

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

ETAS ID: TM423763

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
U.S. Bank National Association		04/13/2017	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Merrimack Pharmaceuticals, Inc.		
<b>Street Address:</b>	One Kendall Square		
<b>Internal Address:</b>	Suite B7201		
<b>City:</b>	Cambridge		
<b>State/Country:</b>	MASSACHUSETTS		
<b>Postal Code:</b>	02139		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 8</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	76544842	M	
<b>Serial Number:</b>	76544844	M MERRIMACK	
<b>Serial Number:</b>	76544846	M MERRIMACK PHARMACEUTICALS	
<b>Serial Number:</b>	85971097	ONIVYDE	
<b>Serial Number:</b>	86725362	CANCER IS THE ULTIMATE ENGINEERING CHALL	
<b>Serial Number:</b>	86725528		
<b>Serial Number:</b>	86728845	PROVYDE	
<b>Serial Number:</b>	86728856	PROVYDE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2127352000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	212-735-5117		
<b>Email:</b>	francine.waldbaum@skadden.com		
<b>Correspondent Name:</b>	Skadden, Arps, Meagher & Flom LLP		
<b>Address Line 1:</b>	Four Times Square		
<b>Address Line 2:</b>	Francine Waldbaum		
<b>Address Line 4:</b>	New York, NEW YORK 10036		

CH \$215.00 76544842

<b>ATTORNEY DOCKET NUMBER:</b>	193500/1
<b>NAME OF SUBMITTER:</b>	Lily Huang
<b>SIGNATURE:</b>	/Lily Huang/
<b>DATE SIGNED:</b>	04/14/2017

**Total Attachments: 10**

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## RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS ("Release") is dated as of April 13, 2017, by and among Merrimack Pharmaceuticals, Inc., a Delaware corporation with an address at One Kendall Square, Suite B7201, Cambridge, Massachusetts, 02139, (the "Issuer"), and U.S. BANK NATIONAL ASSOCIATION, in its capacity as collateral agent for the Secured Parties (and its successors under the Indenture, in such capacity, the "Collateral Agent").

### PRELIMINARY STATEMENT

WHEREAS, the Issuer and the Collateral Agent, amongst others, are parties to that certain Collateral Agreement dated as of December 22, 2015 (as amended, extended, renewed, restated, supplemented, waived or otherwise modified from time to time, the "Collateral Agreement");

WHEREAS, pursuant to the terms of the Collateral Agreement, Issuer agreed to grant to the Collateral Agent, for the benefit of the Secured Parties, a continuing security interest in and lien on, such Issuer's right, title and interest in and to all then-present and future copyrights, patents, trademarks, and related licenses and rights for the benefit of the Secured Parties;

WHEREAS, pursuant to the Collateral Agreement, Issuer executed and delivered to the Collateral Agent a Grant of Security Interest in Trademarks, dated as of December 22, 2015 (the "Trademark Security Agreement"), whereby Issuer granted to Collateral Agent a continuing first-priority lien and security interest (the "Security Interest") in all of Issuer's right, title and interest in, to and under the Trademark Collateral (as defined below), which Trademark Security Agreement was recorded at the United States Patent and Trademark Office (the "USPTO") on December 28, 2015 at reel/frame 005696/0916; and

WHEREAS, the Collateral Agent and the Issuer desire that the Collateral Agent terminate, release, and discharge fully such lien and security interest in all right, title and interest in, to and under the Trademark Collateral, including, without limitation, the Trademarks set forth on Schedule I hereto.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Collateral Agent hereby agrees as follows:

I. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Collateral Agreement.

