

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
METAGEN PHARMACEUTICALS, INC.		09/19/2005	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	ESPRIT PHARMA, INC.		
Street Address:	Two Tower Center Boulevard		
City:	East Brunswick		
State/Country:	NEW JERSEY		
Postal Code:	08816		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1745475	PROSED/DS	
CORRESPONDENCE DATA			
Fax Number:	(908)722-0755		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	908-722-0700		
Email:	ipdept@nmmlaw.com		
Correspondent Name:	Linda A. Tancs		
Address Line 1:	721 Route 202-206		
Address Line 2:	P.O. Box 1018		
Address Line 4:	Somerville, NEW JERSEY 08876		
ATTORNEY DOCKET NUMBER:	105033-010 US ASGN2		
NAME OF SUBMITTER:	Linda A. Tancs		
Signature:	/lat/		

CH \$40.00 1745475

Date:

03/17/2006

Total Attachments: 1

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ASSIGNMENT OF TRADEMARK RIGHTS

This Assignment of Trademark Rights (the "Assignment") dated as of September 19, 2005 (the "Effective Date") is made by METAGEN PHARMACEUTICALS, INC., a Florida corporation ("Assignor"), to ESPRIT PHARMA, INC., a Delaware corporation ("Assignee").

WHEREAS, Assignor is the owner of U.S. Trademark Reg. No. 1,745,475 (the "Trademark"); and

WHEREAS, pursuant to a stock purchase agreement by and between Assignor and Assignee, Assignee acquires, among other things, the entire business to which the Trademark pertains; and

WHEREAS, Assignor assigns to Assignee all rights, title and interest in and to the Trademark.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to the Trademark, together with (i) the registration of the Trademark and (ii) the goodwill of the business symbolized by and associated with the Trademark and such registration. This assignment includes an assignment of all rights to (A) sue and recover damages for (and all profits and interests associated with) past and future infringement or dilution of Assignor's rights in the Trademark, the registration thereof or the goodwill symbolized by or associated with the Trademark or such registration and (B) bring any proceeding in the United States Patent and Trademark Office or any equivalent agency in any other country for cancellation or opposition, or other proceeding, in connection with the Trademark. The right, title and interest are to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignor had this assignment not been made.

This Assignment shall be binding upon and inure to the benefit of Assignor and Assignee and their respective successors and assigns.

IN WITNESS WHEREOF, the undersigned has caused this Assignment of Trademark Rights to be executed by a duly authorized officer, as of the Effective Date.

METAGEN PHARMACEUTICALS, INC.

By: 

Name: Roseanne Branciforte

Title: President