

PATENT ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Execution Date
Pfizer Inc.	11/20/2008
Nektar Therapeutics	11/20/2008

RECEIVING PARTY DATA

Name:	Nektar Therapeutics
Street Address:	201 Industrial Road
City:	San Carlos
State/Country:	CALIFORNIA
Postal Code:	94070

PROPERTY NUMBERS Total: 4

Property Type	Number
Patent Number:	5458135
Patent Number:	6099517
Patent Number:	5785049
Patent Number:	5098893

CORRESPONDENCE DATA

Fax Number: (650)620-6395

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: SLoethen@nektar.com

Correspondent Name: Nektar Therapeutics

Address Line 1: 201 Industrial Road

Address Line 4: San Carlos, CALIFORNIA 94070

NAME OF SUBMITTER:

Steven J. Helmer

Total Attachments: 11

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PATENT

REEL: 022024 FRAME: 0173

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN PATENTS**

TERMINATION AND RELEASE OF SECURITY INTEREST IN PATENTS,
dated as of 20 November, 2008, from Pfizer Inc., a Delaware corporation
with offices at 235 East 42nd Street, New York, New York 10017 ("Pfizer") to
Nektar Therapeutics, a Delaware corporation with offices at 201 Industrial Road,
San Carlos, California 94070 ("Nektar").

WITNESSETH:

WHEREAS, Pfizer and Inhale Therapeutic Systems, Inc. ("Inhale") were
parties to a Security Agreement made and entered into on January 18, 1995 (the
"Security Agreement") pursuant to which Inhale granted a security interest to
Pfizer in certain patent registrations and applications as defined in the Security
Agreement as "INHALE Patent Rights" (the "Patents"), including those patent
registrations and applications set forth in Exhibit 1 (attached herewith);

WHEREAS, the Security Agreement was recorded by the Assignment
Division of the United States Patent and Trademark Office on March 1, 1995, at
Reel 7365, Frames 0198 through and including 0217;

WHEREAS, Inhale changed their name to Nektar as set forth in Exhibit 2
with an effective date of January 15, 2003; and

WHEREAS, Pfizer now desires to terminate and release the entirety of its
Security Interest in the Patents;

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

1. Pfizer hereby releases its security interest in and to the Patents
pursuant to the Security Agreement.

2. Pfizer hereby reassigns and reconveys to Nektar, without any
representation, recourse or undertaking by Pfizer, all of Pfizer's right, title and
interest in and to the Patents pursuant to the Security Agreement.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

PFIZER INC.

By : Peter C. Richardson

Name : Peter Richardson

Title : Assistant Secretary,
Sr. Vice President, and
Associate General Counsel

STATE OF New York)
COUNTY OF New York)

ss:

Peter C. Richardson On this 20th day of November 2008, before me personally appeared to me known who, being by me duly sworn, did depose and say that he/she is Agent for Pfizer Inc., the institution described herein, and that he/she signed his/her name thereto pursuant to the authority granted by Pfizer Inc.

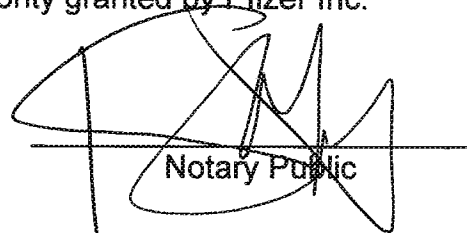

Notary Public
KAREN L. STAFF
Notary Public State of New York
No. 2ST4982383
Qualified in Westchester County
Commission Expires February 12, 2012

EXHIBIT 1**Nektar (formerly Inhale) Patent Rights****METHOD AND DEVICE FOR DELIVERING AEROSOLIZED MEDICAMENTS**

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
CANADA	0001.CA.10	7/2/1991	2,444,415		
EUROPEAN PATENT	0001.EP.11	7/2/1991	06009725.0		
UNITED STATES	0001.00	7/2/1991	07/724,915		
AUSTRIA	0001.AT	7/2/1992	92914592.8	1/26/2000	0592540
AUSTRALIA	0001.AU	7/2/1992	23091/92	1/12/1996	662919
BELGIUM	0001.BE	7/2/1992	92914592.8	1/26/2000	0592540
BELGIUM	0001.BE.10	7/2/1992	99110369.8	4/18/2007	0940154
CANADA	0001.CA	7/2/1992	2,112,674	10/4/2005	2112674
SWITZERLAND	0001.CH	7/2/1992	92914592.8	1/26/2000	0592540
SWITZERLAND	0001.CH.10	7/2/1992	99110369.8	4/18/2007	0940154
CHILE	0001.CL	7/2/1992	2110-2004		
GERMANY	0001.DE	7/2/1992	92914592.8	1/26/2000	0592540
GERMANY	0001.DE.10	7/2/1992	99110369.8	4/18/2007	P69233690.7
DENMARK	0001.DK	7/2/1992	92914592.8	1/26/2000	0592540
EUROPEAN PATENT	0001.EP	7/2/1992	92914592.8	1/26/2000	0592540
EUROPEAN PATENT	0001.EP.10	7/2/1992	99110369.8	4/18/2007	0940154
SPAIN	0001.ES.10	7/2/1992	99110369.8	4/18/2007	0940154
FRANCE	0001.FR	7/2/1992	92914592.8	1/26/2000	0592540
FRANCE	0001.FR.10	7/2/1992	99110369.8	4/18/2007	0940154
UNITED KINGDOM	0001.GB	7/2/1992	92914592.8	1/26/2000	0592540
UNITED KINGDOM	0001.GB.10	7/2/1992	99110369.8	4/18/2007	0940154
GREECE	0001.GR	7/2/1992	92914592.8	1/26/2000	0592540
ITALY	0001.IT	7/2/1992	92914592.8	1/26/2000	0592540
ITALY	0001.IT.10	7/2/1992	99110369.8	4/18/2007	0940154
JAPAN	0001.JP	7/2/1992	502355/93	9/14/2001	3230056
SOUTH KOREA	0001.KR	7/2/1992	93-704095	12/3/1999	0246082
LUXEMBOURG	0001.LU	7/2/1992	92914592.8	1/26/2000	0592540
MONACO	0001.MC	7/2/1992	92914592.8	1/26/2000	0592540
NETHERLANDS	0001.NL	7/2/1992	92914592.8	1/26/2000	0592540
SWEDEN	0001.SE	7/2/1992	92914592.8	1/26/2000	0592540
WIPO	0001.PCT	7/2/1992	PCT/US92/05621		
UNITED STATES	0001.20	7/8/1992	07/910,048	10/17/199	5,458,135
UNITED STATES	0001.10	9/27/1994	08/313,707		
UNITED STATES	0001.01	12/22/199	08/576,885	7/7/1998	5,775,320
UNITED STATES	0001.11	11/26/199	08/979,024	10/31/200	6,138,668
UNITED STATES	0001.12	5/1/2000	09/561,690	1/27/2004	6,681,767
UNITED STATES	0001.13	10/24/200	10/693,318		

METHOD AND APPARATUS FOR DISPERSION OF DRY POWDER MEDICAMENTS

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
UNITED STATES	0004.00	9/21/1994	08/309,691	7/28/1998	5,785,049
UNITED STATES	0004.20	6/7/1995	08/487,184	4/21/1998	5,740,794
AUSTRALIA	0004.AU	9/15/1995	35532/95	1/28/1999	697676
BELGIUM	0004.BE	9/15/1995	95932508.5	3/5/2008	0846009
BRAZIL	0004.BR	9/15/1995	PI9508964.0	8/6/2002	PI95089640
CANADA	0004.CA	9/15/1995	2,200,727	11/28/200	2,200,727
CANADA	0004.CA.10	9/15/1995	2,555,600	1/29/2008	2,555,600

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
CANADA	0004.CA.11	9/15/1995	2,606,600		
SWITZERLAND	0004.CH	9/15/1995	95932508.5	3/5/2008	0846009
CHINA	0004.CN	9/15/1995	95195192.0	12/17/200	ZL951951920
CHINA 200310104735.0	0004.CN.10	9/15/1995	200310104735.0	5/30/2007	
COLOMBIA	0004.CO	9/15/1995	95044568	9/26/1995	25.951
CZECH REPUBLIC	0004.CZ	9/15/1995	PV723/97	8/21/2001	289029
GERMANY	0004.DE	9/15/1995	95932508.5	3/5/2008	0846009
ECUADOR	0004.EC	9/15/1995	SP-95-1542	8/29/1997	PI-97-1191
EUROPEAN PATENT	0004.EP	9/15/1995	95932508.5	3/5/2008	0846009
EUROPEAN PATENT	0004.EP.10	9/15/1995	08003249.3		
SPAIN	0004.ES	9/15/1995	95932508.5	3/5/2008	0846009
FINLAND	0004.FI	9/15/1995	971173		
FRANCE	0004.FR	9/15/1995	95932508.5	3/5/2008	0846009
UNITED KINGDOM	0004.GB	9/15/1995	95932508.5	3/5/2008	0846009
HUNGARY	0004.HU	9/15/1995	P9800844	12/27/200	220472
IRELAND	0004.IE	9/15/1995	95932508.5	3/5/2008	0846009
ITALY	0004.IT	9/15/1995	95932508.5	3/5/2008	0846009
JAPAN	0004.JP	9/15/1995	510972/96	8/5/2005	3706136
SOUTH KOREA	0004.KR	9/15/1995	97-701806	9/18/2003	0399844
MEXICO	0004.MX	9/15/1995	972117	11/5/2001	205045
NORWAY	0004.NO	9/15/1995	1997 1316		
NEW ZEALAND	0004.NZ	9/15/1995	293163	1/13/1999	293163
NEW ZEALAND	0004.NZ.10	9/15/1995	331353	12/20/199	331353
POLAND	0004.PL	9/15/1995	P319505	12/22/200	187750
POLAND	0004.PL.10	9/15/1995	P-360551	1/18/2006	188625
FEDERATION OF RUSSIA	0004.RU	9/15/1995	97106352	3/10/2000	2146153
WIPO	0004.PCT	9/15/1995	PCT/US95/11655		
INDIA	0004.IN	9/18/1995	1209/MAS/95	10/12/199	181938
ARGENTINA	0004.AR	9/19/1995	333568	3/15/2004	AR256009V1
JAPAN	0004.JP.10	9/19/1995	2005-209246		
MALAYSIA	0004.MY	9/19/1995	PI 9502772	5/31/2002	MY113727
PAKISTAN	0004.PK	9/19/1995	0508/95	1/19/1998	134957
ISRAEL	0004.IL	9/20/1995	115,369	10/17/200	115,369
ISRAEL	0004.IL.10	9/20/1995	126,325	7/31/2001	126325
NIGERIA	0004.NG	9/20/1995	182/95		
SOUTH AFRICA	0004.ZA	9/20/1995	95/7933	10/30/199	95/7933
CHILE	0004.CL	9/21/1995	1432-95		
EGYPT	0004.EG	9/21/1995	785/95		
PERU	0004.PE	9/27/1995	280152-1995	2/12/2004	3333
VENEZUELA	0004.VE	10/4/1995	1762-95	2/26/1999	57214
TAIWAN	0004.TW	10/24/199	84111233	2/18/1997	81597
TURKEY	0004.TR	9/21/1997	95/01160		38426/95
UNITED STATES	0004.01	1/8/1998	09/004,558	7/18/2000	6,089,228
CHILE	0004.CL.10	11/30/199	2808-1999		
UNITED STATES	0004.02	5/30/2000	09/583,300	4/8/2003	6,543,448
UNITED STATES	0004.10	2/6/2003	10/360,599		
SOUTH KOREA	0004.KR.10	6/30/2003	10-2003-7008880	9/19/2003	0400063
SOUTH KOREA	0004.KR.11	6/30/2003	10-2003-7008881	9/18/2003	0399845
ARGENTINA	0004.AR.10	1/23/2004	P040100206	6/15/2006	AR 256195 V1
NORWAY	0004.NO.10	1/20/2006	2006 3519		
NORWAY	0004.NO.20	2/6/2008	20080655		

