

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Second Lien Grant of Security Interest in United States Patents and Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Graceway Pharmaceuticals, LLC		05/03/2007	LIMITED LIABILITY COMPANY:
Chester Valley Pharmaceuticals, LLC		05/03/2007	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Deutsche Bank Trust Company Americas, as Second Lien Collateral Agent
<b>Street Address:</b>	60 Wall Street
<b>City:</b>	New York
<b>State/Country:</b>	NEW YORK
<b>Postal Code:</b>	10005
<b>Entity Type:</b>	Bank:

**PROPERTY NUMBERS Total: 15**

Property Type	Number	Word Mark
Registration Number:	2053136	ALDARA
Registration Number:	0962509	ALU-CAP
Registration Number:	2181399	
Registration Number:	1523151	MAXAIR
Registration Number:	3208459	MAXAIR
Registration Number:	1540056	MINITRAN
Registration Number:	0697028	NORFLEX
Registration Number:	0771046	NORGESIC
Registration Number:	1202505	TAMBOCOR
Serial Number:	78893274	CVP
Serial Number:	78930572	GRACEWAY
Serial Number:	77116783	G GRACEWAY PHARMACEUTICALS, LLC

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Serial Number:	77116781	G GRACEWAY PHARMACEUTICALS
Serial Number:	77116780	G GRACEWAY PHARMACEUTICALS, LLC
Serial Number:	77116778	G GRACEWAY PHARMACEUTICALS

**CORRESPONDENCE DATA**

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*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 8002210770  
Email: matthew.mayer@thomson.com  
Correspondent Name: Corporation Service Company  
Address Line 1: 1133 Avenue of the Americas  
Address Line 2: Suite 3100  
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	CSC
NAME OF SUBMITTER:	Matthew Mayer
Signature:	/Matthew Mayer/
Date:	05/11/2007

**Total Attachments: 14**  
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**Second Lien Grant of Security Interest  
in United States Patents and Trademarks**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, GRACEWAY PHARMACEUTICALS, LLC, a Delaware limited liability company, having its chief executive office at 340 Edgemont Avenue, Suite 500, Bristol, TN 37620 and CHESTER VALLEY PHARMACEUTICALS, LLC, a Delaware limited liability company having its chief executive office at 2 West Liberty Boulevard, Suite 203, Malvern, PA 19355 (each individually a "Grantor" and together, the "Grantors"), hereby grant to Deutsche Bank Trust Company Americas, as Second Lien Collateral Agent (the "Grantee"), with offices at 60 Wall Street, New York, New York 10005, a security interest in all of the Grantors' right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired which, includes the Grantors' rights to:

- (i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;
- (ii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto; and
- (iii) all products and proceeds of the foregoing, including any claim by the Grantors against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark or Trademark Registration.

THIS GRANT is granted in conjunction with the security interests granted to the Grantee pursuant to the Second Lien Security Agreement among the Grantors, the Grantee and certain other parties dated as of May 3, 2007, as amended, modified or supplemented from time to time (the "Security Agreement"). The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

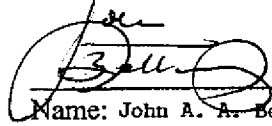
This Patent and Trademark Security Agreement may be authenticated by the parties hereto in any number of counterparts, each of which shall collectively and separately constitute one agreement.

THE GRANTORS authorize and request that the Commissioner of Patents and Trademarks and any other applicable government officer record this Patent and Trademark Security Agreement.

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

GRACEWAY PHARMACEUTICALS, LLC

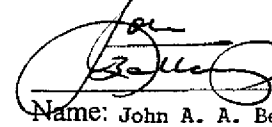
by:

  
Name: John A. A. Bellamy

Title: Executive Vice President

CHESTER VALLEY PHARMACEUTICALS, LLC

by:

  
Name: John A. A. Bellamy

Title: Executive Vice President

[Second Lien Patent and Trademark Security Agreement]

TRADEMARK  
REEL: 003540 FRAME: 0647

Agreed and Accepted:

DEUTSCHE BANK TRUST COMPANY AMERICAS,  
as Second Lien Collateral Agent,  
as Grantee

By: *Carin Keegan*  
Name: Carin Keegan  
Title: Vice President

By: *Susan LeFevre*  
Name:  
Title: **Susan LeFevre**  
**Director**

(Second Lien Patent and Trademark Security Agreement)

**TRADEMARK**  
**REEL: 003540 FRAME: 0648**

Schedule A to Patent and Trademark Agreement

**PATENTS**

Patent No.	Date	Title as Filed	Country	Patent Holder
4689338	25-Aug-1987	1H-Imidazole[4,5-c]quinolin-4-amines and antiviral use	United States	Graceway Pharmaceuticals, LLC
4988815	29-Jan-1991	3-Amino or 3-nitro quinoline compounds which are intermediates in preparing 1H-imidazo[4,5-c]quinolines	United States	Graceway Pharmaceuticals, LLC
5578727	26-Nov-1996	Process for 1H-imidazo[4,5-c]quinolines	United States	Graceway Pharmaceuticals, LLC
5602256	11-Feb-1997	Process for 1H-imidazo[4,5-c]quinolines	United States	Graceway Pharmaceuticals, LLC
5367076	22-Nov-1994	Process for imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
5175296	29-Dec-1992	Imidazo[4,5-c]quinolin-4-amines and processes for their preparation	United States	Graceway Pharmaceuticals, LLC
5395937	07-Mar-1995	Process for preparing quinoline amines	United States	Graceway Pharmaceuticals, LLC
5741908	21-Apr-1998	Process for reparing [sic] imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
5998619	07-Dec-1999	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6150523	21-Nov-2000	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6437131	20-Aug-2002	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6534654	18-Mar-2003	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6613902	02-Sep-2003	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6624305	23-Sep-2003	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
6897314	24-May-2005	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC

Patent No.	Date	Title as Filed	Country	Patent Holder
7026482	11-Apr-2006	Process for preparing imidazoquinolinamines	United States	Graceway Pharmaceuticals, LLC
5736553	07-Apr-1998	Topical formulations and transdermal delivery systems containing 1-isobutyl-1H-imidazo[4,5-c]quinolin-4-amine	United States	Graceway Pharmaceuticals, LLC
5238944	24-Aug-1993	Topical formulations and transdermal delivery systems containing 1-isobutyl-1H-imidzo[4,5-c]quinolin-4-amine	United States	Graceway Pharmaceuticals, LLC
5840744	24-Nov-1998	Intravaginal treatment of vaginal infections with buffered metronidazole compositions	United States	Graceway Pharmaceuticals, LLC
5536743	16-Jul-1996	Intravaginal treatment of vaginal infections with buffered metronidazole compositions	United States	Graceway Pharmaceuticals, LLC
4938966	03-Jul-1990	Controlled release flicainide acetate formulation	United States	Graceway Pharmaceuticals, LLC
5741909	21-Apr-1998	1-Substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
5977366	02-Nov-1999	1-Substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
5389640	14-Feb-1995	1-Substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
5605899	25-Feb-1997	1-Substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
6348462	19-Feb-2002	1-Substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC

<u>Patent No.</u>	<u>Date</u>	<u>Title as Filed</u>	<u>Country</u>	<u>Patent Holder</u>
6465654	15-Oct-2002	Process for preparing 1-substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
6608201	19-Aug-2003	Process for preparing 1-substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
6686472	03-Feb-2004	Process for preparing 1-substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amine [sic]	United States	Graceway Pharmaceuticals, LLC
6790961	14-Sep-2004	Process for preparing 1-substituted, 2-substituted 1H-imidazo[4,5-c]quinolin-4-amines	United States	Graceway Pharmaceuticals, LLC
5939090	17-Aug-1999	Gel formulations for topical drug delivery	United States	Graceway Pharmaceuticals, LLC
6365166	02-Apr-2002	Gel formulations for topical drug delivery	United States	Graceway Pharmaceuticals, LLC
6693113	17-Feb-2004	2-methyl-1-(2-methylpropyl)-1H-imidazo[4,5-c][1,5]naphthyridin-4-amine	United States	Graceway Pharmaceuticals, LLC
6797716	28-Sep-2004	Imidazonaphthyridines	United States	Graceway Pharmaceuticals, LLC
6894165	17-May-2005	Imidazonaphthyridines	United States	Graceway Pharmaceuticals, LLC
6949646	27-Sep-2005	Imidazonaphthyridines	United States	Graceway Pharmaceuticals, LLC
7038051	02-May-2006	Imidazonaphthyridines	United States	Graceway Pharmaceuticals, LLC
6541485	01-Apr-2003	Urea substituted imidazoquinolines	United States	Graceway Pharmaceuticals, LLC
6573273	03-Jun-2003	Urea substituted imidazoquinolines	United States	Graceway Pharmaceuticals, LLC
6780873	24-Aug-2004	Urea substituted imidazoquinolines	United States	Graceway Pharmaceuticals, LLC
6784188	31-Aug-2004	Urea substituted imidazoquinolines	United States	Graceway Pharmaceuticals, LLC



