

10-17-2003

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies): BIOGLAN PHARMACEUTICALS COMPANY, INC. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: Citicorp North America, Internal Address: as Collateral Agent Street Address: 390 Greenwich Street City: New York State: NY Zip: 10013 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State New York Banking Corporation [] 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 [x] No

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] Other Trademark Security Agreement Execution Date: 09/25/2003

4. Application number(s) or registration number(s): A. Trademark Application No.(s) SEE SCHEDULE A B. Trademark Registration No.(s) SEE SCHEDULE A Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Tonya Chapple Internal Address: c/o CSC Street Address: 80 State St. City: ALBANY State: NY Zip: 12207

6. Total number of applications and registrations involved: 24 7. Total fee (37 CFR 3.41) \$ 615 [] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: []

10/16/2003 BYRNE 00000147 2725652

01 FC:052 02 FC:0522

9. Signature. 40.00 OP 575.00 OP James P. Murphy Name of Person Signing

Signature James P. Murphy

Date September 29, 2003

Total number of pages including cover sheet, attachments, and document: 9

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

TRADEMARK RECEIVED 2003 OCT - 3 P 3:38 US PATENT & TRADEMARK OFFICE

Schedule A

BIOGLAN PHARMACEUTICALS COMPANY

UNITED STATES TRADEMARK APPLICATIONS AND REGISTRATIONS

REGISTRATIONS:

<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>EXP DATE</u>	<u>DESCRIPTION</u>
Bioglan Pharmaceuticals Company	2,725,852	6/10/03	6/10/13	ADOXA
Bioglan Pharmaceuticals Company	2,399,228	10/31/00	10/31/10	A-FIL
Bioglan Pharmaceuticals Company	2,239,725	4/13/99	4/13/09	DELIVERING SERIOUS MEDICINE FOR DERMATOLOGY
Bioglan Pharmaceuticals Company	2,293,247	11/16/99	11/16/09	BIOGLAN PHARMA and Design
Bioglan Pharmaceuticals Company	2,137,236	2/17/98	2/17/08	BETA-LIFTX
Bioglan Pharmaceuticals Company	2,442,940	4/10/01	4/10/11	TXSYSTEMS
Bioglan Pharmaceuticals Company	2,197,069	10/20/98	10/20/08	AFIRM
Bioglan Pharmaceuticals Company	1,831,026	4/19/94	4/19/04	Design Only
Bioglan Pharmaceuticals Company	2,194,468	10/13/98	10/13/08	BIOGLAN
Bioglan Pharmaceuticals Company	2,196,817	10/20/98	10/20/08	BIOGLAN BG and Design
Bioglan Pharmaceuticals Company	2,129,191	1/13/98	1/13/08	THERAMYCIN Z
Bioglan Pharmaceuticals Company	1,612,636	9/11/90	9/11/10	BENZASHAVE
Bioglan Pharmaceuticals Company	2,183,172	8/25/98	8/25/08	BIOGLAN
Bioglan Pharmaceuticals Company	1,391,339	4/29/86	4/29/06	PRAMEGEL

OWNER	REGISTRATION NUMBER	REGISTRATION DATE	EXP DATE	DESCRIPTION
Bioglan Pharmaceuticals Company	1,436,153	4/14/87	4/14/07	BM BIOGLAN MICELLIZED and Design
Bioglan Pharmaceuticals Company	407,047	5/16/44	5/16/04	PACKER'S TAR SOAP and Design

APPLICATIONS:

OWNER	APPLICATION NUMBER	FILING DATE	EXPIRATION DATE	DESCRIPTION
Bioglan Pharmaceuticals Company	78-245,245	5/2/03	N/A	SMALL. EASY TO SWALLOW
Bioglan Pharmaceuticals Company	78-235,318	4/8/03	N/A	DERMATOLOGY INNOVATION
Bioglan Pharmaceuticals Company	78-136,606	6/18/02	N/A	BIOGLAN PHARMACEUTICALS and Design
Bioglan Pharmaceuticals Company	78-076,391	4/6/94	N/A	ZONALON
Bioglan Pharmaceuticals Company	76-287,473	7/18/01	N/A	BIOGLAN PHARMA
Bioglan Pharmaceuticals Company	76-222,512	3/9/01	N/A	BIOGLAN BETASTICK
Bioglan Pharmaceuticals Company	76-122,015	9/5/00	N/A	SOLARAZE
Bioglan Pharmaceuticals Company	76-099,139	7/28/00	N/A	BIOGLAN BIOGLAN PHARMA, INC. and Design

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT, dated as of September 25, 2003, by and between BIOGLAN PHARMACEUTICALS COMPANY, a North Carolina corporation, (the "Grantor"), and CITICORP NORTH AMERICA, INC., in its capacity as collateral agent pursuant to the Credit Agreement (as defined in the Security Agreement, defined below), as pledgee, assignee and secured party (in such capacities and together with any successors in such capacities, the "Collateral Agent"). Capitalized terms used but not defined herein shall have the meanings assigned to such terms in the Security Agreement.

WHEREAS, the Grantor has, pursuant to that certain security agreement dated as of September 25, 2003 (the "Security Agreement"), granted to the Collateral Agent for the benefit of the Secured Parties a security interest in and to all of the right, title and interest of Grantor, in, to and under the Collateral, including with respect thereto, the Trademarks, as collateral security for the payment and performance in full when due of the Obligations; and

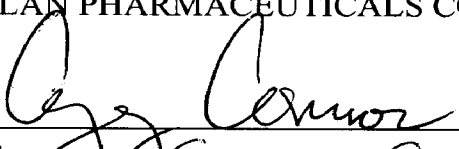
WHEREAS, the Grantor and the Collateral Agent wish to further memorialize the security interest described above as it relates to the registered and pending U.S. federal Trademarks identified in Schedule A, attached hereto, and incorporated herein by this reference.

NOW THEREFORE, for good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Grantor hereby grants unto the Collateral Agent a security interest in and lien on in all of its right, title and interest in the Trademarks identified in Schedule A attached hereto, as collateral security for the payment and performance in full when due of the Obligations. The Grantor and the Collateral Agent hereby acknowledge and agree that the security interest in the Trademarks identified in the attached Schedule A is not to be construed as an assignment of any such Trademark.

(Signature page follows)

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security Agreement as an instrument as of the date first written above.

BIOGLAN PHARMACEUTICALS COMPANY

By: 
Name: Gregory Connors
Title: Vice President + Secretary

Acknowledged and Agreed:

CITICORP NORTH AMERICA, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Grantor has executed this Trademark Security

Agreement as an instrument as of the date first written above.

BIOGLAN PHARMACEUTICALS COMPANY

By: _____

Name:

Title:

Acknowledged and Agreed:

CITICORP NORTH AMERICA, INC.

By:  _____

Name: Andrew Robinson

Title: vice president

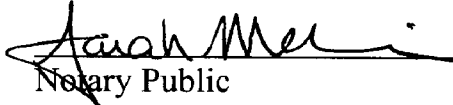
ACKNOWLEDGMENT OF GRANTOR

STATE OF NY)

COUNTY OF NY)

ss.

On this 24th day of September, 2003 before me personally appeared Gregory Connors, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of BIOGLAN PHARMACEUTICALS COMPANY, who being by me duly sworn did depose and say that he is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that he acknowledged said instrument to be the free act and deed of said corporation.


Notary Public

{seal}

SARAH MCCONVILLE
NOTARY PUBLIC, State of New York
No. 01MC6093076
Commission Expires 05/27/2007

Schedule A

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