

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Alpha USA Inc.		10/26/2005	CORPORATION: MARYLAND

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A., as Agent
Street Address:	300 Galleria Parkway, Suite 800
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	National Banking Association:

**PROPERTY NUMBERS Total: 10**

Property Type	Number	Word Mark
Registration Number:	1542215	ACETASOL
Registration Number:	2023181	BARRE
Registration Number:	1540065	BROMANATE
Registration Number:	1542216	CARDEC
Registration Number:	1540062	CODAMINE
Registration Number:	1540063	DIHISTINE
Registration Number:	1642430	FEVERALL
Registration Number:	1544152	HYDRAMINE
Registration Number:	1542217	SULFATRIM
Registration Number:	2250880	XACT DOSE

**CORRESPONDENCE DATA**

Fax Number: (404)522-8409  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: (404) 420-5527

CH \$265.00 1542215

Email: rbirdwell@phrd.com  
Correspondent Name: Rhonda J. Birdwell, Paralegal  
Address Line 1: 285 Peachtree Center Avenue  
Address Line 2: 1500 Marquis Two Tower  
Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	1809-41 ALPHARMA
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NAME OF SUBMITTER:	Bobbi Acord
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Signature:	/ba/
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Date:	11/10/2005
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**Total Attachments: 9**

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**NOTICE OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS  
("NOTICE")**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Loan and Security Agreement dated October 26, 2005 (as amended and supplemented from time to time, the "Loan Agreement") by and among Alharma Inc., a Delaware corporation, Alharma Operating Corporation, a Delaware corporation, Alharma USPD Inc., a Maryland corporation ("USPD"), Alharma U.S. Inc., a Delaware corporation, G.F. Reilly Company, a Delaware corporation, Parmed Pharmaceuticals, Inc., a Delaware corporation, Alharma Euro Holdings Inc., a Delaware corporation, Alharma (Bermuda) Inc., a Delaware corporation, Alharma USHP Inc., a Delaware corporation, Alharma Animal Health Company, a Texas corporation, Mikjan Corporation, an Arkansas corporation, Alharma Holdings Inc., a Delaware corporation, Alharma Pharmaceuticals Inc., a Delaware corporation, Purepac Pharmaceutical Holdings, Inc., a Delaware corporation, Alharma Branded Products Division Inc., a Delaware corporation, Purepac Pharmaceutical Co., a Delaware corporation, and Alharma Investment Inc., a Delaware corporation, the various financial institutions party thereto from time to time (collectively, "Lenders"), and Bank of America, N.A., a national banking association, as collateral and administrative agent for Lenders (together with its successors in such capacity, "Agent"), and that certain Trademark Security Agreement dated October 26, 2005 (as amended and supplemented from time to time, the "Trademark Security Agreement") by and between USPD and Agent, USPD has granted to Agent, for the benefit of itself and Lenders, a continuing security interest in, and continuing lien upon, the trademark and service mark registrations and applications listed on Exhibit A attached hereto together with the goodwill of the business connected therewith and symbolized thereby and all proceeds thereof (the "Trademark Collateral").

USPD and Agent hereby acknowledge and agree that the security interest in and lien upon the Trademark Collateral may only be terminated in accordance with the terms of the Loan Agreement and the Trademark Security Agreement (the "Financing Agreements").

Notwithstanding anything contained in this Notice, in the event that any provisions of this Notice are deemed to conflict or be inconsistent with the Financing Agreements, the provisions of the Financing Agreements shall govern.

[Signatures on following page]

Very truly yours,

**ALPHARMA USPD INC.**

By: 

Name: Frederick J. Lynch

Title: President & Chief Executive Officer

Acknowledged and Accepted:

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

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

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

Title \_\_\_\_\_

Very truly yours,

**ALPHARMA USPD INC.**

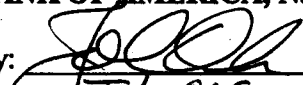
By: \_\_\_\_\_

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

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

Acknowledged and Accepted:

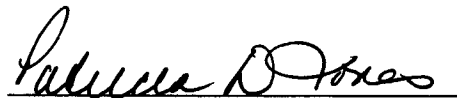
**BANK OF AMERICA, N.A., as Agent**

By:   
Name: John Olson  
Title: Vice President

STATE OF NEW JERSEY       §  
  §  
COUNTY OF BERGEN       §

BEFORE ME, the undersigned authority, on this day personally appeared Frederick J. Lynch, President & Chief Executive Officer of Alpharma USPD Inc., to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 26<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires: May 19, 2007

PATRICIA D. JONES  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires May 19, 2007

\_\_\_\_\_  
[NOTARIAL SEAL]

STATE OF Georgia  
COUNTY OF Cobb

§  
§  
§

BEFORE ME, the undersigned authority, on this day personally appeared John M. Olsen, Vice President of Bank of America, N.A., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 14<sup>th</sup> day of October, 2005.

