

FORM PTO-1595 (modified)

U.S. DEPARTMENT OF COMMERCE

(Rev. 6-93)

RECC

06-20-2000

-HEET

Patent and Trademark Office

5/18/00



To the Commissioner of Patents and

101384674

1 original documents or copies thereof.

1. Name of conveying party(ies):

NanoSystems, L.L.C.



2. Name and address of receiving party(ies):

Elan Corporation, PLC
Lincoln House, Lincoln Place
Dublin 2, IRELAND

Additional conveying party(ies) NO

3. Nature of conveyance:

ASSIGNMENT

Execution Date: October 1, 1998

Additional name(s) & address(es) attached? NO

4. Application number(s) or patent number(s):

If this is being filed together with a new application, the execution date of the application is: N/A

A. Patent Application Number(s):

B. Patent Number(s):

5,622,938

Additional numbers attached? NO

5. Name and address of party to whom correspondence concerning document should be mailed:

Michele M. Schafer
FOLEY & LARDNER
Washington Harbour
3000 K Street, N.W., Suite 500
P.O. Box 25696
Washington, D.C. 20007-8696

6. Total number of applications/patents involved: 1

7. Total fee (37 C.F.R. § 3.41): \$40.00

Check Enclosed

Charge to deposit account

8. Deposit account number: 19-0741

DO NOT USE THIS SPACE

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. The Commissioner is hereby authorized to charge any additional recordation fees which may be required in this matter to the above-identified deposit account.

Michele M. Schafer

Michele M Schafer

May 18, 2000

Name of person signing

Signature

Date

06/19/2000 DNGUYEN 00000277 5622938

01 FC:581

40.00 Total number of pages including cover sheet, attachments, and document: 15



ASSET PURCHASE AGREEMENT

by and between

NANOSYSTEMS L.L.C.,

EASTMAN KODAK COMPANY

and

ELAN CORPORATION, PLC

Dated as of August 21, 1998

NY12528:97445.11

SCHEDULES TO DISCLOSURE STATEMENT

Schedule 1.1(a)	Equipment
Schedule 1.1(b)	NanoSystems Real Property
Schedule 1.1(c)	NanoSystems Intellectual Property
Schedule 3.8	Capitalization
Schedule 3.10	Absence of Change
Schedule 4.5	Consents
Schedule 4.6(a)	Intellectual Property Infringements
Schedule 4.6(b)	Intellectual Property Restrictions
Schedule 4.8(a)	Material Contracts
Schedule 4.8(b)	Contracts: Breaches/Events
Schedule 4.8(c)	Certain Contracts
Schedule 4.9	Manufacturing Rights
Schedule 4.10	Administrative Actions
Schedule 4.13(a)	Benefit Plans
Schedule 4.13(f)	Payments Resulting from Transactions
Schedule 4.14(b)	Environmental
Schedule 4.17(c)	Commitments Since 12/31/97
Schedule 4.17(g)	Severance Payment
Schedule 4.20	Undisclosed Liabilities
Schedule 4.21	Insurance
Schedule 4.22	Year 2000 Compliance
Schedule 5.2	Commitments Prior to Closing
Schedule 5.5(a)	Severance Plan
Schedule 5.5(b)	Kodak Employee
Schedule 6.1(c)	Consents

