

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM429425

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
JP MORGAN CHASE BANK, N.A., as Administrative Agent		05/31/2017	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	UPSHER-SMITH LABORATORIES, INC.
Street Address:	6701 EVENSTAD DRIVE
City:	MAPLE GROVE
State/Country:	MINNESOTA
Postal Code:	55369
Entity Type:	Corporation: MINNESOTA

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Registration Number:	3047000	AMLACTIN XL
Registration Number:	4132285	B-NEXA
Registration Number:	2948545	CLENIA
Registration Number:	1477217	
Registration Number:	2605860	K
Registration Number:	2441142	FOLGARD
Registration Number:	3210674	FOLGARD OS
Registration Number:	3207860	FOLGARD RX
Registration Number:	3505042	HEMRIL-30
Registration Number:	2858599	JANTOVEN
Registration Number:	4050598	JUNITAS
Registration Number:	1415559	KLOR-CON
Registration Number:	2355456	MICRO-DISPERSIBLE TECHNOLOGY
Registration Number:	1478136	
Registration Number:	4011587	NEXA
Registration Number:	1538898	NIACOR
Registration Number:	2998626	NYAMYC
Registration Number:	2653433	P200
Registration Number:	2580197	P400

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2127660	PACERONE
Registration Number:	2186179	PENTOXIL
Registration Number:	1757533	POLYGEL
Registration Number:	3588391	PRENEXA
Registration Number:	1853998	PREVALITE
Registration Number:	1418108	RMS
Registration Number:	1486671	SLO-NIACIN
Registration Number:	2589801	SORINE
Registration Number:	1142198	SSKI
Registration Number:	3793551	TOPIRAGEN
Registration Number:	4046667	TRIANEX
Registration Number:	1270544	UNISERTS
Registration Number:	1852186	UPSHER-SMITH
Registration Number:	2562881	UPSHER-SMITH
Registration Number:	4048329	UPSHER-SMITH
Registration Number:	1912963	USL
Registration Number:	3178335	VANDAZOLE
Registration Number:	4050597	VEBALYM
Registration Number:	4079190	VERZALI
Registration Number:	4079189	ZATELEP
Serial Number:	86575894	I HATE SEIZURES
Registration Number:	4765488	UPSHER-SMITH GALAXY
Registration Number:	4642351	QUDEXY
Registration Number:	4598222	VOGELXO
Registration Number:	1655206	FERATAB

CORRESPONDENCE DATA

Fax Number: 6123713207

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.

Phone: 612-371-3501

Email: tmg@lindquist.com

Correspondent Name: Marilyn J. Hargens

Address Line 1: 80 South Eighth Street

Address Line 2: Suite 2000 IDS Center

Address Line 4: Minneapolis, MINNESOTA 55402

NAME OF SUBMITTER: Marilyn J. Hargens

SIGNATURE: /Marilyn Hargens/

DATE SIGNED: 05/31/2017

Total Attachments: 7

source=JPMorgan - Upsher - IP Release [Executed]#page1.tif

source=JPMorgan - Upsher - IP Release [Executed]#page2.tif

source=JPMorgan - Upsher - IP Release [Executed]#page3.tif

source=JPMorgan - Upsher - IP Release [Executed]#page4.tif

source=JPMorgan - Upsher - IP Release [Executed]#page5.tif

source=JPMorgan - Upsher - IP Release [Executed]#page6.tif

source=JPMorgan - Upsher - IP Release [Executed]#page7.tif

**RELEASE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY COLLATERAL**

This **RELEASE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY COLLATERAL** (this “Release”), dated as of May 31, 2017, is made by **JPMORGAN CHASE BANK, N.A.**, as Administrative Agent for the Secured Parties (the “Administrative Agent”), under the Credit Agreement referred to below (terms used in this Release and not herein defined shall have the meanings set forth in the Credit Agreement).

WHEREAS, in connection with that certain Credit Agreement dated as of June 12, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the “Credit Agreement”), among Upsher-Smith Laboratories, Inc., a Minnesota corporation (the “Company”), the Foreign Subsidiary Borrowers, the Lenders party thereto, the Issuing Bank and Administrative Agent, the Lenders have agreed to make loans and extend other financial accommodations to or for the benefit of the Company;

WHEREAS, USL Pharma, Inc., a Minnesota corporation (the “USL Pharma”) has guaranteed the repayment of the Secured Obligations pursuant to an Amended and Restated Guaranty dated as of September 1, 2015 (as may be amended, restated, supplemented or otherwise modified from time to time);

WHEREAS, the Company and USL Pharma have entered into an Amended and Restated Pledge and Security Agreement dated as of September 1, 2015 (as may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”);

WHEREAS, in connection with the Credit Agreement, Security Agreement and pursuant to those certain agreements described on Annex I attached hereto (collectively, the “IP Security Agreements”), the Company granted security interests in certain intellectual property owned by Company, including those listed on Annex I attached hereto (the “IP Collateral”); and

WHEREAS, the IP Security Agreements were recorded in the U.S. Patent and Trademark Office on the dates and on the reels and frames set forth on Annex I hereto.