METHODS AND COMPOSITIONS FOR PULMONARY DELIVERY OF INSULIN

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
BRAZIL	0005.BR.10	3/7/1994	PI 1100657.9	10/24/200	PI 1100657-9
UNITED STATES	0005.00	3/7/1994	08/207,472		
UNITED STATES	0005.20	2/1/1995	08/383,475		
AUSTRIA	0005.AT	2/7/1995	95909506.8	4/14/2004	E264096
AUSTRIA	0005.AT.10	2/7/1995	04076082.9		
AUSTRALIA	0005.AU	2/7/1995	17449/95	7/9/1998	6829217
BELGIUM	0005.BE	2/7/1995	95909506.8	4/14/2004	0748213
BELGIUM	0005.BE.10	2/7/1995	04076082.9		
BRAZIL	0005.BR	2/7/1995	PI 9507023.0		
CANADA	0005.CA	2/7/1995	2,183,577	10/30/200	2,183,577
SWITZERLAND	0005.CH	2/7/1995	95909506.8	4/14/2004	0748213
SWITZERLAND	0005.CH.10	2/7/1995	04076082.9		
CHINA	0005.CN	2/7/1995	95191910.5	1/15/2003	ZL95191910
CZECH REPUBLIC	0005.CZ	2/7/1995	PV 1996-2600	9/12/2005	295827
GERMANY	0005.DE	2/7/1995	95909506.8	4/14/2004	P69532884.0
GERMANY	0005.DE.10	2/7/1995	04076082.9		
DENMARK	0005.DK	2/7/1995	95909506.8	4/14/2004	0748213
EUROPEAN PATENT	0005.EP	2/7/1995	95909506.8	4/14/2004	0748213
EUROPEAN PATENT	0005.EP.10	2/7/1995	04076082.9		
SPAIN	0005.ES	2/7/1995	95909506.8	4/14/2004	0748213
SPAIN	0005.ES.10	2/7/1995	04076082.9		
FINLAND	0005.FI	2/7/1995	963468	10/14/200	116195
FRANCE	0005.FR	2/7/1995	95909506.8	4/14/2004	0748213
FRANCE	0005.FR.10	2/7/1995	04076082.9		
UNITED KINGDOM	0005.GB	2/7/1995	95909506.8	4/14/2004	0748213
UNITED KINGDOM	0005.GB.10	2/7/1995	04076082.9		
GREECE	0005.GR	2/7/1995	95909506.8	4/14/2004	0748213
HUNGARY	0005.HU	2/7/1995	P9602454		
IRELAND	0005.IE	2/7/1995	95909506.8	4/14/2004	0748213
IRELAND	0005.IE.10	2/7/1995	04076082.9		
ITALY	0005.IT	2/7/1995	95909506.8	4/14/2004	0748213
ITALY	0005.IT.10	2/7/1995	04076082.9		
JAPAN	0005.JP	2/7/1995	523456/95		
SOUTH KOREA	0005.KR	2/7/1995	96-704918	2/4/2004	0419037
LUXEMBOURG	0005.LU	2/7/1995	95909506.8	4/14/2004	0748213
MONACO	0005.MC	2/7/1995	95909506.8	4/14/2004	0748213
MEXICO	0005.MX	2/7/1995	963936	2/1/2002	206342
NETHERLANDS	0005.NL	2/7/1995	95909506.8	4/14/2004	0748213
NORWAY	0005.NO	2/7/1995	96.3745	3/29/2004	316.661
NEW ZEALAND	0005.NZ	2/7/1995	281112	8/19/1998	281112
NEW ZEALAND	0005.NZ.10	2/7/1995	329747	12/7/2000	329747
POLAND	0005.PL	2/7/1995	P316199	3/6/2000	179443
PORTUGAL	0005.PT	2/7/1995	95909506.8	4/14/2004	0748213
FEDERATION OF RUSSIA	0005.RU	2/7/1995	96118508	2/7/1995	2175556
SWEDEN	0005.SE	2/7/1995	95909506.8	4/14/2004	0748213
WIPO	0005.PCT	2/7/1995	PCT/US95/01563		
ISRAEL	0005.IL	2/12/1995	112,618	1/30/2000	112618
PERU	0005.PE	2/20/1995	262278		
TAIWAN	0005.TW	2/24/1995	84101726	7/6/2004	197871
PAKISTAN	0005.PK	3/1/1995	0124/95	3/1/1999	134682
INDIA	0005.IN	3/2/1995	255/MAS/95		

