

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
Star Pharmaceuticals. LLC		12/19/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA	
Name:	HealthCare Royalty Partners II, L.P.
Street Address:	300 Atlantic Street, 6th Floor
City:	Stamford
State/Country:	CONNECTICUT
Postal Code:	06901
Entity Type:	LIMITED PARTNERSHIP: DELAWARE

PROPERTY NUMBERS Total: 4		
Property Type	Number	Word Mark
Registration Number:	4167986	HYOPHEN
Registration Number:	4168124	USTELL
Registration Number:	4168084	PHOSPHASAL
Registration Number:	3959592	URIBEL

CORRESPONDENCE DATA	
Fax Number:	3129847700
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>	
Phone:	312.372.2000
Email:	mweipdocket@mwe.com
Correspondent Name:	Jennifer M. Mikulina
Address Line 1:	McDermott Will & Emery LLP
Address Line 2:	227 W. Monroe Street, Suite 4400
Address Line 4:	Chicago, ILLINOIS 60606-5096

ATTORNEY DOCKET NUMBER:	77613-043 JMM/CMV
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CH \$115.00 4167986

NAME OF SUBMITTER:	Jennifer M. Mikulina
Signature:	/Jennifer M. Mikulina/
Date:	12/20/2012
Total Attachments: 5 source=HealthCare Royalty security agreement#page1.tif source=HealthCare Royalty security agreement#page2.tif source=HealthCare Royalty security agreement#page3.tif source=HealthCare Royalty security agreement#page4.tif source=HealthCare Royalty security agreement#page5.tif	

TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT (this "Agreement"), dated as of December 19, 2012, by Star Pharmaceuticals, LLC, a Delaware limited liability company ("Seller"), in favor of HealthCare Royalty Partners II, L.P., a Delaware limited partnership (the "Lender").

RECITALS

A. The Seller is entering into a Deferred Purchase Price Payment Acquisition Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "DPPP Acquisition Agreement") with the Lender, pursuant to which Seller is assigning and transferring title to the Assigned Interests to the Lender.

B. The Seller has entered into a Protective Rights Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Protective Rights Agreement") with the Lender pursuant to which certain obligations owed to the Lenders are secured.

C. Pursuant to the terms of the Protective Rights Agreement, Seller has granted to the Lender, a security interest in certain assets of the Seller, including all right, title and interest of the Seller in, to and under the trademarks identified on Schedule 1 annexed hereto together with trademark licenses related thereto, to secure the payment and performance of all obligations owing by the Seller under the DPPP Acquisition Agreement and the Protective Rights Agreement.

In consideration of the mutual agreements set forth herein and in the DPPP Acquisition Agreement and the Protective Rights Agreement, the Seller does hereby grant to the Lender a continuing security interest in all of Seller's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired:

- (1) each trademark referred to in Schedule 1 annexed hereto, together with any reissues, continuations or extensions thereof and all goodwill associated therewith;
- (2) each trademark license with respect to the foregoing, together with all goodwill associated therewith; and
- (3) all products and proceeds of the foregoing, including, without limitation, any claim by the Seller against third parties for past, present or future infringement of any trademark included in the foregoing, including, without limitation, any trademark referred to in Schedule 1 annexed hereto, and any such trademark licensed under any trademark license

(items 1 through 3 being herein collectively referred to as the "Trademark Collateral").

This security interest is granted in conjunction with the security interests granted to the Lender pursuant to the Protective Rights Agreement and subject to limitations set forth therein. The

Seller hereby acknowledges and affirms that the rights and remedies of the Lender with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the DPPP Acquisition Agreement and Protective Rights Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. Capitalized terms used but not defined herein have the respective meanings ascribed thereto in the Protective Rights Agreement.

[signature page follows]

Each of the undersigned has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written.

SELLER:

STAR PHARMACEUTICALS, LLC

By: 

Name: Roseanne Branciforte
Title: Chief Executive Officer

Acknowledged:
**HEALTHCARE ROYALTY
PARTNERS II, L.P.**

By: HealthCare Royalty GP II, LLC, its General Partner

By: _____
Name: Clarke B. Futch
Title: Founding Managing Director

Trademark Security Agreement Signature Page

**TRADEMARK
REEL: 004926 FRAME: 0164**

Each of the undersigned has caused this Trademark Security Agreement to be duly executed and delivered as of the date first above written.

SELLER:

STAR PHARMACEUTICALS, LLC

By: _____
Name: Roseanne Branciforte
Title: Chief Executive Officer

Acknowledged:
**HEALTHCARE ROYALTY
PARTNERS II, L.P.**

By: HealthCare Royalty GP II, LLC, its General Partner

By: _____
Name: Clarke B. Futch
Title: Founding Managing Director

SCHEDULE 1
to
TRADEMARK SECURITY AGREEMENT

Trademarks

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>	<u>Product Category</u>
HYOPHEN	4,167,986	July 3, 2012	Pharmaceutical preparations, namely, urinary analgesics.
USTELL	4,168,124	July 3, 2012	Pharmaceutical preparations, namely, urinary analgesics.
PHOSPHASAL	4,168,084	July 3, 2012	Pharmaceutical preparations, namely, urinary analgesics.
URIBEL	3,959,592	May 10, 2011	Pharmaceutical preparations, namely, urinary analgesics.