

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
VIROPHARMA INCORPORATED		09/09/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	JPMORGAN CHASE BANK, N.A., AS ADMINISTRATIVE AGENT
Street Address:	10 SOUTH DEARBORN
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0683928	VANCOGIN
Registration Number:	3683887	VANCOGIN
Registration Number:	3624138	
Serial Number:	77870461	VIROPHARMA
Registration Number:	2459907	VIROPHARMA
Registration Number:	3948243	VIROPHARMA BIOLOGICS
Serial Number:	77870455	VIROPHARMA INCORPORATED
Registration Number:	2457511	VIROPHARMA INCORPORATED
Serial Number:	85175457	ZILCAMVA

CORRESPONDENCE DATA

Fax Number: (214)981-3400
 Phone: 214-981-3483
 Email: dclark@sidley.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

TRADEMARK

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REEL: 004621 FRAME: 0527

CH \$240.00 0683928

Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-37850
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NAME OF SUBMITTER:	Dusan Clark
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Signature:	/Dusan Clark/
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Date:	09/12/2011
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Total Attachments: 4

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**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 September 9, 2011 by and from VIROPHARMA INCORPORATED, a Delaware corporation ("Grantor") to and in favor of JPMORGAN CHASE BANK, N.A., for itself and as Administrative Agent for the Secured Parties (as defined in the Credit Agreement referenced below) (in such capacities, "Grantee").

WHEREAS, Grantor, the Lenders and Grantee have entered into a Credit Agreement dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, Grantor and certain Subsidiaries of Grantor have guaranteed the repayment of the Secured Obligations pursuant to a Guaranty dated as of the date hereof (as may be amended, restated, supplemented or otherwise modified from time to time).

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

WHEREAS, 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 granted in conjunction with the security interest granted under the Security Agreement to Grantee for the benefit of the Secured Parties. The rights and remedies of 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 and the other Loan Documents, all terms and provisions of which are incorporated herein by reference. 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) Definitions. 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 all the Secured Obligations. Upon the payment in full of all Secured Obligations, 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) Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks now owned or from time to time after the date hereof owned or acquired by Grantor, together with (2) all proceeds of such Trademarks, (3) the goodwill associated with

such Trademarks and (4) all causes of action arising prior to or after the date hereof for infringement of such Trademarks or unfair competition regarding the same.

3) Counterparts. This Confirmatory Grant may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

4) Governing Law. This Confirmatory Grant and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

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

VIROPHARMA INCORPORATED, as Grantor

By: Charles A. Rowland, Jr.
Name: Charles A. Rowland, Jr.
Title: Vice President and Chief Financial Officer

Confirmatory Grant of Security Interest In United States Trademarks

CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

Exhibit A - SCHEDULE OF TRADEMARKS

Trademark	Country	Classes	App No.	App Date	Reg No.	Reg Date
VANCOCIN	United States of America	5	72/064010	10-Dec-58	0683928	25-Aug-59
VANCOCIN Plus Disintegrating Upside-Down Triangle	United States of America	5	77/396059	13-Feb-08	3683887	15-Sep-09
Disintegrating Upside-Down Triangle	United States of America	5	77/396069	13-Feb-08	3624138	19-May-09
VIROPHARMA	United States of America	5	77/870461	11-Nov-09		
VIROPHARMA	United States of America	5	75/168899	19-Sep-96	2459907	12-Jun-01
VIROPHARMA BIOLOGICS	United States of America	5	77/644296	06-Jan-09	3948243	19-Apr-11
VIROPHARMA INCORPORATED Plus Design	United States of America	5	77/870455	11-Nov-09		
VIROPHARMA INCORPORATED Plus Design	United States of America	5	75/168901	19-Sep-96	2457511	05-Jun-01
ZILCAMVA	United States of America	5	85/175457	12-Nov-10		