U.S. DEPARTMENT OF COMMERCE FORM PTO-1595 (modified) RE SHEET Patent and Trademark Office (Rev 6-93) To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copies thereof. 2. Name and address of receiving party(ies): 1. Name of conveying party(ies): **ELAN CORPORATION, PLC ELAN PHARMA INTERNATIONAL LIMITED Treasury Building Lower Grand Canal Street Dublin 2. Ireland** Additional conveying party(ies) 3. Nature of conveyance: **ASSIGNMENT Execution Date:** NO 10/01/1998 Additional name(s) & address(es) attached? 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: A. Patent Application Number(s): B. Patent Number(s): 5518738 Additional numbers attached? NO 5. Name and address of party to whom correspondence 6. Total number of applications/patents involved: 1 concerning document should be mailed: 7. Total fee (37 C.F.R. § 3.41): \$40.00 Michele M. Simkin Check Enclosed X **FOLEY & LARDNER LLP** Washington Harbour Charge to deposit account 3000 K Street, N.W., Suite 500 19-0741 8. Deposit account number: Washington, D.C. 20007-5143 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. Simkin

Signature

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

1492752v1

11/16/2005 ECOOPER 00000177 5518738-

Name of person signing

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#### ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT among Elan Corporation, plc ("Elan") and Elan Pharma International Limited, a wholly-owned subsidiary of Flan ("PPIL"). For consideration consisting of an amount in cash equal to the Purchase Price (as defined in the Agreement) less the sum of the amounts paid by Elan Pharmacoutical Research Corp. ("EPRC") to Elan in consideration for the assets separately conveyed plus the amounts paid by EPAC to NanoSystems L.L.C. for certain leasehold improvements, the parties hereto agree that, effective immediately after the closing of the transactions referred to in the Agreement referred to below. Elan assigns to EPIL all of Elan'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 Asset Purchase Agreement (the "Agreement") by and among NanoSystems L.L.C., Eastman Kodak Company and Elan.

Capitalized terms not defined herein shall have the meaning ascribed to them in the Agreement.

[Signature page Iollows]

To-FOLEY AND LARDNER Page 06

-2-

IN WITNESS WHEREOF, the parties hereto have executed this Assignment Agreement as of the 1° day of October, 1998.

ELAN CORPORATION, PLC

Name:Donal (Staney Title:Chairman of Board

Director of Elan Corp., p

We hereby assume the rights, title and interest specified

ELAN PHARMA INTERNATIONAL LIMITED

Name:

Tirle: DIRECTOR

**PATENT** 

# 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 12/3 1/97
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

Schröder (1)(C)

NY12528: 97445.11



NanoSystems Int	enectual Pro	iperig i ornono or l Patents	
	igust 20, 199		
Title of Invention	Country	Patent/Applu. No.	Status
Acrusula Containing Beclomethasone	U.S.	Fatent No. 5,747,001	Granted
Nanoparticulate Dispersions	Canada	Appln. No. 2,213,660	Pending
İ	Europe	Apple. No. 96906567.1	Pendine
	Japan	Apple. No. 8-525799	Pending
	U.S.	Appla. No. 08/948,216	Pending
Aerosols Containing Nanoparticulate	0.5.	.,,	,
Dispersions	Canada	Apple. No. 2,213,638	Peoding
<u>-</u>	Europe	Appln, Na. 96906566.3	Pending
	Japan	Apple. No. 8-525798	Pending
Nanocrystalline Formulations of Human	U.S.	Appln. No. 08/890,602	Pending
Instituted ficiency Virus (HIV) Protesse Inhibitors Using Cellulosic Surface Stabilizars and Methods of Making Such Formulations			•
	PCT	PCT/US9U14097	Pending
Pharmaceutical Compositions Containing Polyalkylene Block Copolymers Which Gel at Physiological Temperature	U.S.	Patent No. 5,565,188	Granted
at a transfer a contact of	U.S.	Patent No. 5,705,194	Granted
r	Canada	Appln. No. 2,213,663	Pending
	Europe	Appin. No. 96907083.8	Pending
	Japan	Appln. No. 8-525803	Pending
Nanoparticles Containing the R(-)	u.s.	Patent No. 5,718,919	Granted
Enantiomer of Ibuprofen Formulations of Oral Gastrointestinal Therapeuric Agents in Combination with Pharmaccutically Acceptable Clays	U. S.	Patent No. 5,585,108	Granted
Microprecipitation of Nanoparticulate	U.S.	Patent No. 5,560,932	Granied
Pharmaceutical Agents isolation of Ultra Small Particles	U.S.	l'atent 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
Didnet Levi stor vimbines alares sun 2m2	U.S.	Patent No. 5,472,683	Granted
	U.S.	Patent No. 5,573,749	Granted
Indinated Aroyloxy Esters	U.S.	Patent No. 5,322,679	Granted
International Land	U.S.	Patent No. 5,466,433	Grantes
Method of Crinding Pharmaceutical Substances	U.S.	Patent No. 5,518,187	Granied
2ffbt ernecs	Argentina	Appln. No. 326,206	Pending
·	Australia	Patent No. 660852	Granted
	Canada	Appls. No. 2, 107,400	Pending
	Taiwan	Patent No. NI-69476	Granted
	Casch Republic	Appls. No. 93/2277	Pending
	Ригорс	Apple. No. 93202795.6	Pending
	Finland	Patent/Apple. No. 934320	Pending

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PATENT

NanoSystems In	tellectual Pro	operty Portiolio of	
Pending and Granted Patenta			
	ugust 20, 19		į
Title of Invention	Country	Patent/Appin. No.	Status
Method of Grinding Pharmaceutical Buhatances	Hungary	Patent No. 210928	Granted
<b>5</b>	Japan	Appin. No. 212497/93	Pending
	South Kores	Appln. No. 22264/93	Pending
	Malaysia	Patent No. MY-109,419-A	Grapted
λ· 6.	Mexico	Apple. No. 93-6443	Pending
	New	Patent No. 248813	Granted
<b>}</b>	Zealand		
•	Norway	Appln. No. 93-03719	Pending
	Philippines	Appln. No. 93/47059	Pending
	Russia	Paten/Appin, No. 93/52890	Pending
	Slovak Republic	Appla. No. PV 1301/93	Pending
<b>)</b>	Ukraine	Apple. No. 93/3406	Pending
	Venezuela	Apple. No. 1484/93	Pending
Redupersible Nanoparticulate Film  Matrices With Protestive Overcusts	U.S.	Patent No. 5,573,783	Granted
	Canada	Appln. No. 2,212,203	Pending
	Ецторе	Appln. No. 96904612.7	Pending
	Japan	Apple. No. 1-525046	Pending
Indinated 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
Indinated Benzoyl Acetals and Ketals for X- Ray Imaging	U.S.	Patent No. 5,330,739	Granted
Formulations of Compounds as Nanoparticulate Dispersions in Digestible Olls or Fatty Acids	U.S.	Patent No. 5,571,536	Granted
	U.S.	Patent No. 5,360,931	Granted
,	Canada	Appln. No. 1,207,304	Pending
:	Europe	Apple. No. 96904552.5	Pending
	Japan	National Phase Apple. of PCT/US96/01433	Pending
Use of Non-lonic 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
•	Argentins	Appla. No. 326,179	Pending
	Australia	Patent No. 665669	Granted
•	Canada	Appln. No. 2,108,192	Pending
	Taiwan	Appin, No. 82108780	Pending
	Europe	Appln. No. 93203365.7	Pending
	Finland	Pal./Apple No. 93/5395	Pending
· .	Hungary	Pat/Appln. No. P9303594	Pending
	Israel	Apple No. 93/107874	Pending
	Japan	Apple. No. 280799/93	Pending
}	South Kares	Apple. No. 22700/93	Pending

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PATENT

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  New Zealand Norway Appln. No. P19302636 Granted Zealand Norway Appln. No. P934424 Pending Philippines Parmt No. 248726 Granted Stown Appln. No. P934424 Pending Philippines Parmt No. 29857 Granted Stown Appln. No. P9304941.00 Pending Stown Appln. No. P7 1424-93 Pending Userine Appln. No. 93054941.00 Pending Userine Appln. No. 93054941 Granted Argentina Appln. No. 9305494 Granted Casada Appln. No. 93060473 Pending Patent No. No. 93060473 Pending Patent No. No. 93060473 Pending Patent No. No. 93060473 Pending Status No. 93060473 Pending South Kores Appln. No. 93701134 Pending Malaysis Patent No. No. 93701134 Pending Malaysis Patent No. No. 93701134 Pending Patent No. 93701134 Pending Patent No. 93701134 Pending Venezuela Patent No. 134493 Granted Userine Appln. No. 937409 Pending Venezuela Patent No. 134493 Granted Userine Appln. No. 937409 Pending Taiwan Appln. No. 937409 Pending Pending Userine Appln. No. 937409 Pending Taiwan Appln. No. 937409 Pending Pending Pending Object Pending Pending Pending Appln. No. 937409 Pending Taiwan Appln. No. 937409 Pending Pending Pending Appln. No. 937409 Pending Pending Pending Pending Appln. No. 937409 Pending Pendin	NanoSystems li	ntellectual Pro	perty Portfolio of	
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Title of Invention  The Use of Tyloxapol as a Nanoparticle Stabilizer and Dispersant  New Zesland Norway, Appln. No. P19302636 Granted Norway, Appln. No. P934424 Pending Philippines Parmt No. 29937 Granted Stabilizer and Dispersant  New Zesland Norway, Appln. No. 993034941.00 Pending Philippines Parmt No. 29937 Granted Norway, Appln. No. 93034941.00 Pending Use Appln. No. 93034941.01 Pending Use Appln. No. 93034941.01 Pending Use Appln. No. 9303494 Pending No. 930494 Pending Patent No. No. 930494 Pending Appln. No. 930494 Pending No. 9310494 Pending No. 9310494 Pending Patent No. No. 9374094 Pending No. 9374094 Pending Patent No. No. 9374094 Pending No. 9374094 Pending Patent No. 9374094 Pending Patent No. 9374094 Pending Patent No. 948651 Granted Philippines Patent No. 134493 Granted Philippines Patent No. 134493 Granted Philippines Patent No. 134493 Granted Peters No. 948651 Pending Venezuela Patent No. 134493 Granted Use of Partified Surface Modifiers to Use of Patent No. 134493 Granted Use of Partified Surface Modifiers to Use of Patent No. 134493 Granted Use of Partified Surface Modifiers to Patent No. 948651 Pending Sterilization Appln. No. 9373409 Pending No. 948647293 Pending Appln. No. 9373409 Pending Patent No. 948651 Pen	•	_		
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NanoSystems	Intellectual P	roperty Portfolio of		
NanoSystems Intellectual Property Portfolio of Pending and Granted Patents				
August 20, 1998				
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Reduction of Intravenously Administered	U.S.	Patent/Appln. No.	Status	
Nanoparticulate Formulation Induced	U.S.	Apple. No. 08/696,754	Pending	
Adverse Physiological Reactions		1	(Allowed)	
	Canada	Bused on		
	1-2-7-2-1	PCT/US96/15300	Pending	
	Europe	Based on	Pending	
		PCT/US96/15300	, comp	
	Japan	Based on	Pending	
<u> </u>	<u>"</u> .	PCT/US96/15300		
Process of Preparing X-Ray Contrast	U.S.	Patent No. 5,543,133	Granted	
Compositions Containing Nanoparticles				
Butylene Oxide-Ethylene Oxide Block	U.S.	5,587,143	Granted	
Copolymer Surfactants are Stabilizer Coatings for Nanoparticle Compositions	1			
	Argentina	Appln. No. 332,253		
	Australia	Appln. No. 28240/95	Pending	
	Canada	Applin. No. 2,193,503	Pending	
	Taiwan	Apple, No. 8400107551	Pending Pending	
	Europe	Appln. No. 95923808.0	Pending	
	Finland	Pat/Apple, No. 965234	Pending	
	lirael	Paten/Appin. No.	Pending	
		95/1 14354	- colonial	
	Japan	Appln. No. 503203/96	Pending	
	Malaysia	Apple. No. PI 9501774	Pending	
,	Norway	Apple. No. P 965455	Pending	
	Philippines Venezuela	Appln. No. 50809	Pending	
Method of Grinding Pharmacoutical	US	Appin. No. 93/1026	Pending	
Substances		Apple. No. 08/491,539	Pending (Allowed)	
•	Argentina	Appla. No. 331,938	Pending	
	Canada	Appin, No. 2, 190, 966	Pending	
	Tarwan	Applis. No. 84104440	Pending	
	Europe	Apple. No. 95919828,4	Pending	
	Japan	Appla. No. 95/113852	Allowed	
	Maleysia	Appin. No. 530352/95 Appin. NoPI 9501374	Pending	
	Philippines	Apple. No. 50573	Pending Pending	
	Venezuela	Apple. No. 0853-95	Pending	
Namparticulate Diagnostic Directs as X-	U.S.	Patent Nu. 5,500,204	Granici	
Ray Contrast Agents for Blood Pool and Lymphatic System Imaging			C.L.	
Method of Preparing Stable Drug	U.S.	Patent No. 5,534,270	Ganted	
Nanoparticles		٠	Cuned	
Sulfated Non-Ionic Block Copolymer	U.S.	Patent No. 5,569,448	Granical	
Surfaciant as Stabilizer Costings for				
Nanoparticle Compositions				
lodinated Aromatic Propagedicates	U.S.	Patent No. 3,254,610	Granted	
lodinated Aroyloxy Katones	U.S.	Patent No. 5,328,404	Cranted	
SAME OF STREET	U.S.	Patent No. 5,488,133	Granted	