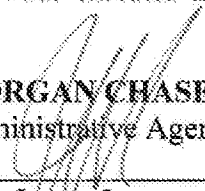
NOW THEREFORE, in consideration of the material covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Administrative Agent hereby **RELEASES**, terminates and discharges, without representation, recourse or warranty whatsoever, all of its rights in, to and under, including its Lien on and security interest in, and right of setoff against, the IP Collateral, whether granted pursuant to the Security Agreement, the IP Security Agreements or any other agreement or document delivered in connection with the Credit Agreement, and the Administrative Agent hereby reassigns any and all such right, title and interest (if any) that the Administrative Agent may have in, to and under the IP Collateral to Company, as applicable.

The Administrative Agent agrees, at Company's expense, to cooperate with Company and to provide Company with the information and additional authorization reasonably required or desirable to effect the release of the Administrative Agent's security interest in the released collateral described herein.

This Release and the rights and obligations of the parties hereto shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Administrative Agent has executed this Release as of the date first above written.


JPMORGAN CHASE BANK, N.A.,
as Administrative Agent

By: _____

Name: Jay A. Isaman

Title: Executive Director

ANNEX I

Confirmatory Grant of Security Interest in United States Trademarks dated as of June 12, 2012, by Upsher-Smith Laboratories, Inc., in favor of Administrative Agent, was recorded with the U.S. Patent and Trademark Office on June 13, 2012 at Reel/Frame No. 4800/0781.

Title	Application No.	Application Date	Registration No.	Registration Date
AMLACTINXL	78/429,148	6/3/2004	3047000	11/7/2006
B-NEXA	77/889681	12/9/2009	4132285	4/24/2012
CLENIA	76/256870	5/14/2001	2948545	5/10/2005
Design (Klor-Con 8- Color Blue)	73/641730	11/28/1987	1477217	2/16/1988
Design (K-Man)	76/256854	5/14/2001	2605860	8/6/2002
FOLGARD	76/049210	5/17/2000	2441142	4/3/2001
FOLGARDOS	78/744585	11/11/2005	3210674	2/20/2007
FOLGARDRX	78/729430	10/8/2005	3207860	2/13/2007
HEMRIL-30	77/403622	2/22/2008	3505042	9/23/2008
JANTOVEN	76/465738	11/12/2002	2858599	6/29/2004
JUNITAS	85/155075	10/18/2010	4050598	11/11/2011
KLOR-CON	73/592767	4/11/1986	1415559	11/4/1986
MICRO- DISPERSIBLE TECHNOLOG	74/662444	4/11/1995	2355456	6/6/2000
Miscellaneous Design	73/641213	11/27/1987	1478136	2/23/1988
NEXA	85/197620	12/14/2010	4011587	8/16/2011
NIACOR	73/759350	10/24/1988	1538898	5/16/1989
NYAMYC	76/465737	11/12/2002	2998626	9/20/2005
P200	76/177286	12/7/2000	2653433	11/26/2002
P400	76/177285	12/7/2000	2580197	6/11/2002
PACERONE	75/028678	12/6/1995	2127660	1/6/1998
PENTOXIL	74/712239	8/7/1995	2186179	9/11/1998
POLYGEL	74/096695	9/13/1990	1757533	3/9/1993
PRENEXA	77/327902	11/13/2007	3588391	3/10/2009

Title	Application No.	Application Date	Registration No.	Registration Date
PREVALITE	74/236957	1/13/1992	1853998	9/13/1994
RMS	73/565075	10/25/1985	1418108	11/25/1986
SLO-NIACIN	73/685403	9/21/1987	1486671	5/3/1988
SORINE	76/181044	12/14/2000	2589801	7/2/2002
SSKI	73/165702	4/10/1978	1142198	12/9/1980
TOPIRAGEN	77/226535	7/11/2007	3793551	5/25/2010
TRIANEX	85/128361	9/13/2010	4046667	10/25/2011
UNISERTS	73/409159	1/13/1983	1270544	3/20/1984
UPSHER-SMITH	74/453221	10/27/1993	1852186	9/6/1994
UPSHER-SMITH	75/862286	12/2/1999	2562881	4/23/2002
UPSHER-SMITH	85/251795	2/25/2011	4048329	11/1/2011
USL	74/437981	9/20/1993	1912963	8/22/1995
VANDAZOLE	78/596193	3/28/2005	3178335	11/28/2006
VEBALYM	85/155057	10/18/2010	4050597	11/1/2011
VERZALI	85/201015	12/17/2010	4079190	1/3/2012
ZATELEP	85/201003	12/17/2010	4079189	1/3/2012

Confirmatory Grant of Security Interest in United States Patents dated as of June 12, 2012, by Upsher-Smith Laboratories, Inc., in favor of Administrative Agent, was recorded with the U.S. Patent and Trademark Office on June 13, 2012 at Reel/Frame No. 028371/0759.

NO.	PATENT NO./ PUBLICATION NO./ SERIAL NO.	DATE ISSUED/ DATE FILED	TITLE:
1.	6780437	08/24/2004	COATED POTASSIUM CHLORIDE GRANULES AND TABLETS
2.	6977081	12/20/2005	FACIAL CREAM COMPOSITION CONTAINING ALLANTOIN
3.	7056534	06/06/2006	COATED POTASSIUM CHLORIDE GRANULES AND TABLETS
4.	8013017	09/06/2011	DERMATOLOGICAL COMPOSITIONS AND METHODS
5.	12650149	12/30/2009	SUSTAINED-RELEASE FORMULATIONS
6.	8362029	01/29/2013	OPIOID-CONTAINING ORAL PHARMACEUTICAL COMPOSITIONS AND METHODS
7.	13198928	08/05/2011	DERMATOLOGICAL COMPOSITIONS AND METHODS
8.	9023390	05/05/2015	SUSTAINED-RELEASE PRODUCT COMPRISING A COMBINATION OF A NON- OPIOID AMINE AND A NON-STEROIDAL ANTIINFLAMMATORY DRUG

Confirmatory Grant of Security Interest in United States Trademarks dated as of September 1, 2015, by Upsher-Smith Laboratories, Inc., in favor of Administrative Agent, was recorded with the U.S. Patent and Trademark Office on September 14, 2015 at Reel/Frame No. 5622/0825.

Title	Country	Application No.	Application Date	Registration No.	Registration Date
I HATE SEIZURES & DESIGN	United States of America	86/575,894	3/25/2015		
UPSHER-SMITH GALAXY	United States of America	86/223,057	3/17/2014	4,765,488	6/30/2015
QUDEXY	United States of America	86/070,577	9/20/2013	4,642,351	11/18/2014
VOGELXO	United States of America	85/920,447	5/1/2013	4,598,222	9/2/2014
FERATAB	United States of America	74/023,686	1/29/1990	1,655,206	9/3/1991

Confirmatory Grant of Security Interest in United States Patents dated as of September 1, 2015, by Upsher-Smith Laboratories, Inc., in favor of Administrative Agent, was recorded with the U.S. Patent and Trademark Office on September 14, 2015 at Reel/Frame No. 036558/0878.

Short Title	Country	Application No.	Filing Date	Patent No.	Issue Date
EXTENDED-RELEASE TOPIRAMATE CAPSULES	United States of America	13/847,042	3/19/2013	8,652,527	2/18/2014
EXTENDED-RELEASE TOPIRAMATE CAPSULES	United States of America	14/731,444	6/5/2015	9,555,005	1/31/2017
EXTENDED-RELEASE TOPIRAMATE CAPSULES	United States of America	14/212,121	3/14/2014	9,101,545	8/11/2015
EXTENDED-RELEASE TOPIRAMATE CAPSULES	United States of America	14/157,646	1/14/2014	8,889,190	11/18/2014
SUSTAINED RELEASE COMPOSITION COMPRISING AN AMINE AS ACTIVE AGENT AND A SALT OF A CYCLIC ORGANIC ACID	United States of America	13/807,174	4/15/2013		
SUSTAINED-RELEASED PRODUCT COMPRISING A COMBINATION OF A NON-OPIOID AMINE AND A NON-STEROIDAL, ANTI-INFLAMMATORY DRUG	United States of America	14/697,891	4/28/2015	9,456,985	10/04/2016
TESTOSTERONE GEL COMPOSITIONS AND RELATED METHODS	United States of America	14/307,085	6/17/2014	9,295,675	3/29/2016
TESTOSTERONE GEL COMPOSITIONS AND RELATED METHODS	United States of America	14/177,765	2/11/2014	8,785,426	7/22/2014
OPIOID-CONTAINING ORAL PHARMACEUTICAL COMPOSITIONS AND METHODS	United States of America	13/715,432	12/14/2012	8,987,291	3/24/2015

TRADEMARK

REEL: 006073 FRAME: 0758

RECORDED: 05/31/2017