

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. 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):

Warner-Lambert Company LLC
201 Tabor Road
Morris Plains, NJ 07950

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

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

3. Nature of conveyance:

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

Execution Date: March 26, 2003

2. Name and address of receiving party(ies)

Name: Galen (Chemicals) Limited
Internal
Address: _____

Street Address: Belgard Road, Tallaght

City: Dublin State: IRELAND Zip: 24

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Ireland
- 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 registration number(s):

A. Trademark Application No.(s)
76234766

B. Trademark Registration No.(s)
1431700
1156945
2081962

Additional number(s) attached Yes No

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

Name: Mary A. Donovan, Esq.

Internal Address: _____

Street Address: Donovan & Yee LLP

110 Greene Street - Suite 700

City: New York State: NY Zip: 10012

6. Total number of applications and registrations involved: _____

4

7. Total fee (37 CFR 3.41).....\$ 115.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500357

(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.

Mary A. Donovan

Name of Person Signing

[Signature]

Signature

5/23/03

Date

Total number of pages including cover sheet, attachments, and document: 7

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

EXECUTION COPY

TRADEMARK ASSIGNMENT (OCs)

THIS TRADEMARK ASSIGNMENT (this "**Trademark Assignment**"), effective as of March 27, 2003 (the "**Effective Date**"), is by and between Warner-Lambert Company LLC, a Delaware limited liability company ("**Assignor**"), and Galen (Chemicals) Limited, an Irish corporation ("**Assignee**").

A. WHEREAS, Pfizer Inc. ("**Pfizer**"), through certain of its Affiliates, has sold the Purchased Assets to the Assignee in accordance with a certain Purchase and Sale Agreement (OCs), dated as of March 5, 2003 ("**Purchase Agreement**") and entered into among Pfizer, Assignee and Galen Holdings plc, a public limited company, organized under the laws of Northern Ireland;

B. WHEREAS, Assignor presently owns or controls certain trademarks and trademark applications set forth in the attached Schedule A (the "**Properties**"); and

C. WHEREAS, in furtherance of the foregoing, Assignor desires to transfer, assign, convey deliver and vest all of its interests and rights in the Properties for all countries, jurisdictions and political entities of the world, to and in Assignee.

NOW, THEREFORE, in consideration of the promises and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the parties, intending to be legally bound, agree as follows:

Assignor, subject to Section 2.1 of, and otherwise in accordance with, the Purchase Agreement, does hereby assign, convey, transfer and deliver, and agrees to assign, convey, transfer and deliver to Assignee, its successors, legal representatives, assigns and nominees, Assignor's entire right, title and interest in, to and under the Properties, together with the goodwill associated therewith, for all countries, jurisdictions and political entities of the world, along with the right to sue for past, present and future infringements, in and to all the Properties.

AND ASSIGNOR HEREBY authorizes and requests the Commissioner of the United States Patent and Trademark Office, and any official of any country or countries foreign to the United States, whose duty is to issue trademarks or other evidence or forms of intellectual or industrial property protection on applications as aforesaid, to issue the same to the Assignee, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND ASSIGNOR HEREBY covenants and agrees that Assignor has full right to convey the entire interest herein assigned, and that the Assignor has not executed, and will not execute, any agreement in conflict herewith.

Capitalized terms used herein and not otherwise defined herein shall have the meanings set forth for such terms in the Purchase Agreement.

IN TESTIMONY WHEREOF, ASSIGNOR has caused this Trademark Assignment to be duly executed by its duly authorized representative on the date set forth below.

WARNER-LAMBERT COMPANY LLC

By: Margaret M. Foran

Its: PRESIDENT & SECRETARY

Date: MARCH 26, 2003

STATE OF NEW YORK)

)

ss:

COUNTY OF NEW YORK)

On this 26th day of March 2003, before me the undersigned, a Notary Public for the County of New York, personally appeared Margaret M. Foran, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Susan E. Grant
Signature of Notary

SUSAN E. GRANT
Notary Public, State of New York
No. 01GR6062309
Qualified In New York County
Commission Expires August 06, 2005

IN TESTIMONY WHEREOF, ASSIGNEE has caused this Trademark Assignment to be duly executed by its duly authorized officer on the date set forth below.

GALEN (CHEMICALS) LIMITED

By: *[Signature]*

Its: Director

Date: March 27, 2003

STATE OF NEW JERSEY)
)ss:
COUNTY OF Morris)

On this 27th day of March 2003, before me the undersigned, a Notary Public for the State of New Jersey, personally appeared Roger M. Boissonneault, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Cathleen A Hawryluk
Signature of Notary

CATHLEEN A. HAWRYLUK
NOTARY PUBLIC OF NEW JERSEY
WARREN COUNTY I.D. NO: 2190470
MY COMMISSION EXPIRES: JUNE 18, 2008

SCHEDULE APROPERTIES

Trademark Schedule									
Country	Trademark	Appln. No.	Appln. Dt.	Reg. No.	Reg. Dt.	Status	Owner		
United States	ESTROSTEP	73/611492	25JL1986	1431700	10MR1987	Granted Reg	WARNER-LAMBERT COMPANY		
Canada	ESTROSTEP	882327	23JE1998			Filed Appli	WARNER-LAMBERT COMPANY		
United States	LOESTRIN	234493	09OC1979	1156945	09JE1981	Granted Reg	WARNER-LAMBERT COMPANY		
Canada	LOESTRIN	356126	15AU1972	197317	08FE1974	Granted Reg	WARNER-LAMBERT COMPANY		
Puerto Rico	LOESTRIN	25772	06FE1984	25772	06SE1984	Granted Reg	WARNER-LAMBERT COMPANY		
United States	LOESTRIN DESIGN	74/620728	11JA1995	2081962	22JL1997	Granted Reg	WARNER-LAMBERT COMPANY		
Honduras	LOESTRIN	NONE	08JL1992	57143	05MR1993	Granted Reg	WARNER-LAMBERT COMPANY		
Canada	MINESTRIN	386595	09JE1975	213802	14MY1976	Granted Reg	WARNER-LAMBERT COMPANY		
United States	THE ONLY THING YOU HAVE TO GAIN IS PEACE OF MIND	76/234766	03AP2001			Filed Appli	WARNER-LAMBERT COMPANY		

NY2:11254983/02QW/CN02.LDOC:67610.0102

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

DESIGNATION OF DOMESTIC REPRESENTATIVE

Galen (Chemicals) Limited (an Irish corporation) hereby designates the law firm of Donovan & Yee, LLP having a place of business at The Soho Building, Suite 700, 110 Greene Street, New York, New York 10012 as its domestic representative upon whom all notices or process in proceedings affecting its applications/registrations may be served.

SUBSTITUTE POWER OF ATTORNEY

The undersigned hereby appoints Mary A. Donovan, Marya Lenn Yee, Francine Miller and Andrea L. Calvaruso, all members of the Bar of the State of New York, its attorneys to prosecute applications and registrations with full power of substitution and revocation, to transact all business in the Patent and Trademark Office in connection there with, and to receive the Certificates of Registration; correspondence address: DONOVAN & YEE LLP, 110 Greene Street, Suite 700, New York, New York 10012; telephone (212) 226-7700.

Dated: *May 23, 2003*

GALEN (CHEMICALS) LIMITED

By: *R Boissonneault*
Name: *Roger Boissonneault*
Title: *Director*