PATENT

NanoSystems Intellectual Property Portfolio of					
Pending	Pending and Granted Patents				
	August 20, 1998				
Title of Invention	Country	Patent/Appin. No.	Status		
[ ] wal Purpose Diagnostic/Therapeutic Agunt		Patent No. 3,665,330	Granted		
Heving a Tri-Indinated Benzoyl Group			0.2.2		
haked to a Cournstin		1			
Approved Forrmalations of Oral	U.S.	Patent No. 5,628,981	Granted		
Destrointestinal Digaportic X-Ray Contract					
Apeau and Oral Gastrointestinal	l	1			
Therepeutic Agents			<u></u>		
(d)	U.S.	Apple. No. 08/815,346	Pending		
Amoparticulate Indipamide Derivatives for	U.S.	Patent No. 5,521,218	Granued		
(Lee as X-Ray Contrast Agents					
Nanoparticulate Diagnostic Diatrizoxy Ester	U.S.	Patent No. 5,325,328	Granted		
Monaric System Imaging	1				
Arium Salt Formulations Stabilized by	U.S.	Palent No. 5,593,657	Granted		
New-lonic and Anionic Stabilizers			Crances		
Water Insoluble Non-Magnetic Manganese	U.S.	Fatent No. 5,401,492	Granted		
Particles as Magnetic Resonance					
Maluncement Agento		1			
Novel Formulation for Nanoparticulate X-	U.S.	Patent No. 5,326,552	Granted		
Rey Blood Pool Contrast Agents Using					
Migh Molecular Weight Non-Ionic		į.			
Shorfectants					
Also of lonic Cloud Point Modifiers to	U.S.	Patent No. 5,447,710 Patent No. 5,298,262	Granted		
Provent Particle Aggregation During	0.3.	Patent No. 3,296,202	Granted		
*Berilization	j	1			
Ver of Charged Phospholipids to Reduce	U.S.	Patent No.5,470,583	Granted		
Particle Aggregation	1		-		
Frocess of Preparing Therapeutic	U.S.	Patent No. 5,510,118	Granted		
Compositions Containing Nanoparticles		·			
Nanoperticulate NSAID Formulations	U.S.	Patent No. 5,518,738	Granted		
Œ.	Canada	Apple. No. 2,212,779	Pending		
7	Europe	Appln. No. 96905181.2	Pending		
in the second se		(to be completed in all EP	(Allowed)		
N. C. San Carlos	Japan	designated countries) Applin. No. 8-524268	Pending		
Microprecipitation of Nanoparticulate	U.S.	Patent No. 5.560,932	Granted		
Phermaceutical Agents			C1 811100		
Microprecipitation of Nanoparticulate	U.S.	Patent No. 5,716,642	Granted		
Phermaceutical Agents Using Surface		•			
Active Material Derived From Similar					
Pharmaceutical Agents					
Co-Microprecipitation of Nanoparticulate	U.S.	Patent No. 5,665,331	Granted		
Pharmaceutical Agents with Crystal Growth Moulifiers	ľ		J		
Ca-Microgrecipingion of Napoparticulate	U.S.	Patent No. 5,662,883	Granted		
Pharmaceutical Agents with Crystal Growth	U.D.	1 arcut 140' 1'005'997	Chapted		
Modifien	I		1		
Burface Modified Drug Nanoparticles	U.S.	Patent No. 5,145,684	Granted		
li ve Primer i di mandil	Aventos	A No. 92/22/491	B		

