

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
UCB PHIP, Inc.		04/23/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Victory Pharma, Inc.
Street Address:	12707 High Bluff Drive
Internal Address:	Suite 200
City:	San Diego
State/Country:	CALIFORNIA
Postal Code:	92130
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 2		
Property Type	Number	Word Mark
Registration Number:	1906272	DURATUSS
Registration Number:	2177347	DURATUSS G

CORRESPONDENCE DATA	
Fax Number:	(858)509-4010
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	(858) 509-4006
Email:	sdipdocket@pillsburywinthrop.com
Correspondent Name:	Pillsbury Winthrop LLP
Address Line 1:	11682 El Camino Real
Address Line 2:	Suite 200
Address Line 4:	San Diego, CALIFORNIA 92130

ATTORNEY DOCKET NUMBER:	80723.PENDING
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NAME OF SUBMITTER:	Gabrielle A. Holley
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Total Attachments: 3  
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**NUNC PRO TUNC TRADEMARK ASSIGNMENT**

WHEREAS, UCB PHIP, Inc., a Delaware corporation with a business address at 913 North Market Street, 417, Wilmington, Delaware 19801, ("Assignor") owned the following trademark registrations (the "Registrations") in the U.S. Patent and Trademark Office and the Canadian Trade Marks Office, and the goodwill associated therewith (the "Marks"):

<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>COUNTRY</u>
DURATUSS	1,906,272	July 18, 1995	U.S.
DURATUSS G	2,177,347	July 28, 1998	U.S.
DURATUSS	TMA500030	September 3, 1998	Canada

WHEREAS, Assignor, UCB Pharma, Inc. (prior owner of Registrations) and Victory Pharma, Inc., a California corporation, with a business address at 12707 High Bluff Drive, Suite 200, San Diego, California 92130 ("Assignee") entered into an Acquisition Agreement, entitled "VICTORY PHARMA, INC. ACQUISITION OF DURATUSS® FROM UCB PHIP, Inc. and UCB Pharma, Inc." regarding the Registrations and the Marks, dated January 23, 2004.

WHEREAS, pursuant to and as set forth in the aforementioned Acquisition Agreement between Assignor, UCB Pharma, Inc. (prior owner of Registrations) and Assignee dated January 23, 2004, Assignor assigned the Registrations and the Marks to Assignee.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Assignor hereby assigned unto Assignee, effective nunc pro tunc as of January 23, 2004, all right, title and interest in and to the Registrations and the Marks, together with any common law rights and the goodwill of the business symbolized therewith, as well as the right (but not the obligation) to assert the Registrations and the Marks and to collect for all past, present and future infringements, and claims for damages and the proceeds thereof, including, without limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have occurred or may occur.

2. This document may be executed in two counterparts, each of which shall be deemed to be an original and all such counterparts shall constitute but one and the same instrument.

Dated: 4/22/2004

UCB PHIP, Inc.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Victory Pharma, Inc.

By: Matthew T. Heck

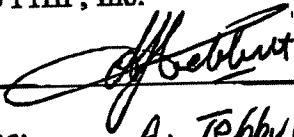
Name: MATTHEW T. HECK

Title: PRESIDENT

2. This document may be executed in two counterparts, each of which shall be deemed to be an original and all such counterparts shall constitute but one and the same instrument.

Dated: 4/23/2004

UCB PHIP, Inc.

By:   
Name: A. Tebbutt  
Title: President

Victory Pharma, Inc.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_