

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
aaiPharma Inc.		03/28/2002	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	101 North Tryon Street
Internal Address:	15th Floor
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 34

Property Type	Number	Word Mark
Registration Number:	2759076	WITHIN THE SCIENCE LIES THE MEDICINE THAT WILL CHANGE A LIFE
Registration Number:	2784296	
Registration Number:	2672325	PROMELT
Registration Number:	2672324	PROSPHER
Registration Number:	2723850	AAIPHARMA
Registration Number:	2715555	DEVELOPING CHEMISTRY INTO MEDICINE
Registration Number:	2686302	ROXICODONE
Registration Number:	1861343	ORAMORPH
Registration Number:	1600106	PCL
Serial Number:	78267795	DARVOCET A500
Serial Number:	78246168	AAIPHARMA ASSISTS
Serial Number:	78245491	PROLONIC
Serial Number:	78233839	AQUAJECT D
Serial Number:	78233837	AQUAJEX D

TRADEMARK

900004849

REEL: 002786 FRAME: 0827

OP \$865.00 2759076

Serial Number:	78196104	LEVIX
Serial Number:	78196070	ZENIX
Serial Number:	78165700	NEOSAN
Serial Number:	78115082	PROSLO
Serial Number:	78290216	CONCURA
Serial Number:	78278834	PROZOR
Serial Number:	78262905	PANDAJEX
Serial Number:	78262903	PANDA-J
Serial Number:	78249649	AAI DEVELOPMENT SERVICES
Serial Number:	78249415	GET IT RIGHT. ON TIME.
Serial Number:	78236094	SOFENAX
Serial Number:	78233325	
Serial Number:	78230629	BETWEEN NSAIDS AND CIII NARCOTICS
Serial Number:	78230625	THE NEXT STEP DOESN'T HAVE TO BE BIG
Serial Number:	78216417	DOLOJEX
Serial Number:	78216414	TAMADONE
Serial Number:	78211699	METHAJEX
Serial Number:	78203477	PANDALOR
Serial Number:	78133903	PROSORB-D
Serial Number:	76404992	ROXICODONE

CORRESPONDENCE DATA

Fax Number: (919)286-8199

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 919 286-8122

Email: PTO_TMconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 2200 West Main Street

Address Line 2: Suite 800

Address Line 4: Durham, NORTH CAROLINA 27705

ATTORNEY DOCKET NUMBER:	017625-2542
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NAME OF SUBMITTER:	Steven D. Thomas
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Total Attachments: 4

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 28, 2002, as amended (the "Security Agreement"), by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Exhibit A attached hereto and made a part hereof.

Trademark Applications

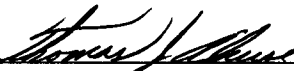
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied For</u>	<u>Date of Trademark Applications</u>
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See Exhibit A attached hereto and made a part hereof.

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

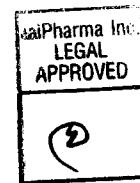
aaiPharma Inc., a Delaware corporation

By: 
Name: Thomas J. Alwise
Title: Treasurer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____



The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

aaiPharma Inc., a Delaware corporation

By: _____

Name: _____

Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____

Name: CRAIG MURLLESS

Title: VICE PRESIDENT

Exhibit A

aaiPharma, Inc.
(Delaware Corporation)

U.S. Trademarks

Registered Marks

Mark	Registration Number	Registration Date
WITHIN THE SCIENCE LIES THE MEDICINE THAT WILL CHANGE A LIFE	2759076	9/2/03
Miscellaneous Design	2784296	11/18/03
PROMELT (Stylized)	2672325	1/7/03
PROSPHER (Stylized)	2672324	1/7/03
AAIPHARMA	2723850	6/10/03
DEVELOPING CHEMISTRY INTO MEDICINE	2715555	5/13/03
ROXICODONE	2686302	2/11/03
ORAMORPH	1861343	11/1/94
PCL	1600106	6/5/90

Pending Applications

Mark	Application Number	Application Date
DARVOCET A500	78267795	6/27/03
AAIPHARMA ASSISTS and Design	78246168	5/6/03
PROLONIC	78245491	5/5/03
AQUAJECT D	78233839	4/4/03
AQUAJEX D	78233837	4/4/03
LEVIX	78196104	12/19/02
ZENIX	78196070	12/19/02
NEOSAN	78165700	9/19/02
PROSLO	78115082	3/15/02
CONCURA	78290216	8/21/03
PROZOR	78278834	7/25/03
PANDAJEX	78262905	6/16/03
PANDA-J	78262903	6/16/03
AAI DEVELOPMENT SERVICES and Design	78249649	5/14/03
GET IT RIGHT. ON TIME	78249415	5/14/03
SOFENAX	78236094	4/10/03
Miscellaneous Design	78233325	4/3/03
BETWEEN NSAIDS AND CIII NARCOTICS	78230629	3/27/03
THE NEXT STEP DOESN'T HAVE TO BE BIG	78230625	3/27/03
DOLOJEX	78216417	2/19/03
TAMADONE	78216414	2/19/03
METHAJEX	78211699	2/6/03
PANDALOR	78203477	1/15/03
PROSORB-D	78133903	6/7/02
ROXICODONE	76404992	5/8/02