

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM477102

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Sancilio Pharmaceuticals Company, Inc.		06/05/2018	Corporation: DELAWARE
Sancilio & Company, Inc.		06/05/2018	Corporation: DELAWARE
Blue Palm Advertising Agency, LLC		06/05/2018	Limited Liability Company: FLORIDA

RECEIVING PARTY DATA

Name:	Midcap Funding XVIII Trust, as Agent
Street Address:	c/o MidCap Financial Services, LLC, As Servicer
Internal Address:	7255 Woodmont Avenue, Suite 200
City:	Bethesda
State/Country:	MARYLAND
Postal Code:	20814
Entity Type:	Statutory Trust: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	4433950	OCEAN BLUE
Serial Number:	85830893	OMEGAPOWER
Serial Number:	85830897	PREPARE
Registration Number:	4118488	MINICAPS
Registration Number:	3869394	LUDENT
Registration Number:	3801019	MVC
Registration Number:	3412283	ICEBOLTZ
Registration Number:	3554899	MYRISTANATE
Registration Number:	3554898	OLCENIC
Registration Number:	5044968	OLCENIC
Registration Number:	3591946	OCEAN BLUE
Registration Number:	4870877	DEVELOPING GOOD SCIENCE INTO GREAT MEDIC
Registration Number:	5215442	ADVANCED LIPID TECHNOLOGIES
Registration Number:	5314532	SANCILIO PHARMACEUTICALS COMPANY, INC.
Registration Number:	4895811	SCI SANCILIO & COMPANY, INC. DEVELOPING

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5032780	ALT
Registration Number:	5058720	OMEGAPOWER
Serial Number:	87110717	ETHYL CERVONATE
Serial Number:	87139990	ABSORVIA
Serial Number:	87181487	CALACTIVE
Serial Number:	87101330	ADVANCED LIPID TECHNOLOGIES
Serial Number:	87234112	OLERALIFE
Serial Number:	87503170	ALL-IN-ONE
Serial Number:	87523640	ALTEMIA
Registration Number:	5422269	MYLK3
Serial Number:	87699213	OMEGA-3 2100
Serial Number:	87850320	

CORRESPONDENCE DATA

Fax Number: 7036106200

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: 7036106100

Email: BoxIP@hoganlovells.com

Correspondent Name: Valerie Brennan of Hogan Lovells US LLP

Address Line 1: 7930 Jones Branch Drive, 9th Floor

Address Line 2: Attn: Box Intellectual Property

Address Line 4: McLean, VIRGINIA 22102-3302

ATTORNEY DOCKET NUMBER: 036639.000021

NAME OF SUBMITTER: Valerie Brennan

SIGNATURE: /VB/

DATE SIGNED: 06/07/2018

Total Attachments: 11

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DEBTOR IN POSSESSION INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Debtor in Possession Intellectual Property Security Agreement is entered into as of the 5th day of June, 2018 by and between MIDCAP FUNDING XVIII TRUST, a Delaware statutory trust ("DIP Agent") and each of SANCILIO PHARMACEUTICALS COMPANY, INC., a Delaware corporation, SANCILIO & COMPANY, INC., a Delaware corporation, and BLUE PALM ADVERTISING AGENCY, LLC, a Florida limited liability company (each, a "Grantor" and collectively, "Grantors").

RECITALS

A. The DIP Lenders have agreed to make certain advances of money and to extend certain financial accommodation to Grantors (the "Credit Extensions") in the amounts and manner set forth in that certain Debtor in Possession Credit and Security Agreement dated as of June 5, 2018, by and among Grantors, as borrowers (collectively, the "Borrowers"), the lenders from time to time party thereto, as lenders (collectively, the "DIP Lenders"), and DIP Agent (as the same may be amended, supplemented, modified, increased, renewed or restated from time to time, the "DIP Credit Agreement"; capitalized terms used herein are used as defined in the DIP Credit Agreement). The DIP Lenders are willing to make the Credit Extensions to Grantors, but only upon the condition, among others, that each Grantor shall grant to DIP Agent, for the ratable benefit of the DIP Lenders, a security interest in certain Copyrights, Trademarks, Patents, and Mask Works (as each term is described below) to secure the obligations of Grantors under the DIP Credit Agreement.

