

FORM PTO-1594 (Modified)
(Rev. 6-93)
OMB No. 0651-0011 (exp. 4/94)
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TM05/REV03

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No.:

121025/

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To the Director of the United States Patent and Trademark Office: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Medtech Holdings, Inc.

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other _____

- Association
- Limited Partnership

Additional names(s) of conveying party(ies) Yes No

3. Nature of conveyance:

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

Execution Date: **March 28, 2003**

2. Name and address of receiving party(ies):

Name: **Contract Pharmacal Corporation**

Internal Address: **135 Adams Avenue**

Street Address: _____

City: **Hauppauge** State: **NY** ZIP: **11788**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other **New York**

If assignee is not domiciled in the United States, a domestic designation is Yes No
(Designations must be a separate document from Additional name(s) & address(es) Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,894,792 2,367,471
2,367,470 2,696,792

Additional numbers Yes No

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

Name: **Laura E. Goldbard**

Internal Address: **Stroock & Stroock & Lavan LLP**

Street Address: **180 Maiden Lane**

City: **New York** State: **NY** ZIP: **10038**

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:

19-4709

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.

Laura E. Goldbard

Name of Person Signing

Laura E. Goldbard

Signature

September 5, 2003

Date

Total number of pages including cover sheet, attachments, and

TRADEMARK

CH \$115.00 194709 1894792

Assignment of Trademarks

Whereas, Medtech Holdings, Inc., a Delaware corporation having its principal place of business at 90 North Broadway, Irvington, New York 10533 (hereinafter referred to as "Assignor") owns the trademarks ARTHX, ARTHXSS, ARTHXDS and PECOS PHARMACEUTICAL, all of which have been duly registered with the United States Patent and Trademark Office, as set forth on the attached Schedule A, as well as PECOS POLYSACCHARIDE IRON 150 (hereinafter the "Marks"), for use on dietary supplement products; and

Whereas, Contract Pharmacal Corporation, a New York corporation having its principal place of business at 135 Adams Avenue, Hauppauge, New York 10038 (hereinafter referred to as "Assignee") is desirous of acquiring the entire right, title and interest in and to the Marks;

Now, therefore, in consideration of the sum of One Dollar and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and convey unto Assignee the entire right, title and interest in and to the Marks, including the aforementioned registrations and any and all other registrations, applications or common law rights therefor, throughout the world, and the right to recover damages for past acts of infringement of said Marks, together with all of Assignor's goodwill of the business symbolized by the Marks Assignor consents to and requests recordation of this transfer and further authorizes and requests that all official documents and communications relating to said Marks or the registration issue and be delivered to Assignee, its attorneys, agents, successors or assigns.

In Witness Whereof, Assignor has caused this document to be duly and legally executed this 28 day of March, 2003.

Medtech Holdings, Inc.

By: Peter C. Mann
Peter C. Mann
Chief Executive Officer

State of New York
County of Westchester

Before me, Margaret T. SILVESTRO, a Notary Public in and for the State and County aforesaid, personally appeared Peter C. Mann, whose identity was proven to me on the basis of satisfactory evidence, and who upon oath, acknowledged himself to be the Chief Executive Officer of Medtech Holdings, Inc. (the Assignor) the within-named bargainer, a corporation, and that he as such Chief Executive Officer, being duly authorized to do so, executed the foregoing Assignment of Trademark

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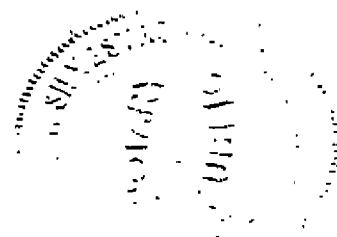
for the purposes therein contained, by signing in behalf of the corporation by himself as Chief Executive Officer of such corporation.

WITNESS my hand and seal at office, on this the 28th day of March, 2003.

My Commission expires: 11-25-06

Margaret T. Silvestro
Notary Public

MARGARET T. SILVESTRO
Notary Public, State of New York
No. 01515069522
Qualified in Westchester County
Commission Expires November 25, 2006



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SSL-DOCS2.70106402v1

Schedule A

<u>Trademark</u>	<u>Registration Number</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>
PECOS PHARMACEUTICAL and design	1,894,792	United States	May 23, 1995
ARTHXDS and Design	2,367,470	United States	July 18, 2000
ARTHXSS and Design	2,367,471	United States	July 18, 2000
ARTHX	2,696,792	United States	March 11, 2003

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