

1-31-92

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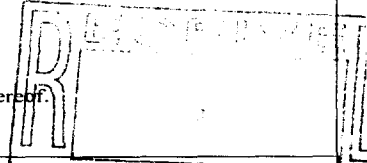
8-30-99



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Patent and Trademark Office



To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies):</p> <p>Enamelon, Inc.</p> <p><input type="checkbox"/> Individual <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporate-State - Delaware <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>The CIT Group/Credit Finance, Inc.</u></p> <p>Internal Address: <u>21st Floor</u></p> <p>Street Address: <u>1211 Avenue of the Americas</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10036</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporate-State <u>Delaware</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: _____</p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s) See attached</p>	<p>B. Trademark registration No.(s) See attached</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Andrea H. Levenson, Paralegal</u></p> <p>Internal Address: <u>STRADLEY RONON STEVENS & YOUNG, LLP</u></p> <p>Street Address: <u>2600 ONE COMMERCE SQUARE</u></p> <p>City: <u>PHILADELPHIA</u> State: <u>PA</u> ZIP: <u>19103</u></p>	<p>6. Total number of applications and registrations involved: 31</p> <p>7. Total fee (37 CFR 3.41):..... <u>\$790.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>NOT APPLICABLE</u> (Attach duplicate copy of this page if paying by deposit account)</p>

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.

Andrea H. Levenson
Person Signing

Andrea H. Levenson
Signature

8/25/1999
Date

Total number of pages comprising cover sheet: 2

OMB No. 0651-0011 (exp. 4/94)

09/01/1999 MTHAI1 00000014 75978099

Do not detach this portion

01 FC:481 40.00 DP
02 FC:482 750.00 DP

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

Trademarks and ApplicationsU.S. Registered Trademarks

Mark	Registration #	Effective Date	Expiration Date
(DESIGN ONLY)	2,166,032	February 26, 1997	
ENAMELON	2,091,936	December 15, 1992	
FLUOREMIN	2,084,229	November 10, 1993	
ENAMELINE	762,836	February 15, 1963	

U.S. Applications

Mark	Serial No.	App. Date	Comment
LIQUID CALCIUM CALCIUM WHITENING SYSTEM	75-978,099	February 26, 1997	
ENAMELON	75-664,242	March 19, 1999	
ENAMELON	75-640,682	February 12, 1999	
ENAMELON	75-640,681	February 12, 1999	
ENAMEL GUARD	75-640,680	February 12, 1999	
ENAMEL WATCH	75-640,679	February 12, 1999	
ENAMEL TECH	75-640,678	February 12, 1999	
ENAMELON	75-640,677	February 12, 1999	
ENAMELON	75-640,676	February 12, 1999	
(DESIGN ONLY)	75-606,689	December 16, 1998	
ENAMELON SENSITIVE	75-564,949	October 6, 1998	
CALCIUM CARE	75-564,948	October 6, 1998	
TITANIUM	75-564,947	October 6, 1998	
ENAMELON WHITENING	75-564,946	October 6, 1998	
E	75-550,286	September 9, 1998	
ENAMELON	75-417,630	January 14, 1998	
CALMIN	75-313,733	June 24, 1997	
PAINBLOC	75-304,587	June 6, 1997	
FLUOREMIN	75-271,248	April 7, 1997	
(DESIGN ONLY)	75-247,882	February 26, 1997	
LIQUID CALCIUM	75-247,881	February 26, 1997	
ENAMELON	75-023,365	November 22, 1995	
E	74-676,448	May 18, 1995	
E	75-023,366	November 22, 1995	
ENAMELON	74-450,714	October 4, 1993	
ENAMELON	74-340,299	December 15, 1992	
ENAMELON	75-703,942	May 11, 1999	

Assignment for Security

Trademarks

WHEREAS, ENAMELON, INC., a Delaware corporation (herein referred to as "Assignor"), has adopted, used and is using or has an intention to use the trademarks listed in Schedule 1-A attached hereto and made a part hereof, which trademarks are registered or pending registration in the United States Patent and Trademark Office, and has adopted, used and is using the common law trademarks and trade names listed in Schedule 1-B attached hereto and made a part hereof (collectively, the "Trademarks");

WHEREAS, Assignor is obligated to THE CIT GROUP/CREDIT FINANCE, INC., a Delaware corporation (herein referred to as "Assignee"), and has entered into a Trademark and Patent Security Agreement dated the date hereof (the "Agreement") in favor of Assignee; and

WHEREAS, pursuant to the Agreement, Assignor has assigned to Assignee and granted to Assignee a security interest in, and mortgage on, all right, title and interest to Assignor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, all as more fully described in the Agreement (the "Collateral"), to secure the payment, performance and observance of the Obligations, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby further assign unto Assignee and grant to Assignee a security interest in, and mortgage on, the Collateral to secure the prompt payment, performance and observance of the Obligations.

Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the assignment of, security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Assignee's address is 1211 Avenue of the Americas, New York, New York 10036.

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its duly authorized officer as of the 2nd day of July, 1999.

ENAMELON, INC.
By: [Signature]
Steven R. Fox, Chief Executive Officer

STATE OF NEW YORK :
: ss.
COUNTY OF NEW YORK :

On this 2nd day of July, 1999, before me personally came Steven R. Fox, to me known, who being duly sworn, did depose and say, that he is the Chief Executive Officer of Enamelon, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

[Signature]
Notary Public
SHARON KAY MILLER
Notary Public, State of New York
No. 41-4922738
Qualified in Queens County
Commission Expires April 4, 2000

SCHEDULE 1-A

Trademarks and Applications

U.S. Registered Trademarks

Mark	Registration #	Effective Date	Expiration Date
(DESIGN ONLY)	2,166,032	February 26, 1997	
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FLUOREMIN	2,084,229	November 10, 1993	
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ENAMEL TECH	75-640,678	February 12, 1999	
ENAMELON	75-640,677	February 12, 1999	
ENAMELON	75-640,676	February 12, 1999	
(DESIGN ONLY)	75-606,689	December 16, 1998	
ENAMELON SENSITIVE	75-564,949	October 6, 1998	
CALCIUM CARE	75-564,948	October 6, 1998	
TITANIUM	75-564,947	October 6, 1998	
ENAMELON WHITENING E	75-564,946	October 6, 1998	
ENAMELON	75-550,286	September 9, 1998	
ENAMELON	75-417,630	January 14, 1998	
CALMIN	75-313,733	June 24, 1997	
PAINBLOC	75-304,587	June 6, 1997	
FLUOREMIN	75-271,248	April 7, 1997	
(DESIGN ONLY)	75-247,882	February 26, 1997	
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E	75-023,366	November 22, 1995	
ENAMELON	74-450,714	October 4, 1993	
ENAMELON	74-340,299	December 15, 1992	
ENAMELON	75-703,942	May 11, 1999	

Foreign Registered Trademarks

<u>Mark</u>	<u>Registration #</u>	<u>Effective Date</u>	<u>Expiration Date</u>
<u>ARGENTINA</u>			
ENAMELON	1,717,454	January 27, 1999	
ENAMELON	1,717,452	January 27, 1999	
ENAMELON	1,717,455	January 27, 1999	
<u>BENELUX</u>			
ENAMELON	623,540		
<u>CHINA (PEPOLE'S REPUBLIC OF)</u>			
ENAMELON	786166	October 28, 1995	
ENAMELON	782855	October 14, 1995	
<u>FRANCE</u>			
ENAMELON	93-490,199		
<u>GERMANY</u>			
ENAMELON	2/091,224		
ENAMELON	39/760,884	May 20, 1998	
<u>HONG KONG</u>			
ENAMELON	91/1999	January 6, 1999	
<u>JAPAN</u>			
ENAMELON	4158 531	June 19, 1998	
ENAMELON	3186562	August 30, 1996	
<u>RUSSIAN FEDERATION</u>			
ENAMELON	126832		
<u>SOUTH KOREA</u>			
ENAMELON	445008	March 24, 1999	
ENAMELON	443004	March 2, 1999	
ENAMELON	445597	May 1, 1999	
ENAMELON IN KROEAN	445980	April 9, 1999	
ENAMELON IN KROEAN	441476		
ENAMELON IN KROEAN	447542	April 10, 1999	
<u>TAIWAN</u>			
ENAMELON	832529	November 19, 1997	
ENAMELON	829665	November 19, 1997	
ENAMELON	86059101	November 19, 1997	

