

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PHARMAKEA LLC		10/01/2013	LIMITED LIABILITY COMPANY: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	CELGENE EUROPEAN INVESTMENT COMPANY LLC		
<b>Also Known As:</b>			
<b>Street Address:</b>	86 MORRIS AVENUE		
<b>Internal Address:</b>	C/O CELGENE CORPORATION		
<b>City:</b>	SUMMIT		
<b>State/Country:</b>	NEW JERSEY		
<b>Postal Code:</b>	07901		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85920037	PHARMAKEA	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	8583502399		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	8583502300		
<b>Email:</b>	mbresnahan@wsgr.com		
<b>Correspondent Name:</b>	MATTHEW J. BRESNAHAN		
<b>Address Line 1:</b>	12235 EL CAMINO REAL, SUITE 200		
<b>Address Line 4:</b>	SAN DIEGO, CALIFORNIA 92130		
<b>ATTORNEY DOCKET NUMBER:</b>	42916-000		
<b>NAME OF SUBMITTER:</b>	Matthew J. Bresnahan		

CH \$40.00 85920037

Signature:	/Matthew J. Bresnahan/
Date:	10/02/2013
Total Attachments: 9 source=SeriesA#page1.tif source=SeriesA#page2.tif source=SeriesA#page3.tif source=SeriesA#page4.tif source=SeriesA#page5.tif source=SeriesA#page6.tif source=SeriesA#page7.tif source=SeriesA#page8.tif source=SeriesA#page9.tif	

**PHARMAKEA, INC.**

**SERIES A PREFERRED STOCK PURCHASE AGREEMENT**

This Series A Preferred Stock Purchase Agreement (this “*Agreement*”) is made as of October 1, 2013, by and among PharmAkea, Inc., a Delaware corporation (the “*Company*”), and the persons and entities (each, an “*Investor*” and collectively, the “*Investors*”) listed on the Schedule of Investors attached hereto as Exhibit A (the “*Schedule of Investors*”).

**1.3 Cancellation of Promissory Notes.** Celgene Corporation (“*Celgene*”) is, as of the date hereof a holder of a promissory note issued by the Company to Celgene European Investment Company, LLC, a subsidiary of Celgene, on the date and in the aggregate principal amount as set forth opposite Celgene’s name on Exhibit A-1 hereto (the “*Note*”). Celgene hereby acknowledges and agrees that all of the purchase price payable by Celgene for the Shares issued to Celgene at the Initial Closing shall be paid by cancellation of a corresponding amount of the outstanding principal and interest owed by the Company as of the Initial Closing under the Note and further acknowledges and agrees that (i) the Shares issued to Celgene at the Initial Closing constitute payment in full of an amount of principal and interest under the Note equal to the amount set forth opposite Celgene’s name under the column designated “Aggregate Purchase Price”, (ii)

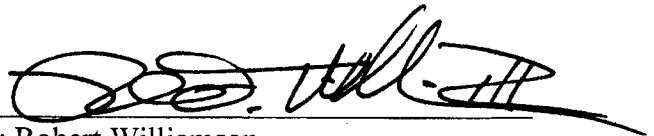
the Note shall be cancelled in full at the Initial Closing, and the Company shall have no further obligation to Celgene for any principal or interest amounts under the Note, (iii) Celgene shall surrender the original Note to the Company for cancellation at the Initial Closing, (iv) all security interests and other liens of every type granted to or held by Celgene as security for the indebtedness under the Note shall be automatically terminated, including, but not limited to, all such security interests and other liens

granted to or held by Celgene under the Trademark Security Agreement between the Company and Celgene dated as of June 26, 2013, the Patent Security Agreement between the Company and Celgene dated as of June 26, 2013, the Security Agreement executed by the Company in favor of Celgene dated October 9, 2012, and the Deposit Account Control Agreement among the Company, Celgene and Silicon Valley Bank dated October 9, 2012, and (v) Celgene hereby authorizes the Company to file all UCC-3 Termination Statements to terminate all UCC Financing Statements in Celgene's favor with respect to the Company and any of the Company's property or assets and any other documents necessary to release or terminate any security interest or lien with respect to the Company's intellectual property or other property or assets.

IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**“COMPANY”**

**PHARMAKEA, INC.**  
a Delaware corporation

By:   
Name: Robert Williamson  
Title: Chief Executive Officer

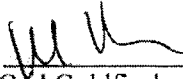
*[Signature Page to Series A Preferred Stock Purchase Agreement]*

**TRADEMARK**  
**REEL: 005123 FRAME: 0556**


IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**"INVESTOR"**

Bay City Capital Management V, LLC  
General Partner of:  
**Bay City Capital Fund V, L.P.**  
By: Bay City Capital LLC, its Manager

By:   
\_\_\_\_\_  
Carl Goldfischer, Managing Director

Bay City Capital Management V, LLC  
General Partner of:  
**Bay City Capital Fund V Co-Investment  
Fund, L.P.**  
By: Bay City Capital LLC, its Manager

By:   
\_\_\_\_\_  
Carl Goldfischer, Managing Director

*[Signature Page to Series A Preferred Stock Purchase Agreement]*

IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**"INVESTOR"**

**CELGENE CORPORATION**

By: 

Name: Thomas Daniel

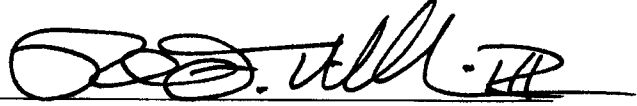
Title: EV, President of Research and Tech Dept.

*[Signature Page to Series A Preferred Stock Purchase Agreement]*

IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**“INVESTOR”**

**ROBERT F. WILLIAMSON, III AND NATALIE A. WILLIAMSON, AS TRUSTEES OF THE ROBERT AND NATALIE A. WILLIAMSON FAMILY TRUST, AS REFORMED AND RESTATED ON JULY 6, 2012**

By:   
Name: Robert Williamson  
Title: Trustee

*[Signature Page to Series A Preferred Stock Purchase Agreement]*

**TRADEMARK  
REEL: 005123 FRAME: 0559**

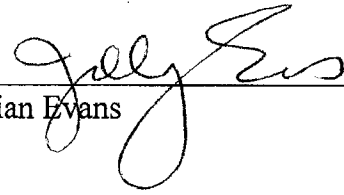


IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**“INVESTOR”**

**JILLIAN EVANS**

By: \_\_\_\_\_  
Name: Jillian Evans

A handwritten signature in cursive script, appearing to read "Jillian Evans", is written over a horizontal line. The signature is fluid and extends slightly above and below the line.

*[Signature Page to Series A Preferred Stock Purchase Agreement]*

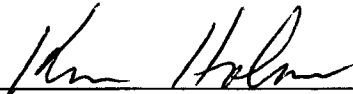
**TRADEMARK**  
**REEL: 005123 FRAME: 0560**



IN WITNESS WHEREOF, this Series A Preferred Stock Purchase Agreement is executed as of the date first written above.

**“INVESTOR”**

**THE 2012 HOLME AND LAPIERRE-HOLME  
FAMILY TRUST, EXECUTED AUG. 13, 2012**

By: 

Name: Kevin Holme

Title: Trustee

*[Signature Page to Series A Preferred Stock Purchase Agreement]*