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U.S. Department of Commerce Patent and Trademark Office TRADEMARK

FORM PTO-1618A Expires 06/20/99

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY To: the Commissioner of Patents and Trademarks: Plaase record the attached original document(s) or copy(ies). Submission Type [71030202			
TRADEMARKS ONLY TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies). Submission Type [X] New [X] Assignment [X] Resubmission [X] Corrective Document [X] Corrective Document [X] Resubmission [X] Resub	19143				
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Domestic Representati	ve Name and Address Enter f	for the first Receiving Pa	rty only.
Name			
Address (line 1)			
Address (line 2)			
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Correspondent Name a	and Address Area Code and Telephor	ne Number (415) 44	42-1325
Name G	erald Rita		
Address (line 1) C	o Brobeck, Phleger & Harrisor	ı LLP	
Address (tine 2) S	pear Street Tower - One Market		
Address (line 3) S	an Francisco, CA 94105		
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	Authorization to charge a	idditional fees: Yes	No
Statement and Signatu			
To the best of my l attached copy is a indicated herein.	knowledge and belief, the foregoing inform true copy of the original document. Char	nation is true and correct ai ges to deposit account are	nd any authorized, as
Gerald Rita	Deel	late .	4/5/01
Name of Person Si	gning Signatu	re	Date Signed

TRADEMARK ASSIGNMENT

(MYSOLINE)

THIS TRADEMARK ASSIGNMENT dated as of April 1, 2001, among Elan Pharma International Limited, a corporation organized under the laws of the Ireland, having its principal offices at WIL House, Shannon Business Park, Shannon, County Clare, Ireland ("Assignor") and Xcel Pharmaceuticals, Inc., a Delaware corporation, having its principal offices at 7475 Lusk Blvd., San Diego, CA 92121 ("Assignee").

BACKGROUND

- A. Assignor's predecessor in interest adopted, used, and Assignor is presently using and is the owner of the entire right, title and interest in and to the MYSOLINE trademarks in connection with its pharmaceutical business, including registrations and applications therefor, identified in Schedule A attached hereto (hereinafter the "Trademarks");
- B. Assignee desires to acquire Assignor's entire right, title and interest in and to the Trademarks;
- C. Assignor makes this assignment pursuant to that certain Mysoline Asset Purchase Agreement, dated April 1, 2001, by and among Assignor and Assignee ("Asset Purchase Agreement"), under which Assignee purchased certain Purchased Assets (as defined therein) from Assignor, including but not limited to the Trademarks and the products therefor; and
- D. NOW, THEREFORE, for good and valuable consideration stated in the Asset Purchase Agreement, the receipt and adequacy of which is hereby acknowledged, the parties agree as follows:
- 1. Assignor does hereby sell, assign, and transfer unto Assignee the entire right, title and interest of Assignor in and to the Trademarks, together with the goodwill of the business symbolized by said Trademarks and associated therewith.
- 2. Assignor covenants and agrees that it will, upon the reasonable request of the Assignee, execute and deliver, any and all documents provided by Assignee that may be necessary or desirable to transfer to Assignee, its successors or other legal representative, the Assignor's right, title and interest in and to such Trademarks.
- 3. Except as set forth in the Asset Purchase Agreement, Assignor makes no warranty, express or implied, with respect to the Trademarks involved in this assignment and Assignee shall have no recourse against Assignor therefor.

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4. If Assignee elects to record this assignment or any other document or transfer with the appropriate U.S. or foreign governmental authorities or registries, Assignee shall bear the costs and fees associated with recording, but Assignor shall provide timely cooperation to Assignee as reasonably necessary.

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IN WITNESS WHEREOF, each party has caused its proper officer to execute this Trademark Assignment effective as of April 1, 2001.

ELAN PHARMA INTERNATIONAL LIMITED

Name: Title:

XCEL PHARMACEUTICALS, INC.

By:_____ Name: Title:

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IN WITNESS WHEREOF, each party has caused its proper officer to execute this Trademark Assignment effective as of April 1, 2001.

ELAN PHARMA INTERNATIONAL LIMITED

By:______Name:

Title:

XCEL PHARMACEUTICALS, INC.

Name:

Title:

SCHEDULE A TRADEMARK ASSIGNMENT

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MYSOLINE	569,143	United States	

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