

## 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
Xanodyne Pharmaceuticals, Inc.		10/21/2011	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Teresina Holdings, LLC		
Street Address:	1000 N. West Street, Suite 1200, #863		
City:	Wilmington		
State/Country:	DELAWARE		
Postal Code:	19801		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 7			
Property Type	Number	Word Mark	
Registration Number:	2754166	DUET	
Registration Number:	3516840	DUET ADVANTAGE	
Registration Number:	3940185	DUET DHA COMPLETE	
Registration Number:	3439267	DUETDHA EC	
Registration Number:	3363004	WHEN ONE HEART BECOMES TWO	
Registration Number:	2976897	XANODYNE	
Registration Number:	3268674	XANODYNE	
CORRESPONDENCE DATA			
Fax Number:	(770)744-1204		
Phone:	770-744-1202 ext.247		
Email:	khutton@staymacs.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Teresina Holdings, LLC		
Address Line 1:	1000 N. West Street, Suite 1200, #863		
Address Line 4:	Wilmington, DELAWARE 19801		

OP \$190.00 2754166

NAME OF SUBMITTER:	Kathryn Hutton
Signature:	/Kathryn Hutton/
Date:	12/16/2011
<b>Total Attachments: 6</b> source=Asset Purchase Agreement_Xanodyne_Teresina#page1.tif source=Asset Purchase Agreement_Xanodyne_Teresina#page3.tif source=Asset Purchase Agreement_Xanodyne_Teresina#page35.tif source=Asset Purchase Agreement_Xanodyne_Teresina#page36.tif source=Asset Purchase Agreement_Xanodyne_Teresina#page38.tif source=Asset Purchase Agreement_Xanodyne_Teresina#page39.tif	

**PRIVILEGED AND CONFIDENTIAL**

**ASSET PURCHASE AGREEMENT**

**by and between**

**TERESINA HOLDINGS LLC**

**and**

**XANODYNE PHARMACEUTICALS, INC.**

**Dated October 21, 2011**

## ASSET PURCHASE AGREEMENT

**THIS ASSET PURCHASE AGREEMENT**, dated as of October 21, 2011 (the "Effective Date"), is entered into by and between Xanodyne Pharmaceuticals, Inc., a corporation organized under the laws of Delaware, USA ("Seller"), and Teresina Holdings, LLC, a Limited Liability Company organized under the laws of Delaware, USA ("Buyer"). Seller and Buyer sometimes are referred to in this Agreement collectively as the "Parties" and individually as a "Party".

### PRELIMINARY STATEMENT

Seller wishes to sell and assign to Buyer, and Buyer wishes to purchase from Seller, certain assets related to Seller's business, as currently conducted, of quality control, packaging, manufacturing, distributing, marketing and selling the Products in the Territory (the "Business").

### AGREEMENT

NOW, THEREFORE, in consideration of the premises and mutual covenants, agreements and provisions herein contained, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

#### ARTICLE 1 DEFINITIONS

1.1 Definitions. The following capitalized terms have the meanings set forth below for purposes of this Agreement:

"852 Report" means the report of 852 data with respect to the Inventory in substantially the form attached hereto as Exhibit A, for those customers from whom Seller obtains such information.

"Affiliate" means, with respect to any Party, any other person, firm, trust, partnership, corporation, company or other entity or combination thereof, which directly or indirectly (i) controls such Party, (ii) is controlled by such Party or (iii) is under common control with such Party. The terms "control" and "controlled" mean ownership of fifty percent (50%) or more, including ownership by trusts with substantially the same beneficial interests, of the voting and equity rights of such Party, firm, trust, corporation or other entity or combination thereof or the power to direct the management of such Party, firm, trust, corporation or other entity or combination thereof.

"Agreement" means this Asset Purchase and Licensing Agreement, including all Schedules and Exhibits hereto, as it may be amended from time to time in accordance with its terms.

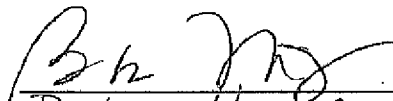
"API" means the bulk form of the Products used in the manufacture of the Finished Products.

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their respective duly authorized officers as of the date first above written.

**XANODYNE PHARMACEUTICALS, INC.**

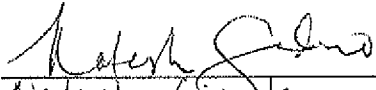
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TERESINA HOLDINGS, LLC**

By:   
Name: Barbara Hughes  
Title: Assistant Secretary

IN WITNESS WHEREOF, the Parties have caused this Agreement to be executed by their respective duly authorized officers as of the date first above written.

**XANODYNE PHARMACEUTICALS, INC.**

By:   
Name: Natasha Giordano  
Title: President and CEO

**TERESINA HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Schedule 1.1S Seller Brands

1. US Trademark 76386963 – Xanodyne (Typed drawing)



2. US Trademark 76386964

Schedule 4.4(a) Acquired Product Trademarks and Domain names

1. Duet DHA Balanced
2. <http://www.duetdha.com>
3. The following trademarks:

Serial Number	Reg. Number	Word Mark	Check Status	Live/Dead
85044019	3940185	DUET DHA COMPLETE	TARR	LIVE
76645966	3516840	DUET ADVANTAGE	TARR	LIVE
76370416	2754166	DUET	TARR	LIVE
77149355	3439267	DUETDHA EC	TARR	LIVE
77081602	3363004	WHEN ONE HEART BECOMES TWO	TARR	LIVE