

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------------------------|----------|----------------|-----------------------|
| Wachovia Bank, National Association | | 10/17/2005 | National Association: |

RECEIVING PARTY DATA

| | |
|-----------------|--------------------------------|
| Name: | aaiPharma Inc. |
| Street Address: | Two Greenwich Plaza, 1st Floor |
| City: | Greenwich |
| State/Country: | CONNECTICUT |
| Postal Code: | 06830 |
| Entity Type: | CORPORATION: DELAWARE |

| | |
|-----------------|-------------------------------------|
| Name: | aaiPharma LLC |
| Street Address: | Two Greenwich Plaza, 1st Floor |
| City: | Greenwich |
| State/Country: | CONNECTICUT |
| Postal Code: | 06830 |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------------|----------|------------|
| Registration Number: | 664975 | DARVON |
| Registration Number: | 952573 | DARVON-N |
| Registration Number: | 2797504 | DARVOCET |
| Registration Number: | 2686302 | ROXICODONE |
| Registration Number: | 1861343 | ORAMORPH |
| Serial Number: | 76404992 | ROXICODONE |
| Serial Number: | 78336159 | ROXANOL |
| | | |

900034856

TRADEMARK
REEL: 003183 FRAME: 0021

CH \$265.00 664975

| | | |
|----------------------|----------|---------------|
| Serial Number: | 78508322 | LYNXORB |
| Registration Number: | 949683 | DARVOCET-N |
| Serial Number: | 78267795 | DARVOCET A500 |

CