

**PATENT ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Intellectual Property Security Agreement Assignment

**CONVEYING PARTY DATA**

Name	Execution Date
MidCap Financial, LLC	02/19/2010

**RECEIVING PARTY DATA**

Name:	MidCap Funding III, LLC
Street Address:	7735 Old Georgetown Road
Internal Address:	Suite 400
City:	Bethesda
State/Country:	MARYLAND
Postal Code:	20814

**PROPERTY NUMBERS Total: 9**

Property Type	Number
Patent Number:	7632836
Application Number:	12117586
Application Number:	11773892
Application Number:	61143764
Application Number:	61143767
Application Number:	12330434
PCT Number:	US0863129
PCT Number:	US0724547
PCT Number:	US0715533

**CORRESPONDENCE DATA**

Fax Number: (408)841-7195  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 4088417195  
 Email: dsanchezbentz@virtuallawpartners.com  
 Correspondent Name: Diana Sanchez Bentz, Legal Specialist

OP \$360.00 7632836

**501100279**

**PATENT  
 REEL: 023973 FRAME: 0396**

Address Line 1: Virtual Law Partners LLP  
Address Line 2: 235 Victoria Drive  
Address Line 4: Gilroy, CALIFORNIA 95020

ATTORNEY DOCKET NUMBER:

MIDCAP-CENERX-ASSIGNMENT

NAME OF SUBMITTER:

Diana Sanchez Bentz

**Total Attachments: 5**

source=CeNeRx IP Security Agreement Assignment#page1.tif  
source=CeNeRx IP Security Agreement Assignment#page2.tif  
source=CeNeRx IP Security Agreement Assignment#page3.tif  
source=CeNeRx IP Security Agreement Assignment#page4.tif  
source=CeNeRx IP Security Agreement Assignment#page5.tif

## INTELLECTUAL PROPERTY SECURITY AGREEMENT ASSIGNMENT

This Intellectual Property Security Agreement Assignment (this "Agreement") is entered into this ~~11~~ day of February, 2010, by and between MidCap Financial, LLC, a Delaware limited liability company having an address of 7735 Old Georgetown Road, Suite 400, Bethesda, MD 20814 (the "Original Agent") and MidCap Funding III, LLC, a Delaware limited liability company having an address of 7735 Old Georgetown Road, Suite 400, Bethesda, MD 20814 (the "New Agent").

Reference is hereby made to that certain Amended and Restated Intellectual Property Security Agreement (the "IP Agreement") dated June 11, 2009 between Original Agent and CeNeRx BioPharma, Inc., a Delaware corporation ("Grantor"), whereby Grantor granted to Original Agent, as Agent for the ratable benefit of the Lenders, a security interest in the Intellectual Property Collateral described therein, including, without limitation, the Intellectual Property Collateral described on Exhibits A, B, C, and D attached hereto. Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the IP Agreement.

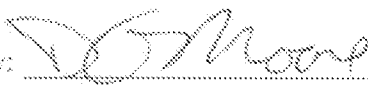
FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the undersigned Original Agent does hereby assign, transfer, set-over and convey unto New Agent, all of Original Agent's right, title and interest in and to the IP Agreement.

This transfer is made without recourse, representation or warranty, express, implied or statutory.

New Agent hereby accepts such transfer and agrees to be bound as Agent under the IP Agreement.

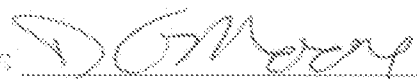
ORIGINAL AGENT:

MIDCAP FINANCIAL, LLC, a Delaware limited liability company

By:   
Name: DAVID MOORE  
Title: Executive Vice President

NEW AGENT:

MIDCAP FUNDING III, LLC, a Delaware limited liability company

By:   
Name: David Moore  
Title: Executive Vice President

**EXHIBIT A  
PATENTS**

<u>Title</u>	<u>Patent/Patent Application Number (Publication Number)</u>	<u>Issue/Filing Date</u>
Methods of treating Rett Syndrome	12/117,586 <i>20080280983</i>	05/08/2008
Dialkylamino Alkyl Esters of Pivagabine as Medicaments for the Treatment of Central Nervous System Disorders	7,632,836 <i>20090111813</i>	12/15/2009
Polymorphic Form Of Fluoro-7-(2,2,2-Trifluoroethoxy) Phenoxathiin-10,10-Dioxide	11/773,892 <i>20080009542</i>	07/05/2007
Oral Enteric Antidepressant Formulation	61/143,764 Publishes 7/2010	01/09/2009
Oral Sustained Release Antidepressant Formulation	61/143,767 Publishes 7/2010	01/09/2009
Pharmaceutical Compounds	12/330,434 <i>20090081123</i>	12/08/2008
Methods of treating Rett Syndrome	PCT/US2008/063129	11/20/2008
Dialkylamino Alkyl Esters of Pivagabine as Medicaments for the Treatment of Central Nervous System Disorders	PCT/US2007/024547	06/05/2008
Polymorphic Form Of Fluoro-7-(2,2,2-Trifluoroethoxy) Phenoxathiin-10,10-Dioxide	PCT/US2007/015533	01/17/2008

EXHIBIT B  
TRADEMARKS

Title	Application No.	Application Date
CENERX	3,662,094	07/28/2009
CENERX (Canada)	1,333,088	01/29/2007
MERIMA	77/467,853	05/07/2008
MYRIMA	77/467,852	05/07/2008
ATYRIMA	77/467,850	05/07/2008
TRIRIMA	3,687,175	09/22/2009
ATYREMA	77/478,437	05/19/2008
TYRIMA	77/094,042	01/29/2007
AYRENE	77/807,249	08/18/2009

EXHIBIT C  
COPYRIGHTS

Title	Application No.	Application Date
NONE		

EXHIBIT D  
MASK WORKS

Title	Application No.	Application Date
NONE		