Angela M. Threlkeld  
Notary Public Notary Public, Paulding County, Georgia  
My Commission Expires: My Commission Expires June 6, 2009

\_\_\_\_\_  
[NOTARIAL SEAL]

**EXHIBIT A**



Goods	All goods in class.				
Alpha Pharma USPDI Inc.	<b>ACETASOL</b> USPD USA TA 966, 195	United States of America 6 Jun 2009	29 Sep 1988 6 Jun 1989	754819 1542215	Registered Fran Policastro
Class Goods	5 Goods: otic solution for use in the treatment of infection of the auditory canal in. Cl. 5				
Alpha Pharma USPDI Inc.	<b>BARRE</b> USPD USA TR 0200435	United States of America 17 Dec 2006	21 Jun 1995 17 Dec 1996	747691634 2023181	Registered Fran Policastro
Class Goods	5 Goods: Pharmaceuticals, namely, vitamins, antihistamines, decongestants, pain relievers, thioridazine hydrochloride, internal and external analgesics, bronchodilators, cough and preparations, expectorants, tranquilizers, topical skin preparations, optic solutions, douches, antibiotics, antacids, nasal sprays, narcotic analgesics and elixirs.				
Alpha Pharma USPDI Inc.	<b>BROMANATE</b> USPD USA TA 966, 190	United States of America 23 May 2009	29 Sep 1988 23 May 1989	73754845 1540065	Registered Fran Policastro
Class Goods	5 Goods: Nasal decongestant and antihistamines, namely, a mixture of brompheniramine maleate, phenylpropanolamine hcl and alcohol.				
Alpha Pharma USPDI Inc.	<b>CARDEC</b> USPD USA TA 966, 192	United States of America 6 Jun 2009	29 Sep 1988 6 Jun 1989	73754843 1542216	Registered Fran Policastro
Class Goods	5 Goods: cough syrups in. Cl. 5				
Alpha Pharma USPDI Inc.	<b>CODAMINE</b> USPD USA TT9900233	United States of America 23 May 2009	29 Sep 1988 23 May 1989	754820 1540062	Registered Fran Policastro
Class Goods	5 Goods: cough syrup, namely, a mixture of hydrocodone bitartrate and phenylpropanolamine hcl in. Cl. 5				
Alpha Pharma USPDI Inc.	<b>DIHISTINE</b> USPD USA TT 9900233	United States of America 23 May 2009	29 Sep 1988 23 May 1989	754821 1540063	Registered Fran Policastro
Class Goods	5 Goods: nasal decongestant, namely, a mixture of phenylephrine hcl, chlorpheniramine maleate and alcohol in. Cl. 5				

Alpha USA Inc. **FEVERALL** United States of America 11 Dec 1989 74009487 Registered  
 USPDA USA TT 23 Apr 2011 23 Apr 1991 1642430 renewed Fran Policastro  
 0100005

Class 5  
 Goods Acetaminophen suppositories

Alpha USA Inc. **HYDRAMINE** United States of America 29 Sep 1988 754772 Registered  
 USPDA USA TA 20 Jun 2009 20 Jun 1989 1544152 Fran Policastro  
 966,197

Class 5  
 Goods antihistaminic elixir, namely, a mixture of diphenhydramine hcl and alcohol in. Cl. 5

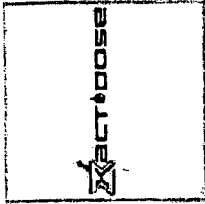
Alpha USA Inc. **SULFATRIM** United States of America 29 Sep 1988 754860 Registered  
 USPDA USA TA 6 Jun 2009 6 Jun 1989 1542217 Fran Policastro  
 966,199

Class 5  
 Goods oral antibacterial preparation in. Cl. 5

Alpha USA Inc. **XACTDOSE and Design** United States of America 24 Jul 1997 75330104 Registered  
 USPDA USA TM 8 Jun 2009 8 Jun 1999 2250880 Affidavit of Use Filed  
 2005/USPDT-0000002 Fran Policastro



Class 5  
 Goods Pre-measured medication packages sold pre-filled with unit doses of liquid and solid pharmaceuticals for oral ingestion, namely, anti-infectives, iron supplements, pain killers, psycho-therapeutics, respiratory aids, stomach aids and intestinal aids



Alphaarma USPD Inc.      XACTDOSE and Design      Illinois      Registered  
 Alphaarma USPD Inc.      USPD USA TA 973,148      1 Jul 2006      1 Jul 1981      50029      renewed      Fran PolICASTRO

Class 5  
 Goods medication packaged in containers containing pre-measured doses