II. RELEASE OF SECURITY INTEREST IN TRADEMARK COLLATERAL. The Collateral Agent hereby terminates, releases and discharges fully its lien and security interest (including, without limitation, the Security Interest) in all of Issuer's right, title, and interest in to and under, and reassigns and transfers to Issuer, any and all of its right, title and interest in, to and under, the following, whether existing as of the date of the Trademark Security Agreement or thereafter created or acquired (collectively, the "Trademark Collateral"):

A. all of Issuer's trademark applications and registrations set forth in Schedule I hereto (the "Trademarks");

B. all goodwill of the business associated with the Trademarks; and

C. all products and proceeds of the Trademarks, including any claims by such Issuer against third parties for past, present or future (i) infringement or dilution of any Trademarks or any Trademarks exclusively licensed under any intellectual property license, including the right to receive any damages, (ii) injury to the goodwill associated with any Trademark or (iii) right to receive license fees, royalties and other compensation under any intellectual property license.

III. RECORDATION. The Collateral Agent hereby authorizes the Issuer or the Issuer's authorized representative to (i) record this Release with the USPTO, (ii) file UCC financing statement amendments with the applicable filing office in order to memorialize the release of the security interest of the Collateral Agent in the Trademark Collateral, and/or (iii) otherwise record or file this Release in the applicable governmental office or agency.

IV. FURTHER ASSURANCES. The Collateral Agent hereby agrees to execute and deliver to the Issuer all termination statements, releases and similar documents that the Issuer (or its respective agent or designee) shall reasonably request in order to confirm this Release and the Issuer's right, title, and interest in or to the Trademark Collateral, at the Issuer's sole cost and expense.

V. BINDING EFFECT. The provisions of this Release shall be binding upon and inure to the benefit of the respective representatives, successors, and permitted assigns of the parties hereto.

VI. CAPTIONS. The captions contained in this agreement are for convenience of reference only, are without substantive meaning and should not be construed to modify, enlarge or restrict any provision.


VII. COUNTERPARTS. This Release may be executed in any number of counterparts, all of which taken together shall constitute one agreement, and any of the parties hereto may execute this Release by signing any such counterpart, and a telecopy of any such counterpart shall be valid as an original.

VIII. GOVERNING LAW. **THIS RELEASE SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK, WITHOUT REGARD TO PRINCIPLES OF CONFLICTS OF LAW (OTHER THAN SECTIONS 5-1401 AND 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW) EXCEPT TO THE EXTENT THAT LOCAL LAW GOVERNS THE CREATION, PERFECTION, PRIORITY OR ENFORCEMENT OF SECURITY INTERESTS.**

*[Signature page follows]*

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION  
as Collateral Agent

By:   
Name: Alan D. B. Nadkarni  
Title: Vice President

ACCEPTED AND ACKNOWLEDGED BY:

MERRIMACK PHARMACEUTICALS, INC.  
as Issuer

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

IN WITNESS WHEREOF, the Collateral Agent has caused this Release to be executed and delivered by its duly authorized officer as of the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION  
as Collateral Agent

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

ACCEPTED AND ACKNOWLEDGED BY:

MERRIMACK PHARMACEUTICALS, INC.  
as Issuer

By: Jeffrey A. Munsie

Name: Jeffrey A. Munsie

Title: General Counsel

**Schedule I**  
**to**  
**RELEASE OF SECURITY INTEREST IN TRADEMARKS**

## Trademarks

FMV	CTV	MARK / STATUS	APPL. NO / APPL. DATE	GOODS	OWNER
200.1000	US	M (Stylized M) Registered	76/544,842 9/12/2003	Scientific, biotechnology, and pharmaceutical product research and development services, namely, drug design, drug research, and development services, featuring, assay development, compound screening, compound, chemical, and drug identification and characterization; computer aided drug design services for others.	Merrimack Pharmaceuticals, Inc.
200.1001	US	M MERRIMACK Registered	76/544,844 9/12/2003	Scientific and technological services and research and design relating thereto; industrial analysis and research services; design and development of computer hardware and software.	Merrimack Pharmaceuticals, Inc.
200.1002	US	M MERRIMACK PHARMACEUTICALS Registered	76/544,846 9/12/2003	Scientific, biotechnology, and pharmaceutical product research and development services, namely, drug design, drug research, and development services, featuring, assay development, compound screening, compound, chemical, and drug identification and characterization; computer aided drug design services for others.	Merrimack Pharmaceuticals, Inc.
200.1009	US	ONIVYDE Published	85/971,097 6/26/2013	Pharmaceutical preparations for the diagnosis and treatment of cancer for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	WP	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	AU	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	CN	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	CO	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use. (Translation: Human pharmaceutical	Merrimack Pharmaceuticals, Inc.

