

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sciele Pharma, Inc.		06/30/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Victory Pharma, Inc.		
Street Address:	11682 El Camino Real		
Internal Address:	Suite 250		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92130		
Entity Type:	CORPORATION: CALIFORNIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2416322	ZEBUTAL	
CORRESPONDENCE DATA			
Fax Number:	(858)509-4010		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858-509-4071		
Email:	sdipdocket@pillsburylaw.com		
Correspondent Name:	Michelle L. Mehok, Esq.		
Address Line 1:	12255 El Camino Real		
Address Line 2:	Suite 300		
Address Line 4:	San Diego, CALIFORNIA 92130		
ATTORNEY DOCKET NUMBER:	080723-0000013		
NAME OF SUBMITTER:	Michelle L. Mehok		
Signature:	/michelle mehok/		

CH \$40.00 2416322

Date:

06/30/2008

Total Attachments: 4

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TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Assignment") is made as of June 30, 2008 by Sciele Pharma, Inc., a Delaware corporation (the "Seller") in favor of Victory Pharma, Inc., a California corporation (the "Buyer"), under and pursuant to that certain Asset Purchase Agreement, of even date herewith (the "Purchase Agreement"), by and between the Seller and the Buyer. Capitalized terms used but not defined herein shall have the respective meanings set forth in the Purchase Agreement.

WHEREAS, the Seller is the registered owner of certain trademarks identified in Exhibit A hereto (the "Marks"); and

WHEREAS, the Buyer desires to acquire from the Seller all of its right, title and interest in and to the Marks.

NOW, THEREFORE in consideration of the foregoing premises and mutual covenants and agreements contained herein and in the Purchase Agreement, the Seller does hereby grant, sell, convey, transfer and assign unto the Buyer (and its successors and assigns forever) all of the Seller's right, title and interest, whether statutory or at common law, in and to the Marks, including, without limitation, all goodwill associated therewith. The Buyer hereby expressly accepts the assignment of the Marks.

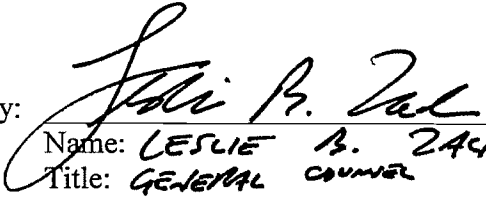
Nothing in this Assignment is intended in any way to amend, modify or limit any of the representations, warranties, covenants, conditions or other terms and provisions of the Purchase Agreement, and to the extent that any term or provision herein is inconsistent with the Purchase Agreement, the terms and provisions of the Purchase Agreement shall control.

This Assignment may be executed in one or more counterparts, each of which shall be deemed an original, and together shall constitute but one and the same instrument. A facsimile, telecopy or other reproduction of this Assignment may be executed by one or more parties hereto, and an executed copy of this Assignment may be delivered by one or more parties hereto by facsimile or similar instantaneous electronic transmission device pursuant to which the signature of or on behalf of such party can be seen, and such execution and delivery shall be considered valid, binding and effective for all purposes as of the date first written above.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date first above written.

SCIELE PHARMA, INC.

By: 
Name: LESLIE B. ZACKS
Title: GENERAL COUNSEL

VICTORY PHARMA, INC.

By: _____
Name:
Title:


[Signature Page to Trademark Assignment]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be duly executed as of the date first above written.

SCIELE PHARMA, INC.

By: _____
Name:
Title:

VICTORY PHARMA, INC.

By: 
Name: MATT HECK
Title: PRESIDENT & CEO

[Signature Page to Trademark Assignment]

Exhibit A
to
Trademark Assignment

ZEBUTAL, U.S. Registration Number 2416322.