

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EMD Pharmaceuticals, Inc.		12/31/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Merck KGaA		
Street Address:	Frankfurter Strasse 250		
City:	Darmstadt		
State/Country:	GERMANY		
Postal Code:	64293		
Entity Type:	CORPORATION: GERMANY		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	2651049	CONVERSATIONS IN CARE	
Registration Number:	2667225	CONVERSATIONS IN CARE	
Registration Number:	2921376	ONE TEAM TOGETHER	
Registration Number:	3120427	ONE TEAM TOGETHER	
Serial Number:	78764386	ONE TEAM TOGETHER	
Registration Number:	3120550	TARGETING CANCER FOR BETTER LIVES	
CORRESPONDENCE DATA			
Fax Number:	(919)877-3799		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	919-877-3830		
Email:	david.harlow@nelsonmullins.com		
Correspondent Name:	David A. Harlow		
Address Line 1:	4140 Parklake Avenue		
Address Line 2:	GlenLake One, Suite 200		
Address Line 4:	Raleigh, NORTH CAROLINA 27612		

CH \$165.00 2651049

ATTORNEY DOCKET NUMBER:

27991/00001

DOMESTIC REPRESENTATIVE

Name: David A. Harlow
Address Line 1: 4140 Parklake Avenue
Address Line 2: GlenLake One, Suite 200
Address Line 4: Raleigh, NORTH CAROLINA 27612

NAME OF SUBMITTER:

David A. Harlow

Signature:

/David A. Harlow/

Date:

03/06/2007

Total Attachments: 4
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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment"), is made and entered into as of December 31, 2006, by and between EMD Pharmaceuticals, Inc. a Delaware corporation ("Assignor"), and Merck KGaA a German corporation ("Assignee").

BACKGROUND

WHEREAS, Assignor owns all right, title and interest in and to the trademarks identified in Exhibit A hereto (the "Trademarks");

WHEREAS, Assignee desires to acquire Assignor's entire right, title and interest in and to the Trademarks; and

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

1. Assignor hereby sells, assigns and transfers and agrees to sell, assign and transfer unto Assignee and to its successors, assigns and legal representatives, the entire right, title and interest in and to the trademarks identified on Exhibit A hereto, including any and all common law rights, all United States, state, or foreign registrations thereof and all pending applications therefor, all trade name rights and service name rights, together with all of the goodwill of the business pertaining to such marks, all trade dress related to such marks, and any and all claims for damages that it might have at law or in equity for past infringement in said trademarks and the right to sue for and collect the same for Assignee's own use and benefit.

2. Assignor further agrees that, should additional or further documentation of the assignment be required for whatever reason, Assignor will, without further consideration, provide or execute such other information or documents as may be necessary upon Assignee's reasonable request.

IN WITNESS WHEREOF, the parties have caused this assignment agreement to be duly executed as of the date and the year set forth herein.

EMD PHARMACEUTICALS, INC.

By Klaus Rueth
Klaus Rueth

Title: Chief Financial Officer

MERCK KGaA

ppa. By Ulrich Fogel ppa. Dr. Wolfgang Losert
[NAME]

Ulrich Fogel Dr. Wolfgang Losert
Title: Principal Officers

I hereby certify, that the above are the true signatures, subscribed today at
Frankfurter Straße 250 in Darmstadt in my presence, of

- 1) Mr. **Dr. Wolfgang Losert**
and
- 2) Mr. **Ulrich Fogel**

business address: Frankfurter Straße 250 in 64293 Darmstadt / Germany
- who are personally known to me -.

The notary asked the appeared whether he or any member of his firm had
acted in the matter which is the subject of this instrument, except in a
notarial matter. The appeared denied.

Darmstadt, this 08 January 2007

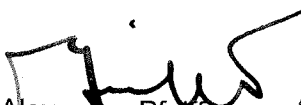

- Alexander Pfeiffer -
Notary



EXHIBIT A

U.S. Trademarks Registrations

Mark	Class	Reg. No.	Reg. Date
CONVERSATIONS IN CARE	42	2,651,049	19-Nov-02
CONVERSATION IN CARE	41	2,667,225	24-Dec-02
ONE TEAM TOGETHER	42	2,921,376	25-Jan-05
ONE TEAM TOGETHER	35	3,120,427	25-Jul-06
ONE TEAM TOGETHER	5	78/764,386	Pending/Allowed
TARGETING CANCER FOR BETTER LIVES	35	3,120,550	25-Jul-06

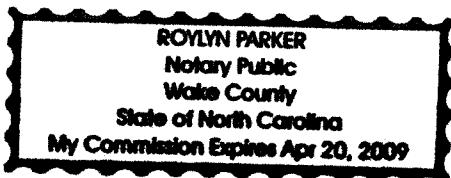
INDIVIDUAL ACKNOWLEDGMENT

State/Commonwealth of NORTH CAROLINA
County of WAKE } SS.

On this the 12th day of December, 2006, before
me, ROYLYN PARKER, the undersigned Notary
Public, personally appeared KLAUS RUEFH
Name of Notary Public Name(s) of Signer(s)

personally known to me – OR –

proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he/she/they executed the same for the purposes therein stated.

WITNESS my hand and official seal.

Roylyn Parker
Signature of Notary Public

Other Required Information (Printed Name of Notary, Residence, etc.)

Place Notary Seal and/or Any Stamp Above

OPTIONAL

Although the information in this section is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Right Thumbprint of Signer
Top of thumb here