

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Shionogi, Inc.		12/30/2011	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Acella Pharmaceuticals, LLC
<b>Street Address:</b>	9005 Westside Parkway
<b>City:</b>	Alpharetta
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30009
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE

**PROPERTY NUMBERS Total: 12**

Property Type	Number	Word Mark
Registration Number:	2850441	PRENATE
Registration Number:	3346288	PRENATE DHA
Registration Number:	3356954	PRENATE DHA RX PRENATAL VITAMIN & DHA
Registration Number:	3101227	PRENATE ELITE
Registration Number:	3506117	
Registration Number:	3712494	
Registration Number:	3937646	
Serial Number:	85026253	PRENATE ACTIVE
Serial Number:	85162672	PRENATE BALANCE
Serial Number:	77934247	PRENATE ESSENTIAL
Serial Number:	77551442	PRENATE COMPLETE
Serial Number:	85026257	

**CORRESPONDENCE DATA**

Fax Number: (858)677-1465  
Phone: 858-677-1423  
Email: sara.hare@dlapiper.com  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
Correspondent Name: DLA Piper LLP (US)  
Address Line 1: Stacy L. Taylor  
Address Line 2: 4365 Executive Drive, Suite 1100  
Address Line 4: San Diego, CALIFORNIA 92121

ATTORNEY DOCKET NUMBER:	379847-2
NAME OF SUBMITTER:	Stacy L. Taylor
Signature:	/staylor/
Date:	02/22/2012

Total Attachments: 8  
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## TRADEMARK ASSIGNMENT

This Trademark Assignment is made as of December 30, 2011 by Shionogi Inc., a Delaware corporation ("Assignor") to Acella Pharmaceuticals, LLC, a Delaware limited liability company formerly known as Brookstone Pharmaceuticals, LLC ("Assignee"). All capitalized words used in this Trademark Assignment and not defined herein shall have the meanings ascribed to them in that certain Asset Purchase Agreement, of even date herewith, by and between Assignor and Assignee (the "Agreement").

Pursuant to the Agreement, Assignor has agreed to sell to Assignee and Assignee has agreed to buy from Assignor, all of Assignor's right, claim, title and legal and beneficial interest in the Prenate Trademarks. In accordance therewith, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept the transfer and assignment of, all of Assignor's right, claim, title and legal and beneficial interest in the Prenate Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby conveys, transfers and assigns to Assignee, and Assignee hereby accepts the conveyance, transfer and assignment of, all of Assignor's right, claim, title and legal and beneficial interest in the Prenate Trademarks, together with the goodwill associated therewith and which is symbolized thereby, all rights to bring an action, whether at law or in equity, for infringement, misappropriation, or misuse of any Prenate Trademark, and any and all renewals and extensions thereof that may hereafter be secured under the laws now or hereafter in effect in the United States or any other jurisdiction, the same to be held and enjoyed by Assignee, its successors and assigns, from and after the date hereof as fully and entirely as the same would have been held and enjoyed by Assignor has this Trademark Assignment not been made.

Assignor and Assignee each hereby acknowledges and agrees that neither the representations and warranties nor the rights, remedies or obligations of any party under the Agreement shall be deemed to be enlarged, modified or altered in any way by this instrument. To the extent that any term or provision herein is inconsistent with the Agreement, the terms and provisions of the Agreement shall control.

*[Remainder of Page Intentionally Left Blank]*

Execution Copy

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

ASSIGNOR:

SHIONOGI INC.

ASSIGNEE:

ACELLA PHARMACEUTICALS, LLC

By: *Anna Rogolys*  
Name: *Anna Rogolys*  
Title: *VP-EC*

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

[Signature Page to Trademark Assignment]

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

ASSIGNOR:

ASSIGNEE:

SHIONOGI INC.

