

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT																										
NATURE OF CONVEYANCE:	Corrective Assignment to correct the incorrect assignment of: Registration # 3268674 Registration # 2976897 from Xanodyne Pharmaceuticals, Inc. previously recorded on Reel 004682 Frame 0075. Assignor(s) hereby confirms the assignment of: Registration # 2754166, 3516840, 3940185, 3439267, and 3363004.																										
CONVEYING PARTY DATA																											
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>Xanodyne Pharmaceuticals, Inc.</td> <td></td> <td>10/21/2011</td> <td>CORPORATION:</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	Xanodyne Pharmaceuticals, Inc.		10/21/2011	CORPORATION:																
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<table border="1"> <tr> <td>Name:</td> <td colspan="3">Teresina Holdings, LLC</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">1000 N. West Street, Suite 1200, #863</td> </tr> <tr> <td>City:</td> <td colspan="3">Wilmington</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">DELAWARE</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">19801</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">LIMITED LIABILITY COMPANY: DELAWARE</td> </tr> </table>				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		
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PROPERTY NUMBERS Total: 5																											
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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																										

OP \$140.00 2754166

Address Line 4: Wilmington, DELAWARE 19801

NAME OF SUBMITTER:

Kathryn Hutton

Signature:

/Kathryn Hutton/

Date:

03/06/2012

Total Attachments: 12

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TRADEMARK ASSIGNMENT

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

TRADEMARK ASSIGNMENT

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OP \$190.00 2754166

900209951

REEL: 004682 FRAME: 0075

TRADEMARK
 REEL: 004731 FRAME: 0129

NAME OF SUBMITTER:	Kathryn Hutton
Signature:	/Kathryn Hutton/
Date:	12/16/2011
Total Attachments: 6 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	

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REEL: 004682 FRAME: 0076

TRADEMARK
REEL: 004731 FRAME: 0130

PRIVILEGED AND CONFIDENTIAL

ASSET PURCHASE AGREEMENT

by and between

TERESINA HOLDINGS LLC

and

XANODYNE PHARMACEUTICALS, INC.

Dated October 21, 2011

TRADEMARK
TRADEMARK
REEL: 004682 FRAME: 0077
REEL: 004731 FRAME: 0131

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: 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