

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
Celator Pharmaceuticals, Inc.	12/15/2011
RECEIVING PARTY DATA	
Name:	BDC Capital Inc.
Street Address:	Suite 200, 505 Burrard Street
Internal Address:	P.O. Box 6
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V7X 1M3
Name:	Domain Partners VI, L.P.
Street Address:	One Palmer Square
Internal Address:	c/o Domain Associates, L.L.C.
City:	Princeton
State/Country:	NEW JERSEY
Postal Code:	08542
Name:	Garden State Life Sciences Venture Fund, L.P.
Street Address:	2929 Arch Street - Cira Centre
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19104-2868
Name:	Quaker BioVentures, L.P.
Street Address:	2929 Arch Street - Cira Centre
City:	Philadelphia
State/Country:	PENNSYLVANIA
Postal Code:	19104-2868

Name:	Thomas, McNemey & Partners II, L.P.
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza - Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901

Name:	TMP Associates II, L.P.
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza - Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901

Name:	TMP Nominee II, LLC
Street Address:	263 Tresser Boulevard
Internal Address:	One Stamford Plaza - Suite 1600
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901

Name:	Ventures West 7 Limited Partnership
Street Address:	Suite 400, 999 West Hastings Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6C 2W2

Name:	Ventures West 7 U.S. Limited Partnership
Street Address:	Suite 400, 999 West Hastings Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6C 2W2

Name:	Working Opportunity Fund (EVCC) Ltd.
Street Address:	2600-1055 West Georgia Street
City:	Vancouver, British Columbia
State/Country:	CANADA
Postal Code:	V6E 3R5

PROPERTY NUMBERS Total: 19

Property Type	Number
Patent Number:	7850990
Application Number:	10553373
Application Number:	11304328
Application Number:	11841786
Application Number:	11701326
Patent Number:	7238367
Patent Number:	7744921
Application Number:	10294474
Application Number:	12884098
Patent Number:	8022279
Application Number:	13237807
Application Number:	11632884
Patent Number:	7842676
Application Number:	12095494
Application Number:	12032583
Application Number:	12526930
Application Number:	12673157
Application Number:	12741954
Application Number:	13122454

CORRESPONDENCE DATA

Fax Number: (215)689-2443

Phone: 2159791283

Email: spgribok@duanemorris.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Stephan P. Gribok

Address Line 1: Duane Morris LLP; 30 South 17th Street

Address Line 4: Philadelphia, PENNSYLVANIA 19103-4196

ATTORNEY DOCKET NUMBER:

E3251-00018

NAME OF SUBMITTER:

Stephan P. Gribok

Total Attachments: 6

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PATENT
REEL: 027423 FRAME: 0060

INTELLECTUAL PROPERTY SECURITY INTEREST INSTRUMENT

This INTELLECTUAL PROPERTY SECURITY INTEREST INSTRUMENT is made and entered into as of the 15th day of December, 2011 by Celator Pharmaceuticals, Inc., a Delaware corporation, with a principal place of business at 303B College Road East, Princeton, NJ 08540 ("Grantor") for the benefit of the entities listed on Schedule I attached hereto (collectively, the "Investors").

WHEREAS, Grantor and the Investors are parties to a Note and Warrant Purchase Agreement dated as of December 15, 2011 (the "Note Agreement"), pursuant to which Grantor will issue and sell to the Investors, and the Investors will purchase from Grantor, certain Convertible Secured Promissory Notes (the "Notes"). Grantor's obligations under the Notes are secured by a security interest in the assets of Grantor pursuant to a certain Security Agreement dated as of December 15, 2011 among Grantor and the Investors (the "Security Agreement"); and

WHEREAS the Investors require a separate recordable document memorializing their security interest in and to the intellectual property of the Company;

NOW THEREFORE, in consideration of the premises and mutual covenants of the parties hereto, and intending to be legally bound hereby, it is hereby agreed as follows:

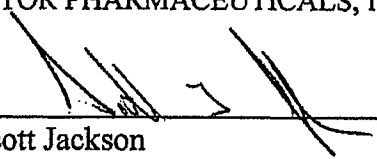
To secure the complete and timely payment and satisfaction of all of its obligations to the Investors under the Notes, Grantor hereby grants and conveys to the Investors a security interest in and to all of the patents, trademarks, service marks, trade names, copyrights and other intellectual property and proprietary rights of Grantor, including, without limitation, the patents and applications listed on Exhibit A hereto and the trademarks listed on Exhibit B hereto, and further including without limitation all proceeds thereof (such as, by way of example but not by way of limitation, license royalties and proceeds of infringement suits), the right to sue for past, present and future infringements, all rights corresponding thereto throughout the world and all re-issues, divisions continuations, renewals, extensions and continuations-in-part thereof. The security interest granted hereby is subject to the terms and provisions of the Security Agreement.

