

03-04-2002

Form PTO-1594
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102001415

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

1. Name of conveying party(ies):

LANNETT COMPANY, INC. **2-15-02**

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: LANNETT HOLDINGS, INC.

Internal Address:

Street Address: 103 FOULK ROAD, SUITE 200

City: WILMINGTON State: DE Zip: 19803

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- 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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 26, 2001

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 76/324,068

B. Trademark Registration No.(s) N/A

Additional number(s) attached Yes No

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

Name: MARK G. MCCREARY, ESQUIRE

Internal Address: FOX, ROTHSCHILD, O'BRIEN & FRANKEL, LLP

Street Address: 2000 MARKET STREET TENTH FLOOR

City: PHILADELPHIA State: PA Zip: 19103

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-1943

FEB 15 2002

DO NOT USE THIS SPACE

9. Signature.

MARK G. MCCREARY

Name of Person Signing

Signature

JANUARY 22, 2002

Date

Total number of pages including cover sheet, attachments, and document:

1

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

03/04/2002 AMMBE1 00000018 501943 76324068

01 FC:481 40.00 CH

TRADEMARK
REEL: 002452 FRAME: 0614

ASSIGNMENT OF TRADEMARKS, SERVICE MARKS AND TRADE NAMES

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, LANNETT COMPANY, INC., a Pennsylvania corporation having an address of 9000 State Road, Philadelphia, Pennsylvania 19136 ("Assignor"), for itself and its successors and assigns, hereby assigns, conveys, grants, sells, sets over to, transfers, and vests to and in LANNETT HOLDINGS, INC., a Delaware corporation having an address of 103 Foulk Road, Suite 200, Wilmington, Delaware 19803 ("Assignee"), its successors and assigns, all right, title and interest, legal and equitable, in and to the following service marks, trademarks, trade names and all service mark and trademark applications filed with respect thereto, including without limitation those set forth below, and all service mark and trademark registrations that may be issued with respect thereto, together with the goodwill associated therewith (collectively, the "Trademarks"):

1. United States Federal Service Mark Application for the mark "LANNETT", Serial Number 76/324,068, filed on October 12, 2001; and
2. The unregistered mark "Lannett" and any and all names by which Assignor operates or was known on or prior to the date hereof, and all variations of the foregoing.

This Assignment of Trademarks, Service Marks and Trade Names includes the right to apply for registration of any and all of the Trademarks in any and all jurisdictions and countries where such registration is desired by Assignee in Assignee's own name or such other name(s) as Assignee may choose, the right to renew any existing registration, and the right to claim for any and all damages by reason of past infringement of any of the Trademarks, with the right to sue for and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors and assigns. Assignor warrants to Assignee and its successors and assigns that, to the best of Assignor's knowledge, Assignor is the sole owner of the Trademarks and that such Trademarks and all right, title and interest therein are not subject to any lien, claim, license, royalty arrangement or dispute. Assignor authorizes the Commissioner for Trademarks to issue or transfer to Assignee all pending trademark applications and trademark registrations issued with respect to any such Trademarks.

IN WITNESS WHEREOF, Assignor has caused this Assignment of Trademarks, Service Marks and Trade Names to be executed by its duly authorized officer 26th day of December, 2001, effective as of November 6, 2001.

LANNETT COMPANY, INC.

By: Larry Dahl
Name: Larry Daleandro
Title: Chief Operating Officer

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF Phila

SS.

Before me, a notary public, in and for the Commonwealth and County aforesaid,
 on this 26 day of DECEMBER, 2001, personally appeared **LAWRENCE**
DALESANDRO, who, having been by me duly sworn and having executed the
 foregoing instrument in my presence, did depose and say that he is the Chief Operatng
 Officer of **LANNETT COMPANY, INC.**, the corporation that executed the foregoing
 instrument; that they know the seal of said Corporation; that the seal affixed to such
 instrument is the corporate seal of said Corporation; that it was affixed by order of the
 Board of Directors of said Corporation; that they executed said instrument on behalf of
 said Corporation; and that they were duly authorized to do so, **LANNETT COMPANY,**
INC., intending to be legally bound thereby and intending that said instrument be
 properly recorded.


 NOTARY PUBLIC

My Commission Expires:

Notarial Seal
 Linda Nixon, Notary Public
 Philadelphia, Philadelphia County
 My Commission Expires July 24, 2004
 Member, Pennsylvania Association of Notaries