**PATENT APPLICATIONS**

Serial No.	Filing Date	Title as Filed	Country	Patent Holder
11/530935	12-Sep-2006	Packaging for 1-(2-methylpropyl)-1H-imidazo[4,5-c]quinoline-4-amine-containing formulation	United States	Graceway Pharmaceuticals, LLC
60/807669 <sup>1</sup>	18-Jul-2006	Immune response modifier formulations	United States	Graceway Pharmaceuticals, LLC
10/808004	24-Mar-2004	Treatment for basal cell carcinoma	United States	Graceway Pharmaceuticals, LLC
11/276074	13-Feb-2006	Intermediates for Imidazonaphthyridine	United States	Graceway Pharmaceuticals, LLC
60/746075	1-May-2006	Composition comprising corticosteroid and glycyrrhiza related substance and method for treating dermatoses	United States	Chester Valley Pharmaceuticals, LLC
11/551984	23-Oct-2006	Topical composition comprising benzoyl peroxide in a hydrating complex	United States	Chester Valley Pharmaceuticals, LLC
60/900,550	8-Feb-2007	Methods Of Treating Dermatological Disorders And Inducing Interferon Biosynthesis With Shorter Durations Of Imiquimod Therapy	United States	Graceway Pharmaceuticals, LLC
60/896,792	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC

<sup>1</sup> Provisional application dated July 18, 2006.

Serial No.	Filing Date	Title as Filed	Country	Patent Holder
60/896,805	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,811	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,815	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,817	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,830	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,835	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC

Serial No.	Filing Date	Title as Filed	Country	Patent Holder
60/896,838	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,844	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,846	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,850	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,870	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,871	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC


<u>Serial No.</u>	<u>Filing Date</u>	<u>Title as Filed</u>	<u>Country</u>	<u>Patent Holder</u>
60/896,873	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,875	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,876	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,879	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,881	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,882	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC

<u>Serial No.</u>	<u>Filing Date</u>	<u>Title as Filed</u>	<u>Country</u>	<u>Patent Holder</u>
60/896,885	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,887	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,889	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,890	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,891	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC
60/896,892	23-Mar-2007	Method And Packages To Enhance Safety When Using Imiquimod To Treat Children Diagnosed With Skin Disorders	United States	Graceway Pharmaceuticals, LLC




Schedule B to Patent and Trademark Agreement

**TRADEMARKS**

Registration No.	Country	Issue Date	Mark
2053136	United States	4/15/1997	ALDARA
0962509	United States	7/3/1973	ALU-CAP
2181399	United States	8/11/1998	
1523151	United States	2/7/1989	MAXAIR
3208459	United States	2/13/2007	MAXAIR
1540056	United States	5/23/1989	MINITRAN
697028	United States	5/3/1960	NORFLEX
771046	United States	6/9/1964	NORGESIC
1202505	United States	7/25/1989	TAMBOCOR

**TRADEMARK APPLICATIONS**

Serial No.	Country	Filing Date	Mark
78/893274	United States	5/25/2006	
78/930,572	United States	7/17/2006	GRACEWAY
78/930,569	United States	7/17/2006	GRACEWAY PHARMACEUTICALS
77/116,783	United States	2/27/2007	G GRACEWAY PHARMACEUTICALS, LLC & Design
77/116,781	United States	2/27/2007	G GRACEWAY PHARMACEUTICALS & Design

Serial No.	Country	Filing Date	Mark
771116,780	United States	2/27/2007	G GRACEWAY PHARMACEUTICALS, LLC & Design
771116,778	United States	2/27/2007	G GRACEWAY PHARMACEUTICALS & Design