

United States of America

United States Patent and Trademark Office

ZYCLARA

Reg. No. 3,819,643

Registered July 13, 2010

Int. Cl.: 5

TRADEMARK

PRINCIPAL REGISTER

GRACEWAY PHARMACEUTICALS, LLC (DELAWARE LIMITED LIABILITY COMPANY)
SUITE 500
340 MARTIN LUTHER KING JR. BLVD.
BRISTOL, TN 37620

FOR: PHARMACEUTICAL PREPARATIONS, NAMELY, IMMUNOMODULATORS, IN CLASS
5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 4-19-2010; IN COMMERCE 4-19-2010.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PAR-
TICULAR FONT, STYLE, SIZE, OR COLOR.

SN 77-781,257, FILED 7-15-2009.

JANICE KIM, EXAMINING ATTORNEY



David J. Kyjars

Director of the United States Patent and Trademark Office

United States of America

United States Patent and Trademark Office



Reg. No. 3,877,321

Registered Nov. 16, 2010

Int. Cl.: 5

TRADEMARK

PRINCIPAL REGISTER

GRACEWAY PHARMACEUTICALS LLC (DELAWARE LIMITED LIABILITY COMPANY)
340 MARTIN LUTHER KING JR BLVD STE 500
BRISTOL, TN 37620

FOR: PHARMACEUTICAL PREPARATIONS, NAMELY, IMMUNOMODULATORS, IN CLASS
5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 9-8-2009; IN COMMERCE 4-19-2010.

THE MARK CONSISTS OF A TRIANGLE SHADED IN DIFFERENT GRADIENTS OF GREEN
TO GIVE IT A THREE DIMENSIONAL APPEARANCE.

THE COLOR(S) SHADES OF LIGHT, MEDIUM AND DARK GREEN IS/ARE CLAIMED AS
A FEATURE OF THE MARK.

SN 77-420,105, FILED 3-12-2008.

CHRISTINE MARTIN, EXAMINING ATTORNEY



David J. Kyfos

Director of the United States Patent and Trademark Office

United States of America

United States Patent and Trademark Office

GRACEWAY PHARMACEUTICALS

Reg. No. 3,687,620 GRACEWAY PHARMACEUTICALS, LLC (DELAWARE LIMITED LIABILITY COMPANY)
Registered Sep. 22, 2009 340 MARTIN LUTHER KING JR. BLVD.
SUITE 500
BRISTOL, TN 37620

Int. Cl.: 5

FOR: MEDICATED AND PHARMACEUTICAL PREPARATIONS FOR THE TREATMENT
OF SKIN, RESPIRATORY, AND GYNECOLOGICAL DISORDERS , IN CLASS 5 (U.S. CLS.
6, 18, 44, 46, 51 AND 52).

**TRADEMARK
PRINCIPAL REGISTER**

FIRST USE 2-0-2006; IN COMMERCE 1-0-2007.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PAR-
TICULAR FONT, STYLE, SIZE, OR COLOR.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PHARMACEUTICALS", APART
FROM THE MARK AS SHOWN.

SN 78-930,569, FILED 7-17-2006.

PRISCILLA MILTON, EXAMINING ATTORNEY



David J. Kyros

Director of the United States Patent and Trademark Office

United States of America

United States Patent and Trademark Office



Reg. No. 3,795,988

Registered June 1, 2010

Int. Cl.: 5

TRADEMARK

PRINCIPAL REGISTER

GRACEWAY PHARMACEUTICALS, LLC (DELAWARE LIMITED LIABILITY COMPANY)
340 MARTIN LUTHER KING JR. BLVD.
SUITE 500
BRISTOL, TN 37620

FOR: MEDICATED AND PHARMACEUTICAL PREPARATIONS FOR THE TREATMENT
OF SKIN, RESPIRATORY, AND GYNECOLOGICAL DISORDERS FOR USE IN HUMANS,
IN CLASS 5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 2-10-2008; IN COMMERCE 2-10-2008.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PHARMACEUTICALS", APART
FROM THE MARK AS SHOWN.

THE MARK CONSISTS OF A STYLIZED "G" TO THE LEFT OF THE WORDS "GRACEWAY
PHARMACEUTICALS".

SN 77-116,781, FILED 2-27-2007.

PAUL MORENO, EXAMINING ATTORNEY



David J. Kyfos

Director of the United States Patent and Trademark Office

United States of America

United States Patent and Trademark Office



Reg. No. 3,818,769

Registered July 13, 2010

Int. Cl.: 5

TRADEMARK

PRINCIPAL REGISTER

GRACEWAY PHARMACEUTICALS, LLC (DELAWARE LIMITED LIABILITY COMPANY)
340 MARTIN LUTHER KING JR. BLVD.
SUITE 500
BRISTOL, TN 37620

FOR: MEDICATED AND PHARMACEUTICAL PREPARATIONS FOR USE IN HUMANS, IN
CLASS 5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

FIRST USE 3-11-2008; IN COMMERCE 3-11-2008.