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
INDIA	0005.IN.11	3/2/1995	3016/CHE/2007		
COLOMBIA	0005.CO	3/3/1995	95008512		
ARGENTINA	0005.AR	3/6/1995	331243		
CHILE	0005.CL	3/6/1995	338-95	11/2/1999	40289
EGYPT	0005.EG	3/6/1995	171/95		
MALAYSIA	0005.MY	3/6/1995	PI 95000545	6/30/2006	MY-124282-A
MALAYSIA	0005.MY.10	3/6/1995	PI 20061929		
ECUADOR	0005.EC	3/7/1995	SP-95-1400		
NIGERIA	0005.NG	3/7/1995	44/95	8/25/1995	RP12201
TURKEY	0005.TR	3/7/1995	1995/00233		
SOUTH AFRICA	0005.ZA	3/7/1995	95/1883	2/28/1996	95/1883
EGYPT	0005.EG.10	6/11/1995	465/95		
UNITED STATES	0005.10	6/17/1996	08/668,036	2/3/2004	6,685,967
UNITED STATES	0005.01	3/21/1997	08/821,493	12/7/1999	5,997,848
VENEZUELA	0005.VE	3/2/1998	318-95	1/8/1999	57113
UNITED STATES	0005.21	12/11/199	09/210,313		
UNITED STATES	0005.11	9/20/2000	09/665,299		
UNITED STATES	0005.12	5/7/2002	10/141,028	5/18/2004	6,737,045
UNITED STATES	0005.13	5/7/2002	10/141,044		
UNITED STATES	0005.14	9/18/2002	10/245,706		
UNITED STATES	0005.15	7/1/2003	10/612,376		
UNITED STATES	0005.16	7/1/2003	10/613,078		
HONG KONG	0005.HK	10/14/200	04107908.2		
JAPAN	0005.JP.10	12/5/2005	2005-350682		
ARGENTINA	0005.AR.10	4/20/2006	P060101559		
INDIA	0005.IN.10	7/14/2006	1233/CHE/2006		
JAPAN	0005.JP.11	7/14/2006	2006-194027		

STORAGE OF MATERIALS

COUNTRY	REFERENCE#	FILED	SERIAL#	ISSUED	PATENT
UNITED KINGDOM	0024.GB	2/16/1989	8903593.5		
AUSTRALIA	0024.AU STE	2/9/1990	49244/90	4/30/1992	622978
UNITED STATES	0024.00 STE	2/12/1990	07/479,939	3/24/1992	5,098,893
UNITED STATES	0024.31 STE	2/12/1990	09/939,688	3/24/1992	RE38,385
BELGIUM	0024.BE STE	2/14/1990	90301561.8	5/18/1994	0383569
CANADA	0024.CA STE	2/14/1990	2,010,058	11/6/2007	2,010,058
SWITZERLAND	0024.CH STE	2/14/1990	90301561.8	5/18/1994	0383569
CHILE	0024.CL STE	2/14/1990	2106-2004		
GERMANY	0024.DE	2/14/1990	90301561.8	5/18/1994	0383569
DENMARK	0024.DK	2/14/1990	90301561.8	5/18/1994	0383569
EUROPEAN PATENT	0024.EP	2/14/1990	90301561.8	5/18/1994	0383569
FRANCE	0024.FR	2/14/1990	90301561.8	5/18/1994	0383569
UNITED KINGDOM	0024.GB2	2/14/1990	90301561.8	5/18/1994	0383569
ITALY	0024.IT	2/14/1990	90301561.8	5/18/1994	0383569
NETHERLANDS	0024.NL	2/14/1990	90301561.8	5/18/1994	0383569
SWEDEN	0024.SE	2/14/1990	90301561.8	5/18/1994	0383569
JAPAN	0024.JP	2/16/1990	037115/1990	5/19/2000	3068836
UNITED STATES	0024.30 STE	3/17/1999	09/270,791	10/8/2002	RE.37,872
UNITED STATES	0024.32 STE	8/28/2001	09/939,689	2/27/2007	RE 39,497E

Licensed Patents Rights

Publication	Pub. Date	Filed	Title
US20020193730A1	2002-12-19	2002-06-10	Intrapulmonary delivery of polypeptide growth factors and cytokines
US6402733B1	2002-06-11		
US6402733	2002-06-11	2000-04-19	Intrapulmonary delivery of polypeptide growth factors and cytokines
US6099517	2000-08-08	1993-09-27	Intrapulmonary delivery of polypeptide growth factors and cytokines
JP63051868A2	1988-03-04	1987-08-19	ADMINISTRATION OF POLYPEPTIDE GROWTH FACTORS AND CYTOKININS IN LINGS
JP02573959B2	1997-01-22	1987-08-19	
GR3005238T3	1993-05-24	1992-07-21	
ES2032831T5	2001-02-16	1987-08-18	DISPOSITIVO Y DISPERSION PARA SUMINISTRO INTRAPULMONAR DE FACTORES DE CRECIMIENTO POLIPEPTIDOS Y CITOQUINAS.
ES2032831T3	1993-03-01	1987-08-18	DISPOSITIVO Y DISPERSION PARA SUMINISTRO INTRAPULMONAR DE FACTORES DE CRECIMIENTO POLIPEPTIDOS Y CITOQUINAS.
EP0257956B2	2000-11-22	1987-08-18	Use of polypeptide growth factors and cytokines for the manufacture of a device and of a dispersion
EP0257956B1	1992-05-20	1987-08-18	Device and dispersion for intrapulmonary delivery of polypeptide growth factors and cytokines
EP0257956A3	1989-04-19	1987-08-18	Device and dispersion for intrapulmonary delivery of polypeptide growth factors and cytokines
EP0257956A2	1988-03-02	1987-08-18	Device and dispersion for intrapulmonary delivery of polypeptide growth factors and cytokines
DE3779221C0	1992-06-25	1987-08-18	EINRICHTUNG UND DISPERSION ZUM INTRAPULMONALEN EINGEBEN VON POLYPEPTIDWUCHSSTOFFEN UND -ZYTOKINEN.
CA1292182A1	1991-11-19	1987-08-19	INTRAPULMONARY DELIVERY OF POLYPEPTIDE GROWTH FACTORS AND CYTOKINES
AT0076311E	1992-06-15	1987-08-18	EINRICHTUNG UND DISPERSION ZUM INTRAPULMONALEN EINGEBEN VON POLYPEPTIDWUCHSSTOFFEN UND ZYTOKINEN.

EXHIBIT 2

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 08:30 AM 01/13/2003
030022105 - 2903970

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEKTAR MERGER SUB, INC.

WITH AND INTO

INHALE THERAPEUTIC SYSTEMS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "**DGCL**"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.0001 par value per share, of Nektar Merger Sub, Inc., a corporation incorporated on January 10, 2003 (the "**Merger Sub**"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of its Board of Directors, pursuant to Section 141(f) of the DGCL, on January 10, 2003, determined to, and effective on Wednesday, January 15, 2003 at 12:01 a.m., merge the Merger Sub with and into itself (the "**Merger**"):

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "**Merger**") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m., pursuant to Section 253 of the General Corporation Law of the State of Delaware, of a Certificate of Ownership and Merger (the "**Certificate of Merger**") with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "Inhal Therapeutic

Systems, Inc." to "Nektar Therapeutics" and (iii) Article I of the Certificate of Incorporation of the Corporation shall be amended and restated to read as follows:

The name of this corporation is Nektar Therapeutics

FOURTH: That the surviving corporation (the "*Surviving Corporation*") shall be Inhale Therapeutic Systems, Inc.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of Inhale Therapeutic Systems, Inc. shall be the Certificate of Incorporation of the Surviving Corporation and Article I of the Certificate of Incorporation shall be amended and restated to read as follows:

The name of this Corporation is Nektar Therapeutics.

Attached hereto as Exhibit A is a Certificate of Total Assets, stating that the Corporation's total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.

SIXTH: That the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m.

IN WITNESS WHEREOF, Inhale Therapeutic Systems, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 13th day of January, 2003.

INHALE THERAPEUTIC SYSTEMS, INC.

By: /s/ Ajit S. Gill
Ajit S. Gill
President and Chief Executive Officer

EXHIBIT A

**CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.**

**CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.**

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "*Corporation*"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "*DGCL*").

SECOND: That as of the date hereof, this Corporation's total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.