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PATENT

NanoSystems	latellectual P	roperty Partfolio of		
Pendi	ng and Grant	ted Patents		
August 20, 1998				
Title of Invention	Country	Patent/Appin. No.	Status	
Surface Modified Drug Nanoparticles	Australia	Patent No. 654836	Granted	
	Capada	Appin. No. 2059432	Pending	
	Chile	Appln. No. 92/074	Pending	
	Columbia	Patent No. 24635	Grunted	
	Europe	Appln. No. 92200153.2	Pending	
		Publication No. 499299		
•	Finland	Pat/Apple. No. 920321	Pending	
	Hungary	PaL/Appln. No. 92-226	Pending	
	ireland	Appla. No. 92-0217	Pending	
	Israel	Patent/Appln, No. 100754	Granted	
	Japan	Appla. No. 92/11226	Pending	
	South Kores		Pending	
	Malaysia	Patent No. MY-108134-A	Granted	
	Mexico	Pateut No. 176343	Granted	
	New	Patent No. 241362	Granted	
	Zealand			
	Norway	Appln. No. 92-00334	Allowed	
	Philippines	Patent No. 29069	Granted	
	Russia	Pat. No. 2066353	Granted	
	Singapore	Appln. No. 9606361-5	Pending	
Surface Modified Anticoncer Napoparticles	Taiwan	Patent No. NJ-071312	Granted	
Danies Modified Anneancer Napoparticles	U.S.	Patent No. 5,494,683	Granted	
	U.S.	Patent No. 5,399,363	Granted	
,	Argentina	Appla. No. 93/325,220	Pending	
•	Australia Canada	Patent No. 675432	Granted	
		Apple. No. 2098242	Pending	
	Czech Republic	Apple. No. PV 131693	Pending	
•	China	4		
	Europe	Apple. No. 93 108050.9 Apple. No. 93 201883.1	Pending	
	Europe	Publication No. 577215	Pending	
	Finland	* Pat/Appin. No. 933040		
•	Hungary	Pat/Apple. No. P9301917	Pending Pending	
	Israel	Patent/Applu No. 106198	Pending	
	Japan	Appla. No. 93/158808	Pending	
	South Kores	Appin. No. 93/12267	Pending	
	Malaysis	- Appin. No. Pl 9301273	Pending	
	,		(spowed)	
	Mexico	Appla. No. 933950	Pending	
	New	Patent No. 248042	Grapted	
i	Zealand	<u> </u>		
V	Norway	Appin. No. 93-2403	Pending	
<i>7</i> ;	Philippines	Patent No. 30104	Granted	
	Ressia	Apple. No. 93046236	Pendine	
•	Singapore	Appla. No. 9605605-6	Pendru	
	Slovek	Pat/Apple. No.	Pending	
1	Republic	PV 0681-93	· · · · · · · · · · · · · · · · · · ·	
·	Taiwan	Patent No. NI-079294	Granted	
	Ukraine	Apple. No. 93003037	Pending	

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Title o. envention	Country	Patent/Appln. No.	Status
urface Modified Anticancer Nanoparticles	Venezuela	Pat/Appln. No. 0849-93	Pending
priace Modified NSAID Nanoparticles	U.S.	Patent No. 5,552,160	Granted
•	Australia	Patent No. 677783	Grapted
	Austria	European Patent	National
		No. 644 755	Registration
			of FP 644 7
•	Belgium	European Patent	National
		No. 644 755	Registratio
. · · · · · · · · · · · · · · · · · · ·		A	of EP 644 7
	Canada	Appln. No. 2118517	Pending
	Denmark	European Patent No. 644 755	National
•	1	, NO. DAY 733	Registration of EP 644 7
•	Europe	Europesa Patent	Granted
	Entobe	No. 644 755	Cramed
	France	European Patent	National
	France	No. 644 755	Registration
			of EP 644 7
	Germany	European Palent	National
		No. 644 755	Registration
	<u> </u>		of EP 644 7
	Greece	European Patent	National
		No. 644 755	Registration
			of EP 644 7
	Hungary	Pat/Appln. No. 94-3543	Pending
•	Ireland	European Patent No. 644 755	Grazoled
		Irich Patent No. 1:72603	1
	Italy	European Patent	National
		No. 644 755	Registratio
			of EP 644 7:
•	Japan	Appln. No. 94/301515	Pending
	Luxembourg	European Paicut	National
	]	No. 644 755	Registration
			of FP 644 7.
	Monaco	European Patent	National
•		No. 644 755	Registration
			OF EP 644 7
	Mexico	Appln. No. 93-3452	Pending
	Netherlands	European Patent	National
	l	No. 644 755	Registration of EP 644 7:
	Portugal	European Patent	National
•		No. 644 755	Registratio

