

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/28/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AESGEN INC		09/28/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	MGI PHARMA, INC
Street Address:	5775 West Old Shakopee Road
Internal Address:	Suite 100
City:	Bloomington
State/Country:	MINNESOTA
Postal Code:	55437
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	3265441	SAFORIS
Serial Number:	78389428	UPTEC

CORRESPONDENCE DATA

Fax Number: (612)339-3061
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (612) 371-2140
 Email: tmg@slwip.com
 Correspondent Name: David D'Zurilla
 Address Line 1: P.O. Box 2938
 Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER:	781.028US1
NAME OF SUBMITTER:	David D'Zurilla

CH \$65.00 3265441

Signature:

/David D'Zurilla/

Date:

09/20/2007

Total Attachments: 6

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**JOINT WRITTEN ACTION OF
SOLE STOCKHOLDER AND
THE SOLE DIRECTOR OF
MGIP ACQUISITION CORP.**

The undersigned, being the sole stockholder and the sole director of MGIP ACQUISITION CORP., a Delaware corporation (the "Corporation"), in accordance with the authority contained in Sections 228 and 141 of the Delaware General Corporation Law, in lieu of holding a meeting to consider the same, hereby adopt and approve the following corporate resolutions and instruct the secretary of the Corporation to file this written action with the minutes of the Corporation:

WHEREAS, MGI PHARMA, INC., a Minnesota corporation ("Parent") owns all of the outstanding shares of the Corporation;

WHEREAS, Parent has entered into that certain Agreement and Plan of Merger and Reorganization (the "Plan of Merger") attached hereto as Exhibit A, pursuant to which the Corporation shall merge (the "Merger") with and into AESGEN INC., a Delaware corporation ("AESGEN");

WHEREAS, AESGEN desires to merge the Corporation with and into itself, and the Corporation desires to merge with and into AESGEN, pursuant to the authority contained in Sections 252 and 253 of the Delaware General Corporation Law

BE IT RESOLVED, that the Plan of Merger and all of the transaction contemplated therein are hereby adopted and approved in all respects.

RESOLVED, that in accordance with the Plan of Merger, on or after the date on which the Merger shall become effective in the State of Delaware, all of the outstanding capital stock of AESGEN shall be cancelled and extinguished, and each share of common stock of the Corporation shall be converted into and become a right to receive one (1) share of common stock of AESGEN, as the surviving corporation of the Merger and wholly-owned subsidiary of the Parent.

RESOLVED, that all actions taken by the officers of the Corporation, or any of them, prior to the date hereof in order to accomplish the intent and purposes of the foregoing resolutions are hereby ratified, approved and confirmed.

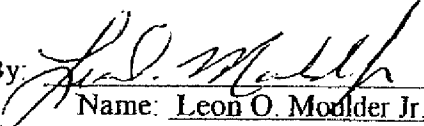
RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized and directed to take any action necessary or appropriate to carry out the purposes of the foregoing resolutions and to make, execute and deliver, or authorize and cause to be made, executed and delivered all agreements, undertakings, documents, certificates, orders, requests or instruments as such officer may deem necessary or advisable.

[The remainder of this page is left intentionally blank. Signature page to follow.]

IN WITNESS WHEREOF, the undersigned hereby execute this written action as of the date set forth below.

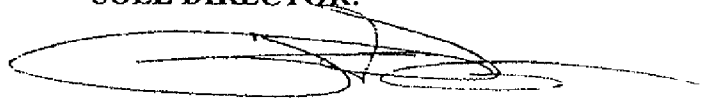
SOLE SHAREHOLDER:

MGI PHARMA, INC.,
a Minnesota corporation

By: 
Name: Leon O. Modder Jr.
Its: Chief Executive Officer

Date: 26 August 2004

SOLE DIRECTOR:



Eric Loukas

Date: 26 August 2004

Delaware

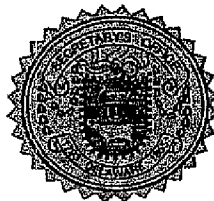
PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"MGIP ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "AESGEN, INC." UNDER THE NAME OF "AESGEN,
INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF
THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE
TWENTY-EIGHTH DAY OF SEPTEMBER, A.D. 2004, AT 1:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.



2416772 8100M

040700643

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3378598

DATE: 09-28-04

TRADEMARK
REEL: 003624 FRAME: 0647

**CERTIFICATE OF MERGER
OF
AESGEN, INC.
AND
MGIP ACQUISITION CORP.**

It is hereby certified that:

1. The constituent business corporations (the "Constituent Corporations") participating in the merger herein certified are:

(i) Aesgen, Inc., which is incorporated under the laws of the State of Delaware (the "Company"); and

(ii) MGIP Acquisition Corp., which is incorporated under the laws of the State of Delaware (the "Merger Sub").

2. An Agreement and Plan of Merger and Reorganization (the "Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the Company, the Merger Sub and MGI Pharma, Inc., a Minnesota corporation that is the sole stockholder of the Merger Sub, in accordance with the provisions of subsection (c) of Section 251 of the General Corporation Law of the State of Delaware.

3. The Company shall be the surviving corporation.

4. The Amended and Restated Certificate of Incorporation of the Company, as now in effect, shall be the Certificate of Incorporation of the surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

5. The directors and officers of Merger Sub shall be the initial directors and officers of the Company, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Company, in each case until their respective successors are duly elected or appointed and qualified.

6. The executed Plan of Merger shall be on file at the offices of the Company located at: 2 Research Way, Third Level East, Princeton, NJ 08540.

7. A copy of the Plan of Merger will be furnished by the Company, on request and without cost, to any stockholder of each of the Constituent Corporations.

*State of Delaware
Secretary of State
Division of Corporations
Delivered 02:03 PM 09/28/2004
FILED 01:59 PM 09/28/2004
SRV 040700643 - 2416772 FILE*

DN: 231061

**TRADEMARK
REEL: 003624 FRAME: 0648**

7. The Plan of Merger provides that the merger herein certified shall be effective as of the date of filing this Certificate.

Dated: September 28, 2004

AESGEN, INC.

By: 

Name: Edward C. Shinal, Ph.D.
Title: President and Chief Operating Officer

Dated: September ____, 2004

MGIP ACQUISITION CORP.

By:

Name:
Title:

7. The Plan of Merger provides that the merger herein certified shall be effective as of the date of filing this Certificate.

Dated: September _____, 2004

AESGEN, INC.

By:

Name:

Title:

Dated: September 28, 2004

MGIP ACQUISITION CORP.

By:



Name: Leon O. Mordecai, Jr.

Title: President and Chief Executive Officer