NO CLAIM IS MADE TO THE EXCLUSIVE RIGHT TO USE "PHARMACEUTICALS, LLC",
APART FROM THE MARK AS SHOWN.

THE MARK CONSISTS OF A STYLIZED "G" TO THE LEFT OF THE WORDS "GRACEWAY
PHARMACEUTICALS, LLC".

SN 77-116,783, FILED 2-27-2007.

PAUL MORENO, EXAMINING ATTORNEY



David J. Kyfos

Director of the United States Patent and Trademark Office

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
Novavax, Inc.		02/19/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Graceway Pharmaceuticals, LLC		
Street Address:	340 Martin Luther King Jr. Blvd., Suite 500		
City:	Bristol		
State/Country:	TENNESSEE		
Postal Code:	37620		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2784534	ESTRASORB	
CORRESPONDENCE DATA			
Fax Number:	(202)756-8087		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	202-756-8000		
Email:	sabrown@mwe.com		
Correspondent Name:	Richard Y. Kim		
Address Line 1:	600 13th Street, N.W.		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
ATTORNEY DOCKET NUMBER:	081521-0011		
NAME OF SUBMITTER:	Richard Y. Kim		
Signature:	/Richard Y. Kim/		
Date:	02/21/2008		

CH 2784534 \$40.00

900099692

TRADEMARK
REEL: 003723 FRAME: 0982

Total Attachments: 3

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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is executed February 19, 2008, by NOVAVAX, INC., a Delaware corporation, having a place of business at 9920 Belward Campus Drive, Rockville, Maryland 20850 ("Assignor") for the benefit of GRACEWAY PHARMACEUTICALS, LLC, a Delaware limited liability company, having a place of business at 340 Martin Luther King Jr. Blvd., Suite 500, Bristol, Tennessee 37620 ("Assignee").

WHEREAS, Assignor is the owner of the trademark registrations identified on Schedule A (the "Marks"), including the goodwill of the business connected with the use of, and symbolized by, the Marks.

WHEREAS, Assignee desires to acquire all right, title and interest in and to the Marks, including any and all federal applications and registrations therefor.

WHEREAS, Assignor and Assignee have entered into an Asset Purchase Agreement dated as of the date hereof (the "Agreement"), pursuant to which Assignor has agreed, *inter alia*, to assign to Assignee certain assets, including: (a) all right, title and interest in and to the Marks and (b) the goodwill of the business associated with the Marks.

WHEREAS, capitalized terms used in this Assignment and not defined in this Assignment shall have the meanings given to such terms in the Agreement.

NOW THEREFORE, for good and valuable consideration paid by Assignee, receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee, the entire right, title and interest in and to the Marks, including the goodwill of the business connected with the use of, and symbolized by, the Marks, free and clear of all Encumbrances.

Assignor shall, at Assignee's expense, take all actions and execute all documents reasonably necessary to record and perfect the interest of Assignee in and to the Marks listed on the attached Schedule A.

Nothing in this Assignment supersedes, expands or extinguishes any of the obligations, agreements, covenants or warranties of Assignor and Assignee contained in the Agreement. If any conflict exists between this Assignment and the Agreement, the Agreement shall govern and control.

This Assignment, the rights and obligations of the parties hereto, and any claims or disputes relating thereto, shall be governed by and construed under and in accordance with the laws of the State of New York, without giving effect to the conflicts of law principles thereof (other than Section 5-1401 of the New York General Obligations Law).

[The remainder of this page intentionally left blank.]

IN WITNESS WHEREOF, Assignor has caused this Assignment of Trademarks
to be executed as of the date first written above.

ASSIGNOR

NOVAVAX, INC.

By: 

Name: Ronald S. Hage Jr.

Title: SVP Commercial

SCHEDULE A

Assigned Trademarks

Country	Mark	Application No./ Registration No.	Goods/Services	Status
United States	ESTRASORB	2784534	pharmaceuticals, namely, topical hormone preparations	Registered on November 18, 2003.
Canada	ESTRASORB	1291793	pharmaceuticals, namely, topical hormone preparations	Applied for on: August 15, 2007
Mexico	ESTRASORB	703042	pharmaceutical preparations, veterinary and hygienic; dietetic substances for medical use, food for babies; dressings, material treatment (dressings); teeth filling material and for dental moulds; disinfectants; products for destroying vermin; fungicides, herbicides	Registered on: June 20, 2001
Mexico	ESTRASORB	769226	pharmaceutical preparations	Applied for on: March 2, 2006