ACELLA PHARMACEUTICALS, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

By: Mark Tugh



Name: Mark Tugh

Title: CEO

[Signature Page to Trademark Assignment]

**SCHEDULES 1(a)(i) and (ii)  
Trademarks and Trademark Applications**

**Active U.S. Registrations:**

<b>PRENATE®</b>							
	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Renewal due 06/08/14	76501608	March 28, 2003	2850441	June 8, 2004
<b>PRENATE DHA®</b>							
	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 11/27/13	78948281	August 9, 2006	3346288	November 27, 2007
							
	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 12/18/13	77068029	December 20, 2006	3356954	December 18, 2007
<b>PRENATE ELITE®</b>							
	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 06/06/12	76572555	January 27, 2004	3101227	June 6, 2006
							
<b>MISCELLANEOUS DESIGN (PRENATE Lady with Graduate Baby)</b>							
	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 09/23/14	77202470	June 11, 2007	3506117	September 23, 2008



**MISCELLANEOUS DESIGN (PRENATE Pregnant Lady)**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 11/17/15	77202473	June 11, 2007	3712494	November 17, 2009



**MISCELLANEOUS DESIGN (PRENATE ESSENTIALS Lady)**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Registered	Aff of Use & Incontestability due 03/29/17	85094084	July 27, 2010	3937646	March 29, 2011

*Pending U.S. Applications:*



	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Pending /Allowed	SOU or 2 <sup>nd</sup> Ext due 05/23/12	85026253	April 29, 2010	NA	NA

**PRENATE BALANCE**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Pending /Allowed	SOU or 2 <sup>nd</sup> Ext due 05/17/12	85162672	October 27, 2010	NA	NA

**PRENATE ESSENTIAL**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Pending /Allowed	SOU or 2 <sup>nd</sup> Ext due 02/15/12	77934247	February 12, 2010	NA	NA

**PRENATE COMPLETE**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Pending /Allowed	SOU or 4 <sup>th</sup> Ext Due 05/03/12	77551442	August 20, 2008	NA	NA

**MISCELLANEOUS DESIGN (PRENATE ACTIVE Lady)**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Shionogi Inc.	Allowed	SOU or 3 <sup>rd</sup> Ext due 05/23/12	85026257	April 29, 2010	NA	NA

*Inactive U.S. Applications/Registrations*

**PRENATE**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	First Horizon Pharmaceutical Corporation	Abandoned	No SOU filed 11/22/02	75692192	October 5, 2000	NA	NA

**PRENATE GT**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Sciele Pharma, Inc.	Reg./Inactive	Cancelled §8 (6 year) 01/31/10	76169376	November 21, 2000	2729886	June 24, 2003

**PRENATE ADVANCE PASS PROGRAM**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Sciele Pharma, Inc.	Abandoned	No SOU filed 11/22/02	76074227	June 20, 2000	NA	NA


**PRENATE ADVANCE**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
United States	Sciele Pharma, Inc.	Reg./Inactive	Cancelled §8 (6 year) 05/30/08	75805688	September 21, 1999	2483455	August 28, 2001

**PRENATE ULTRA**

	Current Owner	Status	Sub Status	Serial #	Filing Date	Reg. #	Reg. Date
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United States	Sciele Pharma, Inc.	Reg./Inactive	Cancelled §8 (6 year) 10/23/04	75082620	April 2, 1996	2131143	January 20, 1998
<b>PRENATE 90</b>							
	<b>Current Owner</b>	<b>Status</b>	<b>Sub Status</b>	<b>Serial #</b>	<b>Filing Date</b>	<b>Reg. #</b>	<b>Reg. Date</b>
United States	Sciele Pharma, Inc.	Reg./Inactive	Cancelled §8 (6 year) 07/10/2004	73268121	June 27, 1980	1252683	October 4, 1983
<b>INTELLIGENT CHOICE</b>							
	<b>Current Owner</b>	<b>Status</b>	<b>Sub Status</b>	<b>Serial #</b>	<b>Filing Date</b>	<b>Reg. #</b>	<b>Reg. Date</b>
United States	Sciele Pharma, Inc.	Abandoned	No SOU filed 09/21/2009	77202405	June 11, 2007	NA	NA
							
