

1-98

05-14-1998



Delegable Commission
of conveying party

100711458

COVER SHEET
ONLY

the attached original documents or copy thereof.
Name and address of receiving party(ies):

G.D SEARLE & CO.

Address: 5200 Old Orchard Road
Skokie, IL 60077

- Corporation-State: Delaware
- Individuals(s) Association
- General Partnership Limited Partnership
- Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
- Assignment Merger
 - Security Agreement Change of Name
 - Other

Execution Date: October 13, 1997

4. Application number(s) or registration number(s):
- A. Trademark Application No.(s)

74/638,091

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Jeffrey H. Brown**
 Address:
D'ANCONA & PFLAUM
30 North LaSalle Street
Suite 2900
Chicago, IL 60602

05/11/1998 DCDATES 00000115 74638091

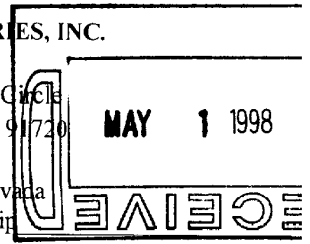
01 FC:481 40.00 OP
 02 FC:482 100.00 OP

(Attach duplicate copy of this page if paying by deposit account)

WATSON LABORATORIES, INC.

Address: 311 Bonnie Circle
Corona, CA 91720

- Corporation-State: Nevada
- Individual(s) citizenship
- Association
- General Partnership
- Other: Limited Liability Company



If _____ is not domiciled in the United States, a domestic representative designation is attached.
 Yes No

Additional name(s) & address(es) attached? Yes No

- B. Trademark registration No.(s)

961,317	1,746,284
1,420,786	1,865,534

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 5

7. Total fee (37 CFR 3.41): \$140.00

Enclosed

Authorized to be charged to deposit account.

8. Deposit account number:

TRADEMARK ASSIGNMENT

WHEREAS, G.D. SEARLE & CO., a Delaware corporation, located and doing business at 5200 Old Orchard Road, Skokie, Illinois 60077 (hereafter "Searle") is the equitable owner of certain "Trademarks" as defined in the Asset Purchase Agreement dated September 30, 1997, including the trademark registrations and applications set forth in Schedule A attached hereto; and

WHEREAS, WATSON LABORATORIES, INC., a Nevada corporation, located and doing business at 311 Bonnie Circle, Corona, California 91718-1900 (hereafter "Watson") is desirous of acquiring said "Trademarks".

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Searle hereby assigns to Watson all of its equitable rights and interest in and to said "Trademarks", including the trademark applications and registrations set forth in Schedule A together with the goodwill of the business associated therewith.

This Assignment shall become effective at the Closing on October 16, 1997 in accordance with the provisions of the Asset Purchase Agreement.

IN WITNESS WHEREOF, Searle has executed this assignment on this 13 day of October, 1997.

G.D. SEARLE & CO.

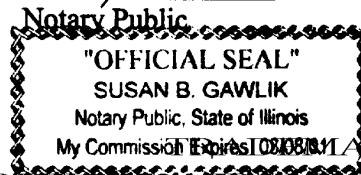
By: Almond Keller

Title: Chief Operating Officer

State of Illinois)
) ss.
County of Cook)

Subscribed and sworn to before me this 13th day of October, 1997.

Susan B. Gawlik
Notary Public



TRADEMARKS

<u>TRADEMARK</u>	<u>COUNTRY</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	
GENORA	USA	1420786	12/16/86	
LEVORA	USA	1746284	01/12/93	
LOW-OGESTREL	USA	74/638091	02/22/95	(Appl.)*
NOR-QD	USA	961317	06/19/73	
OGESTREL	USA	75/118021	05/30/96	(Appl.)
TRIVORA	USA	1865534	12/06/94	

* Statement of use due January 23, 1998