United States of America

United States Patent and Trademark Office

BENZIQ

Reg. No. 3,738,199 CHESTER VALLEY PHARMACEUTICALS, INC. (DELAWARE CORPORATION)

Registered Jan. 12, 2010 SUITE 500
340 MARTIN LUTHER KING, JR., BLVD
BRISTOL, TN 37620

Int. Cl.: 5

FOR: DERMATOLOGICAL TOPICAL PHARMACEUTICAL PREPARATIONS SPECIFICALLY
RELATED TO ACNE TREATMENT AND NOT IN THE FORM OF SHAVING CREAM, IN
CLASS 5 (U.S. CLS. 6, 18, 44, 46, 51 AND 52).

**TRADEMARK
PRINCIPAL REGISTER**

FIRST USE 12-0-2005; IN COMMERCE 12-0-2005.

THE MARK CONSISTS OF STANDARD CHARACTERS WITHOUT CLAIM TO ANY PAR-
TICULAR FONT, STYLE, SIZE, OR COLOR.

SN 78-647,931, FILED 6-10-2005.

KELLY BOULTON, EXAMINING ATTORNEY



David J. Kappas

Director of the United States Patent and Trademark Office

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT		
EFFECTIVE DATE:	12/31/2008		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sinclair Pharmaceuticals Limited		01/15/2009	CORPORATION: UNITED KINGDOM
RECEIVING PARTY DATA			
Name:	Graceway Pharmaceuticals, LLC		
Street Address:	340 Martin Luther King Jr. Boulevard, Suite 500		
City:	Bristol		
State/Country:	TENNESSEE		
Postal Code:	37620		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3126272	ATOPICLAIR	
CORRESPONDENCE DATA			
Fax Number:	(703)610-6200		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	703-610-6100		
Email:	boxip@hhlaw.com		
Correspondent Name:	Timothy J. Lyden of Hogan & Hartson LLP		
Address Line 1:	8300 Greensboro Drive, Suite 1100		
Address Line 2:	Box Intellectual Property		
Address Line 4:	McLean, VIRGINIA 22202		
ATTORNEY DOCKET NUMBER:	25103.24		
NAME OF SUBMITTER:	Timothy J. Lyden		

CH \$40.00 3126272

900124892

TRADEMARK
REEL: 003920 FRAME: 0763

Signature:

/Timothy J. Lyden/

Date:

01/16/2009

Total Attachments: 1

source=Trade mark assignment Sinclair to GW- signed#page1.tif

TRADEMARK ASSIGNMENT

WHEREAS, Sinclair Pharmaceuticals Limited, a corporation organized and existing under the laws of England having its principal place of business at Godalming Business Centre, Woolsack Way, Godalming, Surrey, England (hereinafter "Assignor") is the owner of U.S. Trademark Registration No. 3,126,272 for the mark ATOPICLAIR and goodwill symbolized thereby (the "Trademark"); and

WHEREAS, on December 31, 2008, Assignor sold, assigned and transferred all of its right, title, and interest in and to the Trademark to Graceway Pharmaceuticals, LLC, a Delaware limited liability company having its principal place of business at 340 Martin Luther King Jr. Boulevard, Suite 500, Bristol, Tennessee 37620 (hereinafter "Assignee"); and

WHEREAS, the parties are desirous of ratifying and confirming said sale, assignment and transfer of all right, title and interest in and to said Trademark and the goodwill symbolized thereby;

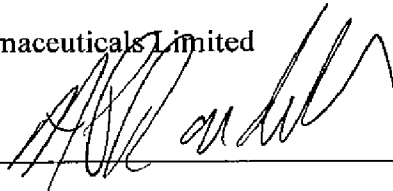
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor has assigned and hereby sells, assigns, transfers and sets over to Assignee, nunc pro tunc as of December 31, 2008, the entire right, title, interest in and to U.S. Trademark Registration Number 3,126,272 and the goodwill of the business connected with the Trademark, the same to be held and enjoyed by Assignee, its successors, assigns and other legal representatives.

Assignor further assigns to Assignee all right to sue for and receive all damages accruing from past infringements of the Trademark assigned.

This Assignment shall be binding upon the parties, their successors and/or assigns and all others acting by, through, with or under their direction, and all those in privity therewith.