EXHIBIT A Warrant Agreement

*Schedule
1.1(c)
IP*

SCHEDULE I.1.c

NanoSystems Intellectual Property Portfolio of Pending and Granted Patents August 20, 1998			
Title of Invention	Country	Patent/Appln. No.	Status
Aerosols Containing Beclomethasone Nanoparticulate Dispersions	U.S.	Patent No. 5,747,001	Granted
	Canada	Appln. No. 2,213,660	Pending
	Europe	Appln. No. 96906567.1	Pending
	Japan	Appln. No. 8-525799	Pending
Aerosols Containing Nanoparticulate Dispersions	U.S.	Appln. No. 08/948,216	Pending
	Canada	Appln. No. 2,213,638	Pending
	Europe	Appln. No. 96906566.3	Pending
	Japan	Appln. No. 8-525798	Pending
Nanocrystalline Formulations of Human Immunodeficiency Virus (HIV) Protease Inhibitors Using Cellulosic Surface Stabilizers and Methods of Making Such Formulations	U.S.	Appln. No. 08/890,602	Pending
	PCT	PCT/US98/14097	Pending
Pharmaceutical Compositions Containing Polyalkylene Block Copolymers Which Gel at Physiological Temperature	U.S.	Patent No. 5,565,188	Granted
	U.S.	Patent No. 5,705,194	Granted
	Canada	Appln. No. 2,213,663	Pending
	Europe	Appln. No. 96907083.8	Pending
	Japan	Appln. No. 8-525803	Pending
Nanoparticles Containing the R(-) Enantiomer of Ibuprofen	U. S.	Patent No. 5,718,919	Granted
Formulations of Oral Gastrointestinal Therapeutic Agents in Combination with Pharmaceutically Acceptable Clays	U. S.	Patent No. 5,585,108	Granted
Microprecipitation of Nanoparticulate Pharmaceutical Agents	U. S.	Patent No. 5,560,932	Granted
Isolation of Ultra Small Particles	U. S.	Patent No. 5,503,723	Granted
Nanoparticulate Diagnostic Mixed Carbonic Anhydrides as X-Ray Contrast Agents for Blood Pool and Lymphatic System Imaging	U. S.	Patent No. 5,643,552	Granted
	U. S.	Patent No. 5,472,683	Granted
	U. S.	Patent No. 5,573,749	Granted
Iodinated Aroyloxy Esters	U.S.	Patent No. 5,322,679	Granted
	U. S.	Patent No. 5,466,433	Granted
Method of Grinding Pharmaceutical Substances	U. S.	Patent No. 5,318,187	Granted
	Argentina	Appln. No. 326,206	Pending
	Australia	Patent No. 660852	Granted
	Canada	Appln. No. 2,107,400	Pending
	Taiwan	Patent No. NI-69476	Granted
	Czech Republic	Appln. No. 93/2277	Pending
	Europe	Appln. No. 93202795.6	Pending
	Finland	Patent/Appln. No. 934320	Pending

SCHEDULE 1.1.c

NanoSystems Intellectual Property Portfolio of
Pending and Granted Patents
August 20, 1998

Title of Invention	Country	Patent/Appln. No.	Status
Method of Grinding Pharmaceutical Substances	Hungary	Patent No. 210928	Granted
	Japan	Appln. No. 282497/93	Pending
	South Korea	Appln. No. 22264/93	Pending
	Malaysia	Patent No. MY-109,419-A	Granted
	Mexico	Appln. No. 93-6443	Pending
	New Zealand	Patent No. 248813	Granted
	Norway	Appln. No. 93-03719	Pending
	Philippines	Appln. No. 93/47059	Pending
	Russia	Patent/Appln. No. 93/52890	Pending
	Slovak Republic	Appln. No. PV 1301/93	Pending
	Ukraine	Appln. No. 93/3406	Pending
	Venezuela	Appln. No. 1484/93	Pending
Redispersible Nanoparticulate Film Matrices With Protective Overcoats	U.S.	Patent No. 5,573,783	Granted
	Canada	Appln. No. 2,212,803	Pending
	Europe	Appln. No. 96904612.7	Pending
	Japan	Appln. No. 8-525046	Pending
Iodinated Aromatic Compounds	U.S.	Patent No. 5,384,107	Granted
Method to Reduce Particle Size Growth During Lyophilization	U.S.	Patent No. 5,302,401	Granted
Iodinated Benzoyl Acetals and Ketals for X-Ray Imaging	U.S.	Patent No. 5,330,739	Granted
Formulations of Compounds as Nanoparticulate Dispersions in Digestible Oils or Fatty Acids	U.S.	Patent No. 5,571,536	Granted
	U.S.	Patent No. 5,360,931	Granted
	Canada	Appln. No. 2,207,304	Pending
	Europe	Appln. No. 96904552.5	Pending
	Japan	National Phase Appln. of PCT/US96/01433	Pending
Use of Non-Ionic Cloud Point Modifiers to Minimize Nanoparticulate Aggregation During Sterilization	U.S.	Patent No. 5,346,702	Granted
The Use of Tyloxapol as a Nanoparticle Stabilizer and Dispersant	U.S.	Patent No. 5,429,824	Granted
	Argentina	Appln. No. 326,179	Pending
	Australia	Patent No. 665669	Granted
	Canada	Appln. No. 2,108,192	Pending
	Taiwan	Appln. No. 82108780	Pending
	Europe	Appln. No. 93203365.7	Pending
	Finland	Pat./Appln. No. 93/5395	Pending
	Hungary	Pat./Appln. No. P9303394	Pending
	Israel	Appln. No. 93/107874	Pending
	Japan	Appln. No. 280799/93	Pending
	South Korea	Appln. No. 22700/93	Pending