B. Pursuant to the terms of the DIP Credit Agreement, each Grantor has granted to DIP Agent, for the ratable benefit of the DIP Lenders, a security interest in all of Grantor's right, title and interest, whether presently existing or hereafter acquired, in, to and under all of the DIP Collateral.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, as collateral security for the prompt and complete payment when due of its obligations under the DIP Credit Agreement, each Grantor hereby represents, warrants, covenants and agrees as follows:

AGREEMENT

To secure its obligations under the DIP Credit Agreement, each Grantor grants to DIP Agent, for the ratable benefit of the DIP Lenders, a security interest in all of Grantor's right, title and interest in, to and under its intellectual property (all of which shall collectively be called the "Intellectual Property DIP Collateral"), including, without limitation, the following:

(a) Any and all copyright rights, copyright applications, copyright registrations and like protections in each work or authorship and derivative work thereof, whether published or unpublished and whether or not the same also constitutes a trade secret, now or hereafter existing, created, acquired or held, including without limitation those set forth on Exhibit A attached hereto (collectively, the "Copyrights");

(b) Any and all trade secrets, and any and all intellectual property rights in computer software and computer software products now or hereafter existing, created, acquired or held;

(c) Any and all design rights that may be available to such Grantor now or hereafter existing, created, acquired or held;

(d) All patents, patent applications and like protections including, without limitation, improvements, divisions, continuations, renewals, reissues, extensions and continuations-in-part of the same, including without limitation the patents and patent applications set forth on Exhibit B attached hereto (collectively, the "Patents");

(e) Any trademark and servicemark rights, whether registered or not, applications to register and registrations of the same and like protections (provided that no security interest shall be granted in the United States intent-to-use trademark applications to the extent that, and solely during the period in which, the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable federal law), and the entire goodwill of the business of such Grantor connected with and symbolized by such trademarks, including without limitation those set forth on Exhibit C attached hereto (collectively, the "Trademarks");

(f) All mask works or similar rights available for the protection of semiconductor chips, now owned or hereafter acquired, including, without limitation those set forth on Exhibit D attached hereto (collectively, the "Mask Works");

(g) Any and all claims for damages by way of past, present and future infringements of any of the rights included above, with the right, but not the obligation, to sue for and collect such damages for said use or infringement of the intellectual property rights identified above;

(h) All licenses or other rights to use any of the Copyrights, Patents, Trademarks, or Mask Works and all license fees and royalties arising from such use to the extent permitted by such license or rights;

(i) All amendments, extensions, renewals and extensions of any of the Copyrights, Trademarks, Patents, or Mask Works; and

(j) All proceeds and products of the foregoing, including without limitation all payments under insurance or any indemnity or warranty payable in respect of any of the foregoing.

This security interest is granted in conjunction with the security interest granted to DIP Agent, for the ratable benefit of the DIP Lenders, under the DIP Credit Agreement. The rights and remedies of DIP Agent with respect to the security interest granted hereby are in addition to those set forth in the DIP Credit Agreement and the other DIP Financing Documents, and those which are now or hereafter available to DIP Agent as a matter of law or equity. Each right, power and remedy of DIP Agent provided for herein or in the DIP Credit Agreement or any of the DIP Financing Documents, or now or hereafter existing at law or in equity shall be cumulative and concurrent and shall be in addition to every right, power or remedy provided for herein and the exercise by DIP Agent of any one or more of the rights, powers or remedies provided for in this Debtor in Possession Intellectual Property Security Agreement, the DIP Credit Agreement or any of the other DIP Financing Documents, or now or hereafter existing at law or in equity, shall not preclude the simultaneous or later exercise by any person, including DIP Agent, of any or all other rights, powers or remedies.

[Signature pages follow.]

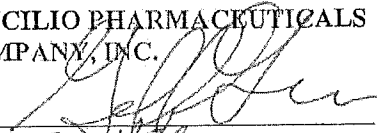
IN WITNESS WHEREOF, the parties have caused this Debtor in Possession Intellectual Property Security Agreement to be duly executed by its officers thereunto duly authorized as of the first date written above.

GRANTORS:


Address of Grantors:

c/o Sancilio Pharmaceuticals Company, Inc.
2129 N. Congress Avenue
Riviera Beach, Florida 33404
Attention: _____
Fax: () _____
E-Mail: _____


**SANCILIO PHARMACEUTICALS
COMPANY, INC.**

By:  (SEAL)
Name: Grant Celass
Title: CEO

SANCILIO & COMPANY, INC.

