UNITED STATES DISTRICT COURT

FOR THE DISTRICT OF DELAWARE

ÉLAN PHARMACEUTICAL INTERNATIONAL LIMITED, Plaintiff, v. ABRAXIS BIOSCIENCE, INC., Defendant.	Case No. 06-438-GMS

SECOND INTERIM ORDER REGARDING
SECRET ABRAXANE MANUFACTURING INFORMATION

WHEREAS on June 12, 2007 the Court entered an Interim Order Regarding Secret Abraxane Manufacturing Information ("First Interim Order") that permitted specified Elan outside counsel expedited access to Secret Abraxane Manufacturing Information while the parties negotiated an Amended Stipulated Protective Order;

WHEREAS Elan Pharma International, Limited ("Elan") requests that the First Interim Order be supplemented to permit expedited access by designated experts to (1) information regarding the details of Abraxis's manufacturing process for Abraxane® ("Secret Abraxane Manufacturing Information"), and (2) Abraxane laboratory notebooks that may contain Secret Abraxane Manufacturing Information, while the parties negotiate and the Court enters a comprehensive Amended Stipulated Protective Order ("Amended Stipulated Protective Order") regarding the treatment of Secret Abraxane Manufacturing Information;

WHEREAS Abraxis BioScience, Inc. ("Abraxis") desires to accommodate such expedited access, but does not agree to disclose Secret Abraxane Manufacturing Information without entry of the additional protections of this second interim order;

IT IS HEREBY STIPULATED AND AGREED, by and between Elan and Abraxis that the following Second Interim Order Regarding Secret Abraxane Manufacturing Information should be entered by the Court:

Dr. Robert O. Williams, and one additional Elan expert witness to be agreed upon by the parties ("Approved Elan Experts"), will be provided access to Secret Abraxane Manufacturing Information for private electronic viewing through the third-party Intralinks website at any of the United States offices of Baker Botts LLP in the presence of any of five identified outside attorneys for Elan (specifically, Stephen Scheve, Paul F. Fehlner, William J. Sipio, Robert Riddle and Jennifer Cozeolino) ("Approved Elan Outside Counsel").

Each Approved Elan Expert shall execute the written agreement in Exhibit A annexed hereto and provide the original signed agreement to counsel for Abraxis before having access to any of the Secret Abraxane Manufacturing Information.

The Approved Elan Experts shall not disclose or discuss Secret Abraxane Manufacturing Information except with Approved Elan Outside Counsel, the other Approved Elan Expert, counsel for Abraxis, or Court personnel, without prior written consent by Abraxis, or upon court order.

The Approved Elan Experts shall not copy, print or otherwise reproduce any of the documents made available by Abraxis through Intralinks, except upon written

consent by Abraxis, or upon court order. For the avoidance of doubt, "copy, print or otherwise reproduce" shall include taking notes.

SO ORDERED this ___ day of _____, 2007.

_____
United States District Judge

ASHBY & GEDDES

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Dated: July 20, 2007

EXHIBIT A

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ELAN PHARMA INTERNATIONAL LIMITED, Plaintiff, v. ABRAXIS BIOSCIENCE, INC., Defendant.	Case No. 06-438-GMS **AGREEMENT CONCERNING SECRET ABRAXANE MANUFACTURING INFORMATION SUBJECT TO SECOND INTERIM ORDER**

I have read and am fully familiar with the terms of the stipulated Second Interim Order Regarding Secret Abraxane Manufacturing Information ("Interim Order") as well as the the terms of the Stipulated Protective Order in the above-captioned litigation.

I agree to comply with and to be bound by all the terms of the Interim Order and Stipulated Protective Order, and I understand and acknowledge that failure to so comply could expose me to sanctions and punishment in the nature of contempt. I agree that I will not disclose or use in any manner any information or item that is subject to the Interim Order and Stipulated Protective Order to any person or entity except in strict compliance with the provisions of the Interim Order and Stipulated Protective Order.

I agree to submit to the jurisdiction of the United States District Court for the District of Delaware for the purpose of ensuring compliance with the Interim Order and the Stipulated Protective Order, even if such enforcement proceedings occur after termination of this action.

I declare the foregoing under penalty of perjury.

Date: _____

City and State where sworn and signed: _____

Printed name: _____
[printed name]

Signature: _____
[signature]