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NanoSystem	s Intellectual	Property . Willo of	
Peno	ling and Gra	nted Patents	
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Title of Invention			_
Mindified NSAID Nanoparticles	Count		. Status
	Sweden	- machen signi	National
		No. 644 755	Registration
	Switzerla		of EP 644 755
			Grapted
	United	No. 644 755 European Patent	
	Kingdon	No. 644 755	National
The second of th		074 /33	Registration
Per Use Adhesion Within the GI-Train Management of Stabilized by High	EL U.S.	Patent No. 5,510,579	of EP 644 755
Weight Times halvest		1	Granted
Weight, Linear Poly(ethylene	1	1	
meetic Imaging X-Ray Contrast Agent			
Williamed Surfactant for Nanocrystals		Patent No. 5,573,750	Granted
Water Buons of Oral Gastrointering	U.S.	Fatent No. 5,622,932	Granted
Resident With Pharmaceutically	U.S.	Patent No. 5,466,440	Granted
mation with Pharmaceutically	- [	1	
PER PER DIA CLAYS		1	1
Naprox en with Hydroxypropyl	U.S.	Pareut No. 5,591,456	
Tuodo-5-Substituted-Amino-		2,31,436	Granted
The state of the s	U.S.	Patent No. 5,670,136	
San Agents for Medical Diagnostic			Granted
	- }	1	1 1
Alkapey Ammol 2 4 K	U.S.		1 1
Signatucinzyi Esteri	U.S.	Patent No. 5,603,916	Granted
Manuous Method of Grinding	U.S.	Parantin 6 310	
Patrinaceutical Substances	1	Patent No. 5,718,388	Granted
	Argentina	Appla. No. 331,937	
	Canada	Appln. No. 2,190,134	Pending
	Taiwan	Appln. No. 84103642	Pending
	Europe	Apple. No. 95919062.0	Pending Pending
	[srae]	Apple. No. 113831	Pending
	Japan Malaysia	Appln. No. 95/530317	Pending
	Philippines	Appln. No. PI 9501375	Pending
	Venezuela	Appln. No. 95/50574	Pending
Manalkylphenol Esters as Novel X-Ray	U.S.	Appin, No. 0854-95	Pending
A Sente		Appla. No. 02/677,708	Pending
Contract Agents	U.S.	Patent No. 5,668,196	
A County Vacuus			Granted
Payether Copolymers and a Process for			September 16, 1997
Toparmy Them	U.S.	Apple. No. 08/836,819	Pending
	America		
	Argenima Canada	Appln. No. 331,155	Proding
	Taiwan	Appln. No. 2,207,589	Pending
	Europe	Appln. No. \$400102792 Appla. No. 95904520.4	Pending
1976	Israel	Amba Na 64/01/03	Pending

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	ugust 20, 19	98	
Title of Invention	Country	Patent/Appln. No.	Status
hyeiher Copolymers and a Process for Daring Them	Europe	National Phase of PCT/EP94/04261	Pending
	Japan	National Phase of PC175P94704261	Pending
	Malaysia	Appin. No. Pl 9500052	Pending
	Mexico	Appla. No. 951133	Pending
	Philippines	Appln. No. 50830	Pending
<u>-</u>	Great Britain	Patent No. 2283977	Granted
SATE .	Venezue)a	Appla. No. 95/324	Pending
Ambohedral Crystalline Form of Memeinolone Acetonide, Compositions in the Properties of Crystalline for of Trianneinolone Acetonide, Methods Making and Using Such Compositions, Methods of Making Nanocrystalline for of Trianneinolone Acetonide	U.S.	Applin. No. 08/963,281	Pending
stable Formulations of Naprosen	U.S.	Apple. No. Unknown (filed on August 13, 1993)	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 <u>Binding Effect</u>. 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(e) 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

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-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 comested 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:

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-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

Name: Akram Sandhu

Title: Vice President

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Received 04-22-99 11:05am

RECORDED: 11/14/2005

From-

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Page 05