

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
EMD Pharmaceuticals, Inc.		12/31/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Merck KGaA		
<b>Street Address:</b>	Frankfurter Strasse 250		
<b>City:</b>	Darmstadt		
<b>State/Country:</b>	GERMANY		
<b>Postal Code:</b>	64293		
<b>Entity Type:</b>	CORPORATION: GERMANY		
<b>PROPERTY NUMBERS Total: 6</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2651049	CONVERSATIONS IN CARE	
Registration Number:	2667225	CONVERSATIONS IN CARE	
Registration Number:	2921376	ONE TEAM TOGETHER	
Registration Number:	3120427	ONE TEAM TOGETHER	
Serial Number:	78764386	ONE TEAM TOGETHER	
Registration Number:	3120550	TARGETING CANCER FOR BETTER LIVES	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(919)877-3799		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	919-877-3830		
<b>Email:</b>	david.harlow@nelsonmullins.com		
<b>Correspondent Name:</b>	David A. Harlow		
<b>Address Line 1:</b>	4140 Parklake Avenue		
<b>Address Line 2:</b>	GlenLake One, Suite 200		
<b>Address Line 4:</b>	Raleigh, NORTH CAROLINA 27612		

**CH \$165.00 2651049**

ATTORNEY DOCKET NUMBER:

27991/00001

DOMESTIC REPRESENTATIVE

Name: David A. Harlow  
Address Line 1: 4140 Parklake Avenue  
Address Line 2: GlenLake One, Suite 200  
Address Line 4: Raleigh, NORTH CAROLINA 27612

NAME OF SUBMITTER:

David A. Harlow

Signature:

/David A. Harlow/

Date:

03/06/2007

Total Attachments: 4  
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source=Merck#page4.tif

**TRADEMARK ASSIGNMENT**

This TRADEMARK ASSIGNMENT (this "Assignment"), is made and entered into as of December 31, 2006, by and between EMD Pharmaceuticals, Inc. a Delaware corporation ("Assignor"), and Merck KGaA a German corporation ("Assignee").

**BACKGROUND**

WHEREAS, Assignor owns all right, title and interest in and to the trademarks identified in Exhibit A hereto (the "Trademarks");

WHEREAS, Assignee desires to acquire Assignor's entire right, title and interest in and to the Trademarks; and

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged:

1. Assignor hereby sells, assigns and transfers and agrees to sell, assign and transfer unto Assignee and to its successors, assigns and legal representatives, the entire right, title and interest in and to the trademarks identified on Exhibit A hereto, including any and all common law rights, all United States, state, or foreign registrations thereof and all pending applications therefor, all trade name rights and service name rights, together with all of the goodwill of the business pertaining to such marks, all trade dress related to such marks, and any and all claims for damages that it might have at law or in equity for past infringement in said trademarks and the right to sue for and collect the same for Assignee's own use and benefit.

2. Assignor further agrees that, should additional or further documentation of the assignment be required for whatever reason, Assignor will, without further consideration, provide or execute such other information or documents as may be necessary upon Assignee's reasonable request.

IN WITNESS WHEREOF, the parties have caused this assignment agreement to be duly executed as of the date and the year set forth herein.

EMD PHARMACEUTICALS, INC.

By Klaus Rueth  
Klaus Rueth

Title: Chief Financial Officer

MERCK KGaA

ppa. By Ulrich Fogel ppa. Dr. Wolfgang Losert  
[NAME]

Ulrich Fogel Dr. Wolfgang Losert  
Title: Principal Officers

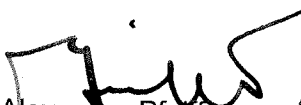
I hereby certify, that the above are the true signatures, subscribed today at  
Frankfurter Straße 250 in Darmstadt in my presence, of

- 1) **Mr. Dr. Wolfgang Losert**  
and
- 2) **Mr. Ulrich Fogel**

business address: Frankfurter Straße 250 in 64293 Darmstadt / Germany  
- who are personally known to me -.

The notary asked the appeared whether he or any member of his firm had  
acted in the matter which is the subject of this instrument, except in a  
notarial matter. The appeared denied.

Darmstadt, this 08 January 2007

  
- Alexander Pfeiffer -  
Notary



**EXHIBIT A**

**U.S. Trademarks Registrations**

<b>Mark</b>	<b>Class</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
CONVERSATIONS IN CARE	42	2,651,049	19-Nov-02
CONVERSATION IN CARE	41	2,667,225	24-Dec-02
ONE TEAM TOGETHER	42	2,921,376	25-Jan-05
ONE TEAM TOGETHER	35	3,120,427	25-Jul-06
ONE TEAM TOGETHER	5	78/764,386	Pending/Allowed
TARGETING CANCER FOR BETTER LIVES	35	3,120,550	25-Jul-06

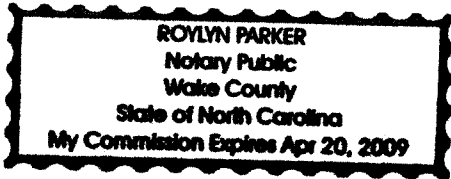
**INDIVIDUAL ACKNOWLEDGMENT**

State/Commonwealth of NORTH CAROLINA  
County of WAKE } SS.

On this the 12<sup>th</sup> day of December, 2006, before  
me, ROYLYN PARKER, the undersigned Notary  
Public, personally appeared KLAUS RUEFH  
Name of Notary Public Name(s) of Signer(s)

personally known to me – OR –

proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same for the purposes therein stated.

WITNESS my hand and official seal.

Roylyn Parker  
Signature of Notary Public

Other Required Information (Printed Name of Notary, Residence, etc.)

Place Notary Seal and/or Any Stamp Above

**OPTIONAL**

Although the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

**Description of Attached Document**

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

Right Thumbprint of Signer  
Top of thumb here