

04/28/00

05-09-2000

FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



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04-28-2000

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #26

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
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Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year
04/17/2000

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year
04/17/2000

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/KA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership

Corporation Association

Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002068 FRAME: 0795

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

<input type="text" value="2,008,497"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

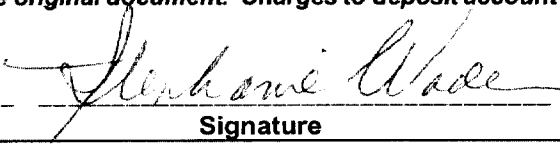
Yes

No

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. Charges to deposit account are authorized, as indicated herein.

Stephanie K. Wade, Esq.



04/27/2000

Name of Person Signing

Signature

Date Signed

WHEREAS, Atley Pharmaceuticals, Inc., a corporation of the Commonwealth of Virginia located and doing business at 340 South Richardson Road, Suite 1, Ashland, Virginia 23005 (the "Assignor") is the owner of the trademark ALOR and United States Registration No. 2,008,497 (collectively the "Trademark") and;

WHEREAS, Procter & Gamble Pharmaceuticals, Inc., a corporation of the State of Ohio, located and doing business at One Procter & Gamble Plaza, Cincinnati, Ohio 45202 ("Procter & Gamble") is desirous of acquiring the Trademark together with the goodwill symbolized by the Trademark for the sole benefit of Assignee; and

WHEREAS, Procter & Gamble Pharmaceuticals, Inc., desires the Trademark together with the goodwill symbolized by the Trademark to be assigned to Watson Pharmaceuticals, Inc., a corporation of the State of Nevada located and doing business at 311 Bonnie Circle, Corona, California 92880-2882 (the "Assignee");

NOW, THEREFORE, in exchange for good and valuable consideration paid to Assignor by Procter & Gamble, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all of Assignor's right, title and interest in and to the Trademark together with the goodwill symbolized by the Trademark, including the right to sue for past infringement of the Mark.

Signed at this 17 day of April, 2000.

ATLEY PHARMACEUTICALS, INC.

By: 

Name:

Title: