

900399518 03/23/2017

**TRADEMARK ASSIGNMENT COVER SHEET**

Electronic Version v:1.1  
Stylesheet Version v:1.2

ETAS ID: TM420776

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

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Akrimax Pharmaceuticals, LLC		02/23/2017	Limited Liability Company <del>NEW JERSEY</del> Delaware

MWB 3/29/2017

**RECEIVING PARTY DATA**

<b>Name:</b>	ANI Pharmaceuticals, Inc.
<b>Street Address:</b>	210 MAIN STREET WEST
<b>City:</b>	BAUDETTE
<b>State/Country:</b>	MINNESOTA
<b>Postal Code:</b>	56623
<b>Entity Type:</b>	Corporation: DELAWARE

**PROPERTY NUMBERS Total: 2**

Property Type	Number	Word Mark
Registration Number:	4988076	INNOPRAN XL
Registration Number:	4987989	INNOPRAN

**CORRESPONDENCE DATA**

**Fax Number:**

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Email:** trademarks.us@dentons.com, matthew.walters@dentons.com

**Correspondent Name:** Monica B. Richman, Dentons US LLP

**Address Line 1:** P.O. Box #061080

**Address Line 4:** Chicago, ILLINOIS 60606-1080

<b>ATTORNEY DOCKET NUMBER:</b>	20000516.000047
<b>NAME OF SUBMITTER:</b>	Paul A. Gajer
<b>SIGNATURE:</b>	/paul.gajer/
<b>DATE SIGNED:</b>	03/23/2017

**Total Attachments: 4**  
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OP: \$6500-4988076

## ASSIGNMENT OF TRADEMARKS

Dated February 23, 2017

**WHEREAS**, Akrimax Pharmaceuticals, LLC, a Delaware limited liability company ("Assignor") is the owner of the trademarks registered in the United States of America listed in the attached trademarks schedule (hereinafter, the "Trademarks");

**WHEREAS**, ANI Pharmaceuticals, Inc., a corporation organized under the laws of Delaware ("Assignee"), is desirous of acquiring the entire right, title and interest in, to and under the Trademarks, together with the goodwill associated therewith (collectively the "Trademark Rights"); and

**WHEREAS**, an affiliate of Assignor, Holmdel Pharmaceuticals, LP, a Delaware limited partnership ("Holmdel"), and Assignee are parties to that certain Asset Purchase Agreement, dated as of February 23, 2017 (the "APA"), pursuant to which Holmdel has agreed to cause Assignor to sell and transfer Assignor's entire right, title and interest in and to the Trademark Rights to Assignee, subject to the terms and conditions of the APA and the consummation of the transactions contemplated thereby;

**NOW, THEREFORE**, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor hereby assigns and transfers to Assignee all of Assignor's right, title and interest in and to the Trademark Rights, including, without limitation, the right to sue for, assert claims or demands, settle and/or release, and recover damages and all other remedies for any past or present or future infringements thereof, the same to be held and enjoyed by Assignee, its successors and assigns to the same extent that such right, title and interest, if any, would have been held and enjoyed by Assignor if this Assignment of Trademarks had not been made.

Subject to the terms and conditions of the APA, Assignor agrees to execute all such other documents as may be reasonably needed to establish Assignee as the record owner of the Trademarks.

In the event of a conflict between the terms and conditions of this Assignment of Trademarks and the terms and conditions of the APA, the terms and conditions of the APA shall govern and control.

**IN WITNESS WHEREOF**, the parties hereto have executed this Assignment of Trademarks as of the day and year first written above.

**AKRIMAX PHARMACEUTICALS, LLC**

By: 

Name: Ray Dean

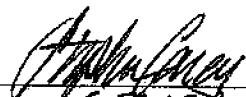
Title: President

Date:

*[Signature Page to Assignment of Trademarks]*

**TRADEMARK**  
**REEL: 006021 FRAME: 0889**

ANI PHARMACEUTICALS, INC.

By:   
Name: STEPHEN O'REILLY  
Title: VPS CFO  
Date: FEB 23, 2017

*[Signature Page to Assignment of Trademarks]*

TRADEMARKS SCHEDULE

Serial Number	Reg. Number	Filing Date	Registration Date	Mark	Owner
86797512	4988076	October 23, 2015	June 28, 2016	INNOPRAN XL	Akrimax Pharmaceuticals, LLC
86792685	4987989	October 19, 2015	June 28, 2016	INNOPRAN	Akrimax Pharmaceuticals, LLC