SCHEDULE I.I.c

NanoSystems Intellectual Property Portfolio of Pending and Granted Patents August 20, 1998			
Title of Invention	Country	Patent/Appln. No.	Status
The Use of Tyloxapol as a Nanoparticle Stabilizer and Dispersant	Malaysia	Appln. No. PI 9302636	Granted
	New Zealand	Patent No. 248726	Granted
	Norway	Appln. No. P934424	Pending
	Philippines	Patent No. 29957	Granted
	Russia	Appln. No. 93054941.00	Pending
	Slovak Republic	Appln. No. PV 1424-93	Pending
	Ukraine	Appln. No. 93003742	Pending
Iodinated Aryloxy Carboxamides	U.S.	Patent No. 5,260,478	Granted
	Argentina	Appln. No. 326,029	Pending
	Australia	Patent No. 662442	Granted
	Canada	Appln. No. 2,107,597	Pending
	Taiwan	Patent No. NI-072317	Granted
	Hungary	Pat/Appln. No. P9303475	Hungary
	Israel	Appln. No. 93/107054	Granted
	Japan	Appln. No. 280915/93	Pending
	South Korea	Appln. No. 93/21134	Pending
	Malaysia	Patent No. MY-109,203A	Granted
	New Zealand	Patent No. 248651	Granted
	Philippines	Patent No. 30156	Granted
	Ukraine	Appln. No. 93/3409	Pending
	Venezuela	Patent No. 1384/93	Granted
	X-Ray Contrast Compositions Useful in Medical Imaging	U.S.	Patent No. 5,451,393
U.S.		Patent No. 5,318,767	Granted
Europe		Appln. No. 92200132.4	Pending
Use of Purified Surface Modifiers to Prevent Particle Aggregation During Sterilization	U.S.	Patent No. 5,352,459	Granted
	Argentina	Appln. No. 326,525	Pending
	Taiwan	Appln. No. 82109723	Pending
	Japan	Appln. No. 286472/93	Pending
	South Korea	Appln. No. 93/23383	Pending
	Malaysia	Appln. No. PI 9302559	Pending
	Mexico	Appln. No. 937381	Pending
	New Zealand	Patent No. 250116	Granted
	Philippines	Appln. No. 47231	Pending
	Russia	Appln. No. 93/55885	Pending
	Slovak Republic	Appln. No. PV 1416/93	Pending
Formulations of Nanoparticulate Naproxen Tablets	U.S.	Appln. No. 08/800,006	Pending
	PCT	PCT/US98/03388	Pending