<b>MISCELLANEOUS DESIGN (PRENATE Lady with Baby)</b>							
	<b>Current Owner</b>	<b>Status</b>	<b>Sub Status</b>	<b>Serial #</b>	<b>Filing Date</b>	<b>Reg. #</b>	<b>Reg. Date</b>
United States	Sciele Pharma, Inc.	Abandoned	No SOU filed 03/22/10	77202400	06/11/07	NA	NA

**Active International Applications/Registrations:**

MARK	COUNTRY	CURRENT OWNER	[SER. NO.] /REG. NO.	FILING DATE	REG. DATE	STATUS	NEXT ACTION
PRENATE ELITE	Canada	Shionogi Pharma, Inc.	[1355919]	07/17/07	NA	Allowed 06/20/08	Extension of time granted 07/15/11; next deadline 01/17/12
PRENATE ELITE	Mexico	Sciele Pharma Cayman, Ltd.	[871473] 1091479	07/27/07	03/24/09	Registered	Renewal due 07/27/17
PRENATE ELITE	Colombia	Sciele Pharma Cayman, Ltd.	[06-086776] 372989	08/31/06	01/27/09	Registered	Renewal due 01/27/19
PRENATE ELITE FORTE	Colombia	Sciele Pharma Cayman, Ltd.	[06-086775] 373061	08/31/06	01/28/09	Registered	Renewal due 01/28/19
PRENATE ELITE	Venezuela	Sciele Pharma Cayman, Ltd.	[2006-020523]	09/11/06		Pending	
PRENATE ELITE FORTE	Venezuela	Sciele Pharma Cayman, Ltd.	[2006-020524]	09/11/06		Pending	

MARK	COUNTRY	CURRENT OWNER	[SER. NO.] REG. NO.	FILING DATE	REG. DATE	STATUS	NEXT ACTION
PRENATE ELITE FORTE	Poland	Sciele Pharma Cayman, Ltd.	[317372] 201415	10/30/06	02/15/08	Registered	Renewal due 10/30/16
PRENATE ELITE	Poland	Sciele Pharma Cayman, Ltd.	[317373] 201416	10/30/06	02/15/08	Registered	Renewal due 10/30/16
PRENATE ELITE	Turkey	Shionogi Pharma, Inc.	[2006 42668] 2006 42668	09/05/06	08/07/2007	Registered	Renewal due 09/05/16
PRENATE ELITE FORTE	Turkey	Shionogi Pharma, Inc.	[2006 42669] 2006 42669	09/05/06	08/07/2007	Registered	Renewal due 09/05/16
PRENATE ELITE	Australia	Shionogi Pharma, Inc.	1135490	09/13/06	04/30/07	Registered	Renewal due 09/13/16
PRENATE ELITE FORTE	Australia	Shionogi Pharma, Inc.	1135493	09/13/06	4/30/07	Registered	Renewal due 09/13/16
PRENATE ELITE FORTE	China	Sciele Pharma Cayman, Ltd.	5700206	11/03/06	11/21/09	Registered	Renewal due 11/20/19
PRENATE ELITE	China	Sciele Pharma Cayman, Ltd.	5700207	11/03/06	11/21/09	Registered	Renewal due 11/20/19

***Inactive International Applications:***

MARK	COUNTRY	CURRENT OWNER	[SER. NO.] REG. NO.	FILING DATE	REG. DATE	STATUS	STATUS
PRENATE ELITE FORTE	Poland	Sciele Pharma, Inc.	[315632]	09/18/06		Inactive	Abandoned 11/10/06
PRENATE ELITE	Poland	Sciele Pharma, Inc.	[315631]	09/18/06		Inactive	Abandoned 11/10/06