Sinclair Pharmaceuticals Limited

Date: 15/1/2009

By: 

Name: J. RANDALL

Title: CHIEF FINANCIAL OFFICER

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion to limited liability company		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Graceway Pharmaceuticals, Inc.		12/11/2006	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Graceway Pharmaceuticals, LLC		
Street Address:	340 Edgemont Avenue, Suite 500		
City:	Bristol		
State/Country:	TENNESSEE		
Postal Code:	37620		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	78930572	GRACEWAY	
Serial Number:	78930569	GRACEWAY PHARMACEUTICALS	
CORRESPONDENCE DATA			
Fax Number:	(703)610-6200		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	703-610-6100		
Email:	boxip@hhlaw.com		
Correspondent Name:	Timothy J. Lyden		
Address Line 1:	8300 Greensboro Drive, Suite 1100		
Address Line 2:	Box Intellectual Property		
Address Line 4:	McLean, VIRGINIA 22102		
ATTORNEY DOCKET NUMBER:	25103.03		
NAME OF SUBMITTER:	Timothy J. Lyden		
Signature:	/Timothy J. Lyden/		

CH \$65.00 78930572

900067398

TRADEMARK
REEL: 003465 FRAME: 0696

Date:

01/22/2007

Total Attachments: 2

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GRACEWAY PHARMACEUTICALS, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GRACEWAY PHARMACEUTICALS, INC." TO "GRACEWAY PHARMACEUTICALS, LLC", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2006, AT 6:55 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



4097203 8100V

061131410

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5269159

DATE: 12-12-06

TRADEMARK
REEL: 003465 FRAME: 0698

**CERTIFICATE OF CONVERSION
FROM A DOMESTIC CORPORATION TO
A LIMITED LIABILITY COMPANY**

*In accordance with the provisions of Section 266 of the
General Corporation Law of the State of Delaware*

The undersigned, being duly authorized to execute and file this Certificate of Conversion from a domestic corporation to a domestic limited liability company for the purposes of converting Graceway Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

FIRST: The jurisdiction where the Corporation was first formed is Delaware.

SECOND: The jurisdiction immediately prior to filing this Certificate of Conversion is Delaware.

THIRD: The date the Corporation was first formed is January 20, 2006 under the name of Graceway Pharmaceuticals, Inc.

FOURTH: The name of the Corporation immediately prior to filing this Certificate of Conversion is Graceway Pharmaceuticals, Inc.

FIFTH: The name of the domestic limited liability company shall be Graceway Pharmaceuticals, LLC

The undersigned, being the duly authorized person of the Corporation, for the purposes of converting the Corporation into a domestic limited liability company pursuant to Section 266 of the General Corporation Law of the State of Delaware, does make this Certificate of Conversion, hereby declare and certify that this my act and deed and the facts stated herein are true, and accordingly have hereunto set my hands on the 11th day of Delaware, 2006.

Graceway Pharmaceuticals, Inc.,
a Delaware corporation

By: /s/ Jefferson J. Gregory, President
Name: Jefferson J. Gregory
Title: President

Certificate of Conversion _ Formation - GPL LC (Chester Valley _ Graceway)_(11421961_2)

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:55 PM 12/11/2006
FILED 06:55 PM 12/11/2006
SRV 061131410 - 4097203 FILE

ASSIGNMENT OF TRADEMARKS

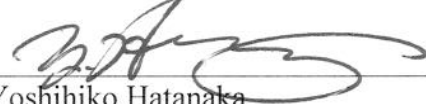
WHEREAS, Astellas US LLC ("Assignor"), a Delaware limited liability company, having its principal offices at Three Parkway North, Deerfield, IL 60015 has adopted, used, and is the owner of the marks referenced on Attachment A hereto; and

WHEREAS, Graceway Pharmaceuticals, LLC, a Delaware limited liability company and successor-in-interest to Chester Valley Pharmaceuticals, Inc. ("Assignee"), is desirous of acquiring said marks;

Now, therefore, for good and valuable consideration, the receipt of which is hereby acknowledged, and subject to the covenants of Purchaser, and the limitations and disclaimers of Seller set forth in the parties' Trademark License and Purchase Agreement dated as of July 31, 2006, Assignor hereby assigns to Assignee, and its successors in interest, all right, title and interest in and to said marks, together with the goodwill of the business symbolized by said marks and registrations thereof, and including all common-law and other rights in said marks, all claims, demands and causes for action, both at law and in equity, that Assignor may have, or may hereinafter acquire, on account of any infringement of said marks from January 1, 1998 to the date hereof, and does hereby empower Assignee, and its successors in interest, to sue for and collect the same, to its and their own and absolute use.

IN WITNESS WHEREOF, the undersigned, being duly authorized and acting on behalf of Assignor, does hereby execute this assignment to take effect on January 18, 2008.

Astellas US LLC



Yoshihiko Hatanaka

President and Chief Executive Officer

Attachment A
Trademarks

<u>U.S. Registered Trademarks:</u>	<u>Registration No.</u>
ARISTOCORT A	1,226,422
ARISTOCORT A	1,143,876
CYCLOCORT	1,024,480

Common Law Mark:

AQUATAIN