

MRO 7-21-98

FORM 1-31-5 U.S. Patent & TMO/TM Mail Rcpt Dt. #10
 07-21-1998

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U.S. DEPARTMENT OF COMMERCE
 Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Glaxo Wellcome, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - North Carolina
 Other: _____
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Monarch Pharmaceuticals, Inc.
 Internal Address: _____
 Street Address: 355 Beecham Street
 City: Bristol State: TN ZIP: 37620

Individual(s) citizenship _____
 Association _____

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

Execution Date: November 14, 1997

General Partnership _____
 Limited Partnership _____
 Corporation-State Tennessee
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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

B. Trademark registration No.(s)
572,764 and 546,132
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Jon L. Roberts, Esq.
 Internal Address: _____
 Street Address: Roberts & Brownell, LLC
8381 Old Courthouse Road, Suite 212
 City: Vienna State: VA ZIP: 22182

6. Total number of applications and registrations involved: _____

7. Total fee (37 CFR 3.41):..... \$ 30.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 18-1579
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jon L. Roberts
 Name of Person Signing

[Signature] 7/21/98
 Signature Date

Total number of pages including cover sheet: 4

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT is made this 14th day of November, 1997, by **GLAXO WELLCOME INC.**, a North Carolina corporation ("GW"), to **MONARCH PHARMACEUTICALS, INC.**, a Tennessee corporation ("Monarch"), pursuant to that certain Agreement for the Purchase and Sale of Assets Relating to Neosporin® and Polysporin® dated the 14th day of November, 1997, by and between GW and Monarch (the "Purchase Agreement").


For good and valuable consideration, the receipt and legal sufficiency of which hereby are acknowledged, and subject to the terms and conditions of the Purchase Agreement, GW hereby assigns to Monarch all of GW's right, title, and interest in the United States, its territories and possessions, under the Trademark, Patent, Copyright and Know-How License Agreement dated as of June 30, 1996 between Warner-Lambert Company and GW (the "Warner-Lambert Agreement") in and to (and only in and to) the trademarks set forth on Schedule 1 attached hereto for use in the Prescription Field (as defined in the Warner-Lambert Agreement) (collectively, the "Trademarks").

TO HAVE AND TO HOLD the same unto Monarch, its successors and assigns forever.

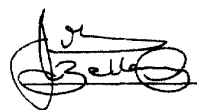
In consideration of the aforesaid assignment and for other good and valuable consideration, the receipt and sufficiency of which hereby are acknowledged, and subject to the terms and conditions of the Purchase Agreement, Monarch does hereby accept the aforesaid assignment and does hereby assume all of GW's obligations and responsibilities arising in connection with the Trademarks, which accrue, arise or relate to events occurring after the date hereof.

IN WITNESS WHEREOF, the parties have caused this Agreement to be duly executed as of
the date first above written.

GLAXO WELLCOME INC.

By: 
Name: Dean J. Mitchell
Title: Vice President

MONARCH PHARMACEUTICALS, INC.

By: 
Name: John Bellamy
Title: Authorized Agent

**SCHEDULE 1
TRADEMARKS**

Name of U.S. Trademark	U. S. Registration No.	Date of Registration
Neosporin	0,572,764	March 31, 1953
Polysporin	0,546,132	July 31, 1951