SCHEDULE 1.1.c

NanoSystems Intellectual Property Portfolio of Pending and Granted Patents August 20, 1998			
Title of Invention	Country	Patent/Appln. No.	Status
Reduction of Intravenously Administered Nanoparticulate Formulation Induced Adverse Physiological Reactions	U.S.	Appl. No. 08/696,754	Pending (Allowed)
	Canada	Based on PCT/US96/15300	Pending
	Europe	Based on PCT/US96/15300	Pending
	Japan	Based on PCT/US96/15300	Pending
Process of Preparing X-Ray Contrast Compositions Containing Nanoparticles	U.S.	Patent No. 5,543,133	Granted
Burylene Oxide-Ethylene Oxide Block Copolymer Surfactants as Stabilizer Coatings for Nanoparticle Compositions	U.S.	5,587,143	Granted
	Argentina	Appl. No. 332,253	Pending
	Australia	Appl. No. 28240/95	Pending
	Canada	Appl. No. 2,193,503	Pending
	Taiwan	Appl. No. 8400107551	Pending
	Europe	Appl. No. 95923808.0	Pending
	Finland	Pat./Appl. No. 965234	Pending
	Israel	Patent/Appln. No. 95/114354	Pending
	Japan	Appl. No. 503205/96	Pending
	Malaysia	Appl. No. PI 9501774	Pending
	Norway	Appl. No. P 965455	Pending
	Philippines	Appl. No. 50809	Pending
	Venezuela	Appl. No. 95/1026	Pending
Method of Grinding Pharmaceutical Substances	U.S.	Appl. No. 08/491,539	Pending (Allowed)
	Argentina	Appl. No. 331,938	Pending
	Canada	Appl. No. 2,190,966	Pending
	Taiwan	Appl. No. 84104440	Pending
	Europe	Appl. No. 95919828.4	Pending
	Israel	Appl. No. 95/113852	Allowed
	Japan	Appl. No. 530352/95	Pending
	Malaysia	Appl. No. PI 9501374	Pending
	Philippines	Appl. No. 50573	Pending
	Venezuela	Appl. No. 0853-95	Pending
Nanoparticulate Diagnostic Dimer as X-Ray Contrast Agents for Blood Pool and Lymphatic System Imaging	U.S.	Patent No. 5,500,204	Granted
Method of Preparing Stable Drug Nanoparticles	U.S.	Patent No. 5,534,270	Granted
Sulfated Non-Ionic Block Copolymer Surfactant as Stabilizer Coatings for Nanoparticle Compositions	U.S.	Patent No. 5,569,448	Granted
Iodinated Aromatic Propanediolates	U.S.	Patent No. 5,264,610	Granted
	U.S.	Patent No. 5,328,404	Granted
Iodinated Aryloxy Ketones	U.S.	Patent No. 5,488,133	Granted

SCHEDULE I.1.c

NanoSystems Intellectual Property Portfolio of
Pending and Granted Patents
August 20, 1998

Title of Invention	Country	Patent/Appln. No.	Status
Novel Purpose Diagnostic/Therapeutic Agent Having a Tri-Iodinated Benzoyl Group Linked to a Coumarin	U.S.	Patent No. 5,665,330	Granted
Improved Formulations of Oral Gastrointestinal Diagnostic X-Ray Contrast Agents and Oral Gastrointestinal Therapeutic Agents	U.S.	Patent No. 5,628,981	Granted
Nanoparticulate Iodipamide Derivatives for Use as X-Ray Contrast Agents	U.S.	Appln. No. 08/815,346	Pending
	U.S.	Patent No. 5,521,218	Granted
Nanoparticulate Diagnostic Diazoxo Ester X-Ray Contrast Agents for Blood Pool and Lymphatic System Imaging	U.S.	Patent No. 5,525,328	Granted
Serium Salt Formulations Stabilized by Non-Ionic and Anionic Stabilizers	U.S.	Patent No. 5,593,657	Granted
Water Insoluble Non-Magnetic Manganese Particles as Magnetic Resonance Enhancement Agents	U.S.	Patent No. 5,401,492	Granted
Novel Formulation for Nanoparticulate X-Ray Blood Pool Contrast Agents Using High Molecular Weight Non-Ionic Surfactants	U.S.	Patent No. 5,326,552	Granted
	U.S.	Patent No. 5,447,710	Granted
Use of Ionic Cloud Point Modifiers to Prevent Particle Aggregation During Sterilization	U.S.	Patent No. 5,298,262	Granted
Use of Charged Phospholipids to Reduce Particle Aggregation	U.S.	Patent No. 5,470,583	Granted
Process of Preparing Therapeutic Compositions Containing Nanoparticles	U.S.	Patent No. 5,510,118	Granted
Nanoparticulate NSAID Formulations	U.S.	Patent No. 5,518,738	Granted
	Canada	Appln. No. 2,212,779	Pending
	Europe	Appln. No. 96905181.2 (to be completed in all EP designated countries)	Pending (Allowed)
	Japan	Appln. No. 8-524268	Pending
Microprecipitation of Nanoparticulate Pharmaceutical Agents	U.S.	Patent No. 5,560,932	Granted
Microprecipitation of Nanoparticulate Pharmaceutical Agents Using Surface Active Material Derived From Similar Pharmaceutical Agents	U.S.	Patent No. 5,716,642	Granted
Co-Microprecipitation of Nanoparticulate Pharmaceutical Agents with Crystal Growth Modifiers	U.S.	Patent No. 5,665,331	Granted
Co-Microprecipitation of Nanoparticulate Pharmaceutical Agents with Crystal Growth Modifiers	U.S.	Patent No. 5,662,883	Granted
Surface Modified Drug Nanoparticles	U.S.	Patent No. 5,145,684	Granted
	Argentina	Appln. No. 92/321681	Pending