By:  (SEAL)
Name: Grant Celass
Title: CEO

**BLUE PALM ADVERTISING AGENCY,
LLC**

By:  (SEAL)
Name: Grant Celass
Title: CEO

DIP AGENT:

Address of DIP Agent:

MidCap Funding XVIII Trust
c/o MidCap Financial Services, LLC, as
servicer
7255 Woodmont Avenue, Suite 200
Bethesda, Maryland 20814
Attn: Account Manager for Sancilio transaction

MIDCAP FUNDING XVIII TRUST

By: Apollo Capital Management, L.P., its
investment manager

By: Apollo Capital Management GP, LLC, its
general partner

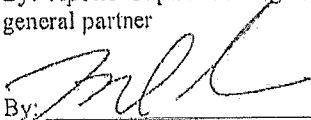
By:  (SEAL)
Name: Michael Levin
Title: Authorized Signatory

EXHIBIT A

Copyrights

No registered copyrights.




EXHIBIT C

Trademarks


Trademark	Country	Owner	Foreign Associate and FA Ref. #	Trademark Application Serial No.	Filing Date	Trademark Reg. No.	International Class (IC) and Description
	United States (US)	Sancilio & Company, Inc.	N/A	85830928	1/24/2013	4433950	IC 005: Dietary and nutritional supplements; dietary food supplements; dietary supplements; pharmaceutical preparations for the prevention of for the prevention of cardiovascular conditions
OMEGAPOWER	United States (US)	Sancilio & Company, Inc.	N/A	85830893	1/24/2013		
PREPARE	United States (US)	Sancilio & Company, Inc.	N/A	85830897	1/24/2013		
MINICAPS	United States (US)	Sancilio & Company, Inc.	N/A	85393965	8/10/2011	4118488	IC 005: Dietary and nutritional supplements; Dietary and nutritional supplements containing Omega-3 fatty acids; Dietary food supplements; Dietary supplements; Nutritional supplements; Nutritional supplements in the form of soft gelatin capsules.
LUDENT	United States (US)	Sancilio & Company, Inc.	N/A	77865700	11/5/2009	3869394	IC 005: Chewable fluoride tablet for the prevention of dental caries
MVC	United States (US)	Sancilio & Company, Inc.	N/A	77778745	7/10/2009	3801019	Class 5: Chewable multivitamin tablets
ICEBOLTZ	United States (US)	Sancilio & Company, LLC (original, but then assigned to other party)	N/A	77067114	12/19/2006	3412283	Class 3: Breath freshener Class 30: Candy; candy mints

MYRISTANATE	United States (US)	Sancilio & Company, Inc.	N/A	77262975	8/23/2007	3554899	Class 1: Naturally occurring combination of myristic acid and myristoleic acid used as an ingredient in the manufacture of dietary and nutritional supplements Class 5: Naturally occurring combination of myristic acid and myristoleic acid for use as a component of dietary and nutritional supplements and as a dietary and nutritional supplement
OLCENIC	United States (US)	Sancilio & Company, Inc.	N/A	77262971	8/23/2007	3554898	Class 1: Naturally occurring combination of oleic acid and cis-vaccenic acid used as an ingredient in the manufacture of dietary and nutritional supplements Class 5: Naturally occurring combination of oleic acid and cis-vaccenic acid for use as a component of dietary and nutritional supplements and as a dietary and nutritional supplement
OLCENIC	United States (US)	Sancilio & Company, Inc.	N/A	86902488	2/9/2016	5044968	IC 005: Nutraceuticals for use as a dietary supplement
OCEAN BLUE	United States (US)	Sancilio & Company, Inc.	N/A	77160905	4/19/2007	3591946	IC 005: Dietary supplements
DEVELOPING GOOD SCIENCE INTO GREAT MEDICINE	United States (US)	Sancilio & Company, Inc.	N/A	86708016	7/29/2015	4870877	IC 005: Dietary and nutritional supplements; Dietary supplements for human consumption; Drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of

							pharmaceuticals; Multi-vitamin preparations; Vitamin supplements.
ADVANCED LIPID TECHNOLOGIES	United States (US)	Sancilio & Company, Inc.	N/A	86628758	5/13/2015	5215442	IC 005: Drug delivery agents consisting of compounds that facilitate delivery of a wide range of pharmaceuticals; Drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of pharmaceuticals; Pharmaceutical preparations for delivery of lipid- based pharmaceutical preparations.
SANCILO PHARMACEUTICALS COMPANY, INC.	US	Sancilio Pharmaceuticals Company, Inc.	N/A	86735268	8/24/2015	5314532	Class 5: Drug delivery agents consisting of compounds that facilitate delivery of a wide range of pharmaceuticals; drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of pharmaceuticals; pharmaceutical preparations for the prevention of various human disorders, namely, sickle cell disease, short bowel syndrome, hypertriglyceridemia, and inflammatory disorders; pharmaceutical preparations for the treatment and prevention of various human disorders, namely, sickle cell disease, short bowel syndrome,

