

FORM PTO-1595 (modified)

(Rev 6-93)

RE

U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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To the Director of the United States Patent and Trademark Office: Please receive the attached original documents or copies thereof.

1. Name of conveying party(ies):

ELAN CORPORATION, PLC



Additional conveying party(ies)

NO

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

ELAN PHARMA INTERNATIONAL LIMITED
Treasury Building
Lower Grand Canal Street
Dublin 2, Ireland

3. Nature of conveyance:

ASSIGNMENT

Execution Date:

10/01/1998

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:

A. Patent Application Number(s):

B. Patent Number(s):

5518738

Additional numbers attached? NO

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

Michele M. Simkin
FOLEY & LARDNER LLP
Washington Harbour
3000 K Street, N.W., Suite 500
Washington, D.C. 20007-5143

6. Total number of applications/patents involved: 1

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

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Charge to deposit account

8. Deposit account number: 19-0741

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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

11/14/05

Name of person signing

Signature

Date

Total number of pages including cover sheet, attachments, and document: 17

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ASSIGNMENT AGREEMENT

ASSIGNMENT AGREEMENT among Elan Corporation, plc ("Elan") and Elan Pharma International Limited, a wholly-owned subsidiary of Elan ("EPIL"). 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 Pharmaceutical Research Corp. ("EPRC") to Elan in consideration for the assets separately conveyed plus the amounts paid by EPRC 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 follows]

RCV

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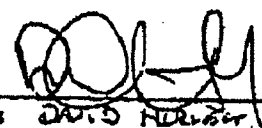
IN WITNESS WHEREOF, the parties hereto have executed
this Assignment Agreement as of the 1st day of October, 1998.

ELAN CORPORATION, PLC

By: 
Name: Donal Keane
Title: Chairman of Board
Director of Elan Corp., p

We hereby assume the rights, title and interest specified
above.

ELAN PHARMA INTERNATIONAL
LIMITED

By: 
Name: David Holder
Title: Director

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

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EXHIBIT A Warrant Agreement

Schedule
1.1(c)
IP

NY12528:97445.11

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SCHEDULE 1.1.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. 8-325799 | 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. 8-325798 | 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 Black 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. 8-325803 | 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 Pharmacologically 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 Aryloxy 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. 5,518,187 | 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. 2,212,403 | Pending |
| | Europe | Appln. No. 96904612.7 | Pending |
| | Japan | Appln. No. 1-325046 | 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. 93/3395 | 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 1.1.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 |
| | U.S. | Patent No. 5,260,478 | Granted |
| Iodinated Aroyloxy Carboxamides | Argentina | Appln. No. 326,029 | Pending |
| | Australia | Patent No. 662442 | Granted |
| | Canada | Appln. No. 2,107,397 | 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 | Granted |
| | 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. 93/55883 | 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. | Appln. 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. 5,343,133 | Granted |
| Butylene Oxide-Ethylene Oxide Block Copolymer Surfactants as Stabilizer Coatings for Nanoparticle Compositions | U.S. | 5,387,143 | Granted |
| | Argentina | Appln. No. 332,253 | Pending |
| | Australia | Appln. No. 28240/95 | Pending |
| | Canada | Appln. No. 2,193,503 | Pending |
| | Taiwan | Appln. No. 8400107531 | Pending |
| | Europe | Appln. No. 95923808.0 | Pending |
| | Finland | Pat./Appln. No. 965234 | Pending |
| | Israel | Patent/Appln. No. 95/114354 | Pending |
| | Japan | Appln. No. 503205/96 | Pending |
| | Malaysia | Appln. No. PI 9501774 | Pending |
| | Norway | Appln. No. P 963435 | Pending |
| | Philippines | Appln. No. 50809 | Pending |
| | Venezuela | Appln. No. 95/1026 | Pending |
| Method of Grinding Pharmaceutical Substances | U.S. | Appln. No. 08/491,539 | Pending (Allowed) |
| | Argentina | Appln. No. 331,938 | Pending |
| | Canada | Appln. No. 2,190,966 | Pending |
| | Taiwan | Appln. No. 84104440 | Pending |
| | Europe | Appln. No. 95919828.4 | Pending |
| | Israel | Appln. No. 95/115852 | Allowed |
| | Japan | Appln. No. 530352/95 | Pending |
| | Malaysia | Appln. No. PI 9501374 | Pending |
| | Philippines | Appln. No. 50573 | Pending |
| | Venezuela | Appln. No. 0853-95 | Pending |
| Nanoparticulate Diagnostic Dimers 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 Propanediols | 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 1.1.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 |
| | U.S. | Appln. No. 08/815,346 | Pending |
| Nanoparticulate Iodipamide Derivatives for Use as X-Ray Contrast Agents | U.S. | Patent No. 5,521,218 | Granted |
| Nanoparticulate Diagnostic Diatrizoate Ester X-Ray Contrast Agents for Blood Pool and Synovial System Imaging | U.S. | Patent No. 5,525,328 | Granted |
| Berium 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. 5,518,731 | Granted |
| | Canada | Appln. No. 2,312,779 | 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. 176343 | Granted |
| | New Zealand | Patent No. 241362 | Granted |
| | Norway | Appln. No. 92-00334 | Allowed |
| | Philippines | Patent No. 29069 | Granted |
| | Russia | Pat. No. 2066353 | Granted |
| | Singapore | Appln. No. 9606361-5 | Pending |
| | Taiwan | Patent No. NI-071312 | Granted |
| Surface Modified Anticancer Nanoparticles | U.S. | Patent No. 5,494,683 | Granted |
| | 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. 93/138808 | 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. 9605603-6 | 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. 2118517 | 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. 94-3343 | Pending |
| | Ireland | European Patent No. 644 755 Irish Patent No. L72603 | Granted |
| | Italy | European Patent No. 644 755 | National Registration of EP 644 755 |
| | Japan | Appln. No. 94/301515 | 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
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 |
| Ultrasound Imaging X-Ray Contrast Agents | U.S. | Patent No. 5,573,750 | Granted |
| Surfactant for Nanocrystals | U.S. | Patent No. 5,622,938 | Granted |
| Emulsions of Oral Gastrointestinal Diagnostic X-Ray Contrast Agents in Combination with Pharmaceutically Acceptable 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 |
| Novel Triiodo-3-Substituted-Amino-Phenylate 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-Trichlorobenzyl 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. 113831 | Pending |
| | Japan | Appln. No. 95/530317 | Pending |
| | Malaysia | Appln. No. PI 9501373 | Pending |
| | Philippines | Appln. No. 95/50574 | Pending |
| | Venezuela | Appln. No. 0854-95 | Pending |
| Trialkylphenol Esters as Novel X-Ray Contrast Agents | U.S. | Appln. No. 08/677,708 | Pending |
| Novel J-Amido-Triiodophenyl Esters as X-Ray Contrast Agents | U.S. | Patent No. 5,668,196 | Granted September 16, 1997 |
| Polyether Copolymers and a Process for Preparing Them | U.S. | Appln. No. 08/036,819 | 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 |
| Blocky Copolymers and a Process for Preparing Them | Europe | National Phase of PCT/EP94/04261 | Pending |
| | Japan | National Phase of PCT/JP94/04261 | 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

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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:

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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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To-FOLEY AND LARDNER

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RECORDED: 11/14/2005

PATENT
REEL: 017223 FRAME: 0416