SCHEDULE 1.1.c

NanoSystems Intellectual Property Portfolio of
Pending and Granted Patents
August 20, 1998

Title of Invention	Country	Patent/Appln. No.	Status
Surface Modified Drug Nanoparticles	Australia	Patent No. 654836	Granted
	Canada	Appln. No. 2059432	Pending
	Chile	Appln. No. 92/074	Pending
	Columbia	Patent No. 24635	Granted
	Europe	Appln. No. 92200153.2 Publication No. 499299	Pending
	Finland	Pat/Appln. No. 920321	Pending
	Hungary	Pat/Appln. No. 92-226	Pending
	Ireland	Appln. No. 92-0217	Pending
	Israel	Patent/Appln. No. 100754	Granted
	Japan	Appln. No. 92/11226	Pending
	South Korea	Appln. No. 92/1077	Pending
	Malaysia	Patent No. MY-108134-A	Granted
	Mexico	Patent No. 176345	Granted
	New Zealand	Patent No. 241362	Granted
	Norway	Appln. No. 92-00334	Allowed
	Philippines	Patent No. 29069	Granted
	Russia	Pat. No. 2066553	Granted
	Singapore	Appln. No. 9606361-5	Pending
	Taiwan	Patent No. NI-071312	Granted
	Surface Modified Anticancer Nanoparticles	U.S.	Patent No. 5,494,683
U.S.		Patent No. 5,399,363	Granted
Argentina		Appln. No. 93/325,220	Pending
Australia		Patent No. 675432	Granted
Canada		Appln. No. 2098242	Pending
Czech Republic		Appln. No. PV 131693	Pending
China		Appln. No. 93108050.9	Pending
Europe		Appln. No. 93201883.1 Publication No. 577215	Pending
Finland		Pat/Appln. No. 933040	Pending
Hungary		Pat/Appln. No. P9301917	Pending
Israel		Patent/Appln. No. 106198	Pending
Japan		Appln. No. 93/158808	Pending
South Korea		Appln. No. 93/12267	Pending
Malaysia		Appln. No. PI 9301273	Pending (allowed)
Mexico		Appln. No. 933950	Pending
New Zealand		Patent No. 248042	Granted
Norway		Appln. No. 93-2403	Pending
Philippines		Patent No. 30104	Granted
Russia		Appln. No. 93046236	Pending
Singapore		Appln. No. 9605605-6	Pending
Slovak Republic		Pat/Appln. No. PV 0681-93	Pending
Taiwan		Patent No. NI-079294	Granted
Ukraine		Appln. No. 93003037	Pending

Issued and Granted Patents
August 20, 1998

Title of Invention	Country	Patent/Appln. No.	Status
Surface Modified Anticancer Nanoparticles	Venezuela	Pat/Appln. No. 0849-93	Pending
Surface Modified NSAID Nanoparticles	U.S.	Patent No. 5,552,160	Granted
	Australia	Patent No. 677783	Granted
	Austria	European Patent No. 644 755	National Registration of EP 644 755
	Belgium	European Patent No. 644 755	National Registration of EP 644 755
	Canada	Appln. No. 2118317	Pending
	Denmark	European Patent No. 644 755	National Registration of EP 644 755
	Europe	European Patent No. 644 755	Granted
	France	European Patent No. 644 755	National Registration of EP 644 755
	Germany	European Patent No. 644 755	National Registration of EP 644 755
	Greece	European Patent No. 644 755	National Registration of EP 644 755
	Hungary	Pat/Appln. No. 94-3543	Pending
	Ireland	European Patent No. 644 755 Irish Patent No. 272603	Granted
	Italy	European Patent No. 644 755	National Registration of EP 644 755
	Japan	Appln. No. 94/501515	Pending
	Luxembourg	European Patent No. 644 755	National Registration of EP 644 755
	Monaco	European Patent No. 644 755	National Registration of EP 644 755
	Mexico	Appln. No. 93-3452	Pending
Netherlands	European Patent No. 644 755	National Registration of EP 644 755	
Portugal	European Patent No. 644 755	National Registration of EP 644 755	
Spain	European Patent No. 644 755	National Registration of EP 644 755	

