial Number</u>	<u>Registration OR Filing Date</u>
Compositions for delivery of drug combinations	11701326	01/31/2007
Liposomal Formulations of anthracycline agents and cytidine analogs	8022279	09/20/2011
Fixed drug ratios for treatment of hematopoietic cancers and proliferative disorders	8092828	01/10/2012
Lipid carrier compositions with enhanced blood stability	12884098	09/16/2010
Fixed drug ratios for treatment of hematopoietic cancers and proliferative disorders	12526930	03/18/2010
Localized delivery of drug combinations	12095494	10/03/2008
Compositions for delivery of drug combinations	11841786	08/20/2007
Particulate constructs for release of active agents	11632884	07/28/2008
Compositions for delivery of drug combinations	11304328	12/14/2005
Compositions for delivery of drug combinations	10553373	03/22/2007
Lipid carrier compositions with enhanced blood stability	10294474	11/13/2002
Compositions for delivery of drug combinations	7850990	12/14/2010
Fixed ratio drug combination treatments for solid tumors	7842676	11/30/2010
Liposome loading with metal ions	7744921	06/29/2010

<u>Description</u>	<u>Registration OR Serial Number</u>	<u>Registration OR Filing Date</u>
Liposome loading with metal ions	7238367	07/03/2007
Liposomal formulations of anthracycline agents and cytidine analogs	13237807	09/20/2011
Combination methods and compositions	13122454	05/10/2011
Taxane delivery system	12741954	09/13/2010
Fixed ratio camptothecens/platinum agents	12673157	07/18/2011

**EXHIBIT B**

**Trademarks**

Lender's security interest in the following trademarks was recorded at the US Patent and Trademark Office on 12/20/2011 at Reel and Frame Number 4683/0546.

<u>Description</u>	<u>Registration OR Serial Number</u>	<u>Registration OR Filing Date</u>
Design	3076711	04/04/2006
Celator Pharmaceuticals	3455264	06/24/2008
Combiplex	3477170	07/29/2008
Celator	2776160	10/21/2003

## SCHEDULE I

### List of Investors

BDC Capital Inc.  
505 Burrard Street, Suite 200  
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 Bio Ventures, 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  
One Stamford Plaza, Suite 1600  
263 Tresser Boulevard  
Stamford, CT 06901

Ventures West 7 Limited Partnership  
999 West Hastings Street, Suite 400  
Vancouver, British Columbia  
Canada V6C 2W2

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

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