UNITED KINGDOM

ENAMELON	1,552,603	June 13, 1997
ENAMELON	1,552,604	February 2, 1996
ENAMELON	2,153,932	June 5, 1998

Foreign Applications

<u>Mark</u>	<u>Applications #</u>	<u>Application Date</u>
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AUSTRALIA

ENAMELON	614,448	October 22, 19993
ENAMELON	614,487	October 22, 19993
ENAMELON	751,531	December 19, 1997

BRAZIL

ENAMELON	820,406,171	November 26, 1997
ENAMELON	820,406,180	November 26, 1997
ENAMELON	820,406,198	November 26, 1997

CANADA

CALCIUM CARE	0/892,836	October 8, 1998
CALMIN	0/849,133	June 25, 1997
E LOGO	0/796,886	November 8, 1995
ENAMELON	0/739,793	October 25, 1993
ENAMELON	0/796,887	November 8, 1995
ENAMELON SENSITIVE	0/892837	October 8, 1998
ENAMELON WHITENING	0/892,838	October 8, 1998
FLUOREMIN	0/740,926	November 9, 1993
FLUOREMIN	0/842,964	April 22, 1997
FOUR PERSON LOGO	0/838,569	March 6, 1997
LIQUID CALCIUM	0/838,570	March 6, 1997
PAINBLOC	0/847,904	June 13, 1997
TITANIUM	0/892,839	October 8, 1998

CHINA
(PEOPLE'S REPUBLIC OF)

ENAMELON	9800042186	April 29, 1998
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EUROPEAN UNION

ENAMELON	1/038,520	January 11, 1999
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FRANCE

ENAMELON	98.712,904	January 14, 1998
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HONG KONG

ENAMELON	97,17850	December 17, 1997
ENAMELON	97,17852	December 17, 1997

INDIA

ENAMELON	779539	November 25, 1997
ENAMELON	779541	November 25, 1997
ENAMELON	770540	November 25, 1997

ITALY

ENAMELON	975836	November 28, 1997
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JAPAN

ENAMELON	11-000519	January 6, 1999
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RUSSIAN FEDERATION

ENAMELON	98700241	January 8, 1998
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SOUTH KOREA

ENAMELON	1997-57380	, December 12, 1997
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SPAIN

ENAMELON	2/127,700	June 22, 1998
ENAMELON	2/217,701	November 21, 1997
ENAMELON	2/217,702	November 21, 1997

SWEDEN

ENAMELON	97-10192	December 13, 1997
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State Registered Trademarks

SCHEDULE 1-B

Common Law Trademarks

Trademark

Date of First Use

Comment

Common Law Trade Names

Trade Name

Date of First Use

Comment

Direct Dial: (215) 564-8703
Email: alevenson@stradley.com

August 25, 1999

VIA CERTIFIED MAIL/
RETURN RECEIPT REQUESTED
Commissioner of Patents and Trademarks
Box Assignments
Washington, DC 20231

RE: Enamelon, Inc. ("Assignor")
The CIT Group/Credit Finance, Inc. ("Assignee")


Dear Madam or Sir:

Enclosed for filing with your office please find the following documents for the above named parties:

1. Assignment for Security – Trademarks
2. Trademark Recordation Form Cover Sheet
3. Check #121443 for \$790.00 for Trademark Assignment filing fee.
4. Assignment for Security – Patents
5. Patent Recordation Form Cover Sheet
6. Check #121442 for \$520.00 for Patent Assignment filing fee.
7. Power of Attorney

Please file these two (2) Assignments and return evidence thereof to the undersigned. If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,


Andrea H. Levenson
Corporate Paralegal

Enclosures

cc: Michael P. Bonner, Esq.
#231898