#### 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
Generics Bidco I, LLC		106/17/2011	LIMITED LIABILITY COMPANY: DELAWARE

#### **RECEIVING PARTY DATA**

Name:	Morgan Stanley Senior Funding, Inc., as Administrative Agent		
Street Address:	1 Pierrepont Plaza		
City:	Brooklyn		
State/Country:	NEW YORK		
Postal Code:	11201		
Entity Type:	CORPORATION: DELAWARE		

#### PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark	
Registration Number:	1902162	ACCUSURE	
Registration Number:	2629041	AZO-SEPTIC	
Registration Number:	3556687	CHERATUSSIN	
Registration Number:	2502945	MEPERITAB	
Registration Number:	2499673	QUALITEST	
Registration Number:	2595594	SULFAZINE	
Registration Number:	3284079	ZOTANE	

### CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3483 Email: dclark@sidley.com Correspondent Name: Dusan Clark, Esq. Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

**TRADEMARK REEL: 004577 FRAME: 0194** 

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Address Line 4: Dallas, TEXAS 75201				
ATTORNEY DOCKET NUMBER:	40104-30030			
NAME OF SUBMITTER:	Dusan Clark			
Signature:	/Dusan Clark/			
Date:	07/07/2011			
Total Attachments: 4 source=Endo_ 2011 EXECUTED CGSI Trademarks (Generics)#page1.tif source=Endo_ 2011 EXECUTED CGSI Trademarks (Generics)#page2.tif source=Endo_ 2011 EXECUTED CGSI Trademarks (Generics)#page3.tif source=Endo_ 2011 EXECUTED CGSI Trademarks (Generics)#page4.tif				

TRADEMARK REEL: 004577 FRAME: 0195

# CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Confirmatory Grant") is made effective as of June 17, 2011 by and from GENERICS BIDCO I, LLC, a Delaware limited liability company (the "Grantor"), to and in favor of MORGAN STANLEY SENIOR FUNDING, INC., for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacities, the "Grantee").

WHEREAS, Endo Pharmaceuticals Holdings Inc. (the "Borrower"), the Lenders and the Grantee have entered into a Credit Agreement dated as of June 17, 2011 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor, along with certain other Subsidiaries of the Borrower, has guaranteed the repayment of the Secured Obligations pursuant to a Guaranty dated as of June 17, 2011 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty").

WHEREAS, the Borrower, the Grantor and certain Subsidiaries of the Borrower have entered into a Pledge and Security Agreement dated as of June 17, 2011 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the trademarks listed on Exhibit A attached hereto (the "Trademarks"), which Trademarks are pending or registered with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been executed in conjunction with the security interest granted under the Security Agreement to the Grantee for the benefit of the Secured Parties. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) <u>Definitions</u>. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

#### 2) The Security Interest.

- (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all of the obligations and liabilities of the Subsidiary Guarantors under the Guaranty. Upon the payment in full of all Secured Obligations (other than Unliquidated Obligations), the Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to the Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under the Security Agreement and this Confirmatory Grant.
- (b) The Grantor hereby pledges and grants to the Grantee, on behalf of and for the benefit of the Secured Parties, a security interest in all of the Grantor's right, title and interest, whether

TRADEMARK REEL: 004577 FRAME: 0196 now owned or hereafter acquired, in and to (1) its trademarks (including service marks), trade names, trade styles, trade dress and the registrations and applications for registration thereof, including the Trademarks and the goodwill of the business symbolized by the foregoing; (2) all licenses of the foregoing, whether as licensee or licensor; (3) all renewals of the foregoing; (4) all income, royalties, damages, and payments now or hereafter due or payable with respect thereto, including, without limitation, damages, claims, and payments for past and future infringements thereof; and (5) all rights to sue for past, present, and future infringements of the foregoing, including the right to settle suits involving claims and demands for royalties owing.

3) <u>Governing Law.</u> THIS CONFIRMATORY GRANT SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAW OF THE STATE OF NEW YORK.

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IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant effective as of the date first written above.

GENERICS BIDCO I, LLC

By: Generics International (US), Inc., its Sole Member

Name: David P. Holveck Title: President and CEO Title:

Signature Page for Grant of Security Interest in United States Trademarks

**TRADEMARK** 

**REEL: 004577 FRAME: 0198** 

## CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS Exhibit A - SCHEDULE OF TRADEMARKS

				APP		REG	
TRADEMARK	COUNTRY	STATUS	APP NO	DATE	REG NO	DATE	OWNER
	UNITED	1					
ACCUSURE	STATES	REGISTERED	74/447,751	10/18/1993	1,902,162	6/27/1995	Generics Bidco I, LLC
	UNITED	1 1 1 1					
AZO-SEPTIC	STATES	REGISTERED	76/101,625	8 /2 /2000	2,629,041	10/1 /2002	Generics Bidco I, LLC
	UNITED						
CHERATUSSIN	STATES	REGISTERED	77/470,478	5/9/2008	3,556,687	1/6/2009	Generics Bidco I, LLC
	UNITED						
MEPERITAB	STATES	REGISTERED	75/864,676	12/6 /1999	2,502,945	10/30/2001	Generics Bidco I, LLC
	UNITED	1 1 1 1					
QUALITEST	STATES	REGISTERED	75/882,595	12/27/1999	2,499,673	10/23/2001	Generics Bidco I, LLC
	UNITED						
SULFAZINE	STATES	REGISTERED	76/116,106	8 /24/2000	2,595,594	7 /16/2002	Generics Bidco I, LLC
	UNITED						
ZOTANE	STATES	REGISTERED	76/380,147	3 /11/2002	3,284,079	8 /28/2007	Generics Bidco I, LLC

(Generics Bidco I, LLC)

**RECORDED: 07/07/2011** 

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