							hypertriglyceridemia, and inflammatory disorders; pharmaceutical preparations for the treatment of various human disorders, namely, sickle cell disease, short bowel syndrome, hypertriglyceridemia, and inflammatory disorders
  	United States (US)	Sancilio & Company, Inc.	N/A	86694358	7/15/2015	4895811	IC 005: Dietary and nutritional supplements; Dietary supplements for human consumption; Drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of pharmaceuticals; Multi-vitamin preparations; Vitamin supplements.
ALT	United States (US)	Sancilio & Company, Inc.	N/A	86628786	5/13/2015	5032780	IC 005: Drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of pharmaceuticals; Pharmaceutical preparations for delivery of lipid-based pharmaceutical preparations

OmegaPower	United States (US)	Sancilio & Company, Inc.	N/A	86924643	3/1/2016	5058720	IC 005: Dietary and nutritional supplements; Dietary food supplements; Dietary supplements
OCEAN BLUE	Europe (CTM)	Sancilio & Company, Inc.	HGF # T235465EP	8939076	3/9/2010	8939076	IC 005: Dietary supplements
ETHYL CERVONATE	United States (US)	Sancilio & Company, Inc.	N/A	87110717	7/20/2016		IC 005: Pharmaceutical preparations for the treatment and prevention of sickle cell disease, short bowel syndrome, hypertriglyceridemia, and inflammatory disorders
ABSORVIA	United States (US)	Sancilio & Company, Inc.	N/A	87139990	8/16/2016		IC 005: prenatal vitamins; nutraceuticals for use as a dietary supplement
CALACTIVE	United States (US)	Sancilio & Company, Inc.	N/A	87181487	9/23/2016		IC 005: Dietary supplements; Dietary supplements consisting primarily of calcium and omega-3.
ADVANCED LIPID TECHNOLOGIES	United States (US)	Sancilio & Company, Inc.	N/A	87101330	7/12/2016	5168729	IC 040: Contract manufacturing in the field of drug delivery agents; IC 042: Pharmaceutical research and development; Scientific research and development
OLERALIFE	United States (US)	Sancilio & Company, Inc.	N/A	87234112	11/11/2016		IC 005: Dietary supplements
ALL-IN-ONE	United States (US)	Sancilio & Company, Inc.	N/A	87503170	6/23/2017		IC 005: Nutritional supplements; Dietary and nutritional supplements containing calcium, omega-3 and D3
SANCILIO PHARMACEUTICALS	China (CN)	Sancilio Pharmaceuticals Company, Inc.	S&F	25543609	7/27/2017		IC 005: Dietary and nutritional supplements; Dietary supplements for human consumption; Drug delivery agents in the form of capsules that provide controlled release of the active ingredients for a wide variety of pharmaceuticals; Multi-vitamin preparations; Vitamin supplements.

OCEAN BLUE	China (CN)	Sancilio Pharmaceuticals Company, Inc.	S&F	25543610	7/27/2017		IC 005: Dietary supplements
ALTEMIA	United States (US)	Sancilio & Company, Inc.	N/A	87/523,640	7/11/2017		IC 005: Pharmaceutical preparations for treatment of lipid imbalances, including sickle cell disease
MYLK3	United States (US)	Sancilio & Company, Inc.	N/A	87/523,681	7/11/2017	5422269	IC 005: Dietary and nutritional supplements containing omega-3, vitamin D, and calcium; Dietary and nutritional supplements
MINICAPS	Europe (EU)	Sancilio & Company, Inc.					
ALT	Europe (EU)	Sancilio & Company, Inc.					
ADVANCED LIPID TECHNOLOGIES	Europe (EU)	Sancilio & Company, Inc.					
OMEGA-3 2100	United States (US)	Sancilio Pharmaceuticals Company, Inc.	N/A	87/699213	11/28/2017		IC005: Nutritional supplements; Dietary and nutritional supplements containing omega-3 fatty acids
	United States (US)	Sancilio & Company, Inc.	N/A	87850320	3/26/2018		