**NanoSystems Intellectual Property Portfolio of
Pending and Granted Patents
August 20, 1998**

Title of Invention	Country	Patent/Appln. No.	Status
Modified NSAID Nanoparticles	Sweden	European Patent No. 644 755	National Registration of EP 644 755
	Switzerland	European Patent No. 644 755	Granted
	United Kingdom	European Patent No. 644 755	National Registration of EP 644 755
Specific Adhesion Within the GI-Tract Using Nanoparticles Stabilized by High Molecular Weight, Linear Poly(ethylene Glycol) Polymers	U.S.	Patent No. 5,580,579	Granted
Diagnostic Imaging X-Ray Contrast Agents	U.S.	Patent No. 5,573,750	Granted
Phase Surfactant for Nanocrystals	U.S.	Patent No. 5,622,938	Granted
Formulations of Oral Gastrointestinal Diagnostic X-Ray Contrast Agents in Combination with Pharmaceutically Compatible Clays	U.S.	Patent No. 5,466,440	Granted
Novel Naproxen with Hydroxypropyl Cellulose as a Dispersion Stabilizer	U.S.	Patent No. 5,591,456	Granted
2,4-Diiodo-5-Substituted-Amino-Phthalate Esters Useful as X-Ray Contrast Agents for Medical Diagnostic Imaging	U.S.	Patent No. 5,670,136	Granted
Novel [Alkanoyl Amino]-2,4,6-Tribromobenzyl Esters	U.S.	Patent No. 5,603,916	Granted
Continuous Method of Grinding Pharmaceutical Substances	U.S.	Patent No. 5,718,388	Granted
	Argentina	Appln. No. 331,937	Pending
	Canada	Appln. No. 2,190,134	Pending
	Taiwan	Appln. No. 84103642	Pending
	Europe	Appln. No. 95919062.0	Pending
	Israel	Appln. No. 113851	Pending
	Japan	Appln. No. 95/530317	Pending
	Malaysia	Appln. No. PI 9501375	Pending
	Philippines	Appln. No. 95/50574	Pending
	Venezuela	Appln. No. 0854-95	Pending
Alkylphenol Esters as Novel X-Ray Contrast Agents	U.S.	Appln. No. 08/677,708	Pending
Novel 3-Amino-Triiodophenyl Esters as X-Ray Contrast Agents	U.S.	Patent No. 5,668,196	Granted September 16, 1997
Copolymer Copolymers and a Process for Preparing Them	U.S.	Appln. No. 08/836,819	Pending
	Argentina	Appln. No. 331,155	Pending
	Canada	Appln. No. 2,207,589	Pending
	Taiwan	Appln. No. 8400102792	Pending
	Europe	Appln. No. 95904320.4	Pending
	Israel	Appln. No. 94/0112136	Pending

SCHEDULE 1.1.c

NanoSystems Intellectual Property Portfolio of
Pending and Granted Patents
August 20, 1998

Title of Invention	Country	Patent/Appln. No.	Status
Block Copolymers and a Process for Preparing Them	Europe	National Phase of PCT/EP94/04261	Pending
	Japan	National Phase of PCT/EP94/04261	Pending
	Malaysia	Appln. No. PI 9500052	Pending
	Mexico	Appln. No. 951133	Pending
	Philippines	Appln. No. 50830	Pending
	Great Britain	Patent No. 2283977	Granted
	Venezuela	Appln. No. 95/324	Pending
Rhombohedral Crystalline Form of Triamcinolone Acetonide, Compositions Comprising the Rhombohedral Crystalline Form of Triamcinolone Acetonide, Methods of Making and Using Such Compositions, and Methods of Making Nanocrystalline Compositions of Tetragonal Crystalline Form of Triamcinolone Acetonide	U.S.	Appln. No. 08/963,281	Pending
Injectable Formulations of Naproxen	U.S.	Appln. No. Unknown (filed on August 13, 1998)	Pending

the Acquired Assets are subject, other than in the case of clauses (ii) and (iii) any conflict, breach, default, termination, cancellation, acceleration, loss, violation or Encumbrance which, individually or in the aggregate, would not have a Material Adverse Effect or materially impair or delay Seller's ability to perform its obligations hereunder.

4.4 Binding Effect. This Agreement constitutes a valid and legally binding obligation of Seller enforceable in accordance with its terms, subject to bankruptcy, insolvency, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors' rights and to general equity principles.