TRADEMARK



## Trademarks

FMV	CTV	MARK / STATUS	APPL. NO / APPL. DATE	GOODS	OWNER
				preparations, excluding contraception, pharmaceutical preparations for the treatment of hormonal problems and disorders, menopause gel and tablets, hormone release preparations.)	
200.1009	EM	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	JP	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	MX	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	NO	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	RU	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	KR	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	CH	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	TR	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	AR	ONIVYDE Registered	3299403 12/20/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	BR	ONIVYDE Pending	907162541 12/20/2013	Pharmaceutical preparations for human use. (Portuguese: Pharmaceutical preparations.)	Merrimack Pharmaceuticals, Inc.
200.1009	CA	ONIVYDE Pending	1657388 12/20/2013	Pharmaceutical preparations for the diagnose and treatment of cancer for human use.	Merrimack Pharmaceuticals, Inc.
200.1009	TW	ONIVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use. (Translation: Human drugs pharmacy.)	Merrimack Pharmaceuticals, Inc.

TRADEMARK

## Trademarks

FMV	CTV	MARK / STATUS	APPL. NO / APPL. DATE	GOODS	OWNER
200.1009	VE	ONVYDE Registered	1190643 12/19/2013	Pharmaceutical preparations for human use. (Translation: Pharmaceutical preparations for the human consumption.)	Merrimack Pharmaceuticals, Inc.
200.1010	WP	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	AU	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	CN	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	CO	OTABLI Pending	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	EM	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	JP	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	MX	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	NO	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	RU	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	KR	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	CH	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	TR	OTABLI Registered	1190642 12/19/2013	Pharmaceutical preparations for human use.	Merrimack Pharmaceuticals, Inc.
200.1010	CA	OTABLI Pending	1657387 12/20/2013	Pharmaceutical preparations for the diagnosis and treatment of cancer for human use.	Merrimack Pharmaceuticals, Inc.

TRADEMARK

Trademarks

FMV	CTV	MARK / STATUS	APPL. NO / APPL. DATE	GOODS	OWNER
200.1011	US	CANCER IS THE ULTIMATE ENGINEERING CHALLENGE Pending	86/725,362 8/14/2015	Pharmaceutical preparations for the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.; Printed medical publications, namely, reports, manuals, brochures, newsletters, leaflets.; Scientific and medical research relating to the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.; Providing a web site featuring information relating to the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.	Merrimack Pharmaceuticals, Inc.
200.1015	US	(Square with Circle) Pending	86/725,528 8/14/2015	Pharmaceutical preparations for the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.; Printed medical publications, namely, reports, manuals, brochures, newsletters, leaflets.; Scientific and medical research relating to the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.; Providing a web site featuring information relating to the diagnosis and treatment of cancer, oncological disorders, autoimmune disorders, inflammatory disorders, hematological disorders and dermatological disorders.	Merrimack Pharmaceuticals, Inc.

TRADEMARK

Trademarks

FMV	CTV	MARK / STATUS	APPL. NO / APPL. DATE	GOODS	OWNER
				disorders.	
200.1018	US	PROVYDE Pending	86/728,845 8/18/2015	Business administration of medication reimbursement programs and services.	Merrimack Pharmaceuticals, Inc.
200.1019	US	PROVYDE (and Design) Pending	86/728,856 8/18/2015	Business administration of medication reimbursement programs and services.	Merrimack Pharmaceuticals, Inc.

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