(Signature page follows.)

IN WITNESS WHEREOF, Grantor has caused this Intellectual Property Security Interest Instrument to be signed by its duly authorized officer as of the day and year first above written.

CELATOR PHARMACEUTICALS, INC.

By: _____


Scott Jackson
Chief Executive Officer

DM3\1994138.1

SCHEDULE I

List of Investors

BDC Capital Inc.
Suite 200, 505 Burrard Street
P.O. Box 6
Vancouver, British Columbia V7X 1M3

TMP Associates II, L.P.
One Stamford Plaza, Suite 1600
263 Tresser Boulevard
Stamford, CT 06901

Domain Partners VI, L.P.
c/o Domain Associates, L.L.C.
One Palmer Square
Princeton, New Jersey 08542

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Stamford, CT 06901

Working Opportunity Fund (EVCC) Ltd.
2600-1055 West Georgia Street
Vancouver, British Columbia
V6E 3R5

EXHIBIT A

<u>Application No.</u>	<u>Patent No.</u>	<u>Filing/Issue Date</u>	<u>Title</u>
10/417,631	7,850,990	12-14-2010	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
10/553,373	-	04-16-2004	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/304,328	-	12-14-2005	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/841,786	-	08-20-2007	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
11/701,326	-	01-31-2007	COMPOSITIONS FOR DELIVERY OF DRUG COMBINATIONS
10/264,818	7,238,367	07-03-2007	LIPOSOME LOADING WITH METAL IONS
11/842,130	7,744,921	06-29-2010	LIPOSOME LOADING WITH METAL IONS
10/294,474	-	11-13-2002	LIPID CARRIER COMPOSITIONS WITH ENHANCED BLOOD STABILITY
12/884,098	-	09-16-2010	LIPID CARRIER COMPOSITIONS WITH ENHANCED BLOOD STABILITY
11/587,112	8,022,279	09-20-2011	LIPOSOMAL FORMULATIONS OF ANTHRACYCLINE AGENTS AND CYTIDINE ANALOGS
13/237,807	-	09-20-2011	LIPOSOMAL FORMULATIONS OF ANTHRACYCLINE AGENTS AND CYTIDINE ANALOGS
11/632,884	-	07-19-2005	PARTICULATE CONSTRUCTS FOR RELEASE OF ACTIVE AGENTS
11/586,215	7,842,676	11-30-2010	FIXED RATIO DRUG COMBINATION TREATMENTS FOR SOLID TUMORS
12/095,494	-	11-30-2006	LOCALIZED DELIVERY OF DRUG COMBINATIONS
12/032,583	-	02-15-2008	FIXED DRUG RATIOS FOR TREATMENT OF HEMATOPOIETIC CANCERS AND PROLIFERATIVE DISORDERS

<u>Application No.</u>	<u>Patent No.</u>	<u>Filing/Issue Date</u>	<u>Title</u>
12/526,930	-	02-15-2008	FIXED DRUG RATIOS FOR TREATMENT OF HEMATOPOIETIC CANCERS AND PROLIFERATIVE DISORDERS
12/673,157	-	08-14-2008	FIXED RATIO CAMPTOTHECENS/ PLATINUM AGENTS
12/741,954	-	11-26-2008	IMPROVED TAXANE DELIVERY SYSTEM
13/122,454	-	10-16-2009	COMBINATION METHODS AND COMPOSITIONS

EXHIBIT B

<u>Application No.</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Trademark</u>
76/977,901	3,477,170	07-29-2008	COMBIPLEX®
76/136,272	2,776,160	10-21-2003	CELATOR®
78/609,685	3,455,264	06-24-2008	CELATOR PHARMACEUTICALS®
78/609,691	3,076,711	04-04-2006	The Circles Design LOGO®