4.5 Consents and Approvals. Except as required by the H-S-R Act, no consent, approval, waiver or authorization is required to be obtained by Seller from, and no notice or filing is required to be given by Seller to or made by Seller with, any Federal, state, local or other governmental authority or other Person in connection with the execution, delivery and performance by Seller of this Agreement other than those the failure of which to obtain, give or make would not have a Material Adverse Effect or materially impair or delay the ability of Seller to effect the Closing.

4.6 Intellectual Property. To the best Knowledge of Seller, Seller owns or has the right to use all of the Intellectual Property included in the Acquired Assets. The Intellectual Property included in the Acquired Assets constitutes all of the Intellectual Property necessary to conduct the Business as currently conducted. Schedule 1.1(c) contains a worldwide list of all patents, trade names, trademarks and service marks, and applications for the foregoing owned or possessed by the Seller and true and complete copies of all such materials have been made available to Buyer. Seller has taken all action reasonably necessary to establish and protect its interest in and to the NanoSystems Intellectual Property. To the Knowledge of Seller, (i) Seller's products do not infringe on or otherwise violate the Intellectual Property of any other Person, and (ii) no Person is challenging, infringing or otherwise violating the NanoSystems Intellectual Property. Except as set forth in the Contracts listed on Schedule 4.6(b), there is no limitation on Seller's ability or right to license any of the NanoSystems Intellectual

NY12528:97445.11

-17-

Property to any Person All issued patents and registered trademarks and service marks owned by Seller are recorded on the public record solely in the name of Seller.

4.7 Title to and Condition of Tangible Property Seller has good title to, or a valid and binding leasehold interest in, the tangible property included in the Acquired Assets, free and clear of all Encumbrances, except (i) liens for Taxes, assessments and other governmental charges (a) not yet due and payable or (b) being contested in good faith by appropriate proceedings and for which adequate reserves have been established, and (ii) Encumbrances which, individually or in the aggregate, would not have a Material Adverse Effect. Upon the consummation of the transactions contemplated hereby, assuming Buyer is a bona fide purchaser for value with no knowledge of an adverse claim, Buyer will acquire good title to the tangible property included in the Acquired Assets, free and clear of all Encumbrances, except for the exceptions in clauses (i) and (ii) of this Section 4.7. The tangible property included in the Acquired Assets is in all material respects in good working condition, ordinary wear and tear excepted.

4.8 Contracts

(a) Schedule 4.8(a) sets forth a list, as of the date hereof, of each Contract that is material to Seller. Each such Contract is a valid and binding agreement of Seller or its Affiliates and is in full force and effect.

(b) To the Knowledge of Seller, there has been no material breach or default under any Contract listed on Schedule 4.8(a) except for defaults that have been cured or waived and breaches and defaults which are not material. No event has occurred with respect to Seller which, with notice or lapse of time or both, would constitute a material breach, violation or default, or give rise to a right of termination, cancellation, foreclosure, imposition of a lien or penalty, prepayment or acceleration under any such Contract.

(c) Seller is not a party to any Contract in any of the following categories:

NY12528: 97445 11

-18-

ASSIGNMENT OF INTELLECTUAL PROPERTY OTHER THAN PACLITAXEL

KNOW ALL PERSONS BY THESE PRESENTS that in connection with the Asset Purchase Agreement, dated as of August 21, 1998 (the "Agreement"), by and among Elan Corporation, plc, a public limited company organized under the laws of Ireland ("Buyer"), NanoSystems L.L.C., a limited liability company organized under the laws of the State of Delaware ("Seller"), and Eastman Kodak Company, a New Jersey corporation (capitalized terms not defined herein shall have the meaning ascribed to them in the Agreement), Seller, for good and valuable consideration, receipt of which is hereby acknowledged, hereby ASSIGNS to Buyer all of Seller's right, title and interest in and to all Intellectual Property included in the Acquired Assets (other than the rights to develop and commercialize a nanocrystal version of Paclitaxel) in accordance with the terms of the Agreement.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed by its duly authorized officer on the 1st day of October, 1998.

NANOSYSTEMS L.L.C.

By: Particulate Prospects Corp.,
Member

By: *Akram Sandhu*
Name: Akram Sandhu
Title: Vice President

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