



RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Carolina Pharmaceuticals, Inc

9-28-04

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

Citizenship (see guidelines) Delaware

Execution Date(s) July 1, 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Cornerstone Pharmaceuticals, Ltd

Internal Address: Suite 430

Street Address: 8000 Regency Parkway

City: Cary

State: NC

Country: USA Zip: 27511

- Association Citizenship
- General Partnership Citizenship
- Limited Partnership Citizenship
- Corporation Citizenship Anguilla
- Other Citizenship

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark...

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1361351, 1361350

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Philip Pesin

Internal Address: Suite 113

Street Address: 27368 Via Industria

City: Temecula

State: CA Zip: 92590

Phone Number: (951) 719-1104

Fax Number: (951) 719-1139

Email Address: phil@pesinlaw.com

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: _____

Signature

Date

9/22/04

Philip Pesin

Total number of pages including cover sheet, attachments, and document: 4

ASSIGNMENT OF TRADEMARKS AND TRADEMARK APPLICATIONS

WHEREAS, Carolina Pharmaceuticals, Inc., a Delaware corporation ("**Carolina**") or its Affiliates (as defined herein), is the owner of all right, title and interest in the United States and Puerto Rico (the "**Territory**") in the trademarks used by Carolina or any of its Affiliates set forth on Schedule A attached hereto, and is the owner of the Registrations of, or the Applications to register, such trademarks in the Territory (including registrations and applications in any state or at the United States Patent and Trademark Office) identified on such Schedule A; and

WHEREAS, Cornerstone Pharmaceuticals, Ltd. ("**Cornerstone**"), is desirous of acquiring the "Trademarks, Registrations and Applications" (as defined in Schedule A below); and

WHEREAS, Carolina and Cornerstone have entered into an Asset Purchase Agreement dated as of the date hereof, pursuant to which Carolina has agreed to sell, assign and transfer the Trademarks, Registrations and Applications pursuant to the terms thereof and hereof.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Carolina does hereby assign, sell and transfer unto Cornerstone all right, title and interest in and to the trademarks, registered or unregistered, or service marks used by Carolina or any of its Affiliates in the Territory and any Registrations (including renewals or extensions) or Applications to register such trademarks or service marks in the Territory including without limitation those set forth on Schedule A hereto (collectively the "**Trademarks, Registrations and Applications**"), together with all common law and statutory right, title and interest in and to the Trademarks, Registrations and Applications, all goodwill relating thereto in the Territory, and all rights of registration, maintenance, renewal and protection of the Trademarks, Registrations and Applications, including without limitation all rights of recovery and of legal action for past infringements and of opposition and/or cancellation proceedings for protection of the Trademarks, Registrations and Applications.

This Assignment shall be governed by, and construed in accordance with, the laws of the State of North Carolina (regardless of that jurisdiction's or of any other jurisdiction's choice of law principles that would lead to a contrary result). The parties unconditionally and irrevocably consent to the exclusive jurisdiction of the courts located in Cary, North Carolina and waive any objection with respect thereto, for the purpose of any action, suit or proceeding arising out of or relating to this Assignment or the transactions contemplated hereby.

As used in this Assignment the term "**Affiliate**" means any entity controlling, controlled by or under common control with Carolina, where "control" shall mean (a) the ownership of at least fifty percent (50%) of the equity or beneficial interest of such entity, or the right to elect or appoint a majority of the board of directors or other governing body of such

entity, or (b) the power to directly or indirectly direct or cause the direction of the management and policies of such entity by any means whatsoever.

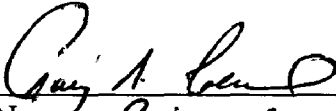
IN WITNESS WHEREOF, Carolina, by its duly authorized officer, has executed this Assignment of Trademarks and Trademark Applications, as an instrument under seal, on this 17th day of July, 2004.

CAROLINA PHARMACEUTICALS, INC.

By: Craig A. Collier
Name: Craig A. Collier
Title: President

The foregoing assignment of the Trademarks, Registrations and Applications by Carolina to Cornerstone is hereby accepted as of the 7th day of July, 2004.

**CORNERSTONE
PHARMACEUTICALS, LTD.**

By: 
Name: Craig A. Bellard
Title: President & CEO

Schedule A

Trademarks, Registrations Applications

<u>Title</u>	<u>Serial / Registration No.</u>	<u>Application / Issue Date</u>
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Trademark Registrations
("Registrations")

<u>Humibid</u>	73496470 / 1,361,351	8-27-1984 / 9-24-1985
Deconsal	73496469 / 1,361,350	7-16-1985 / 9-24-1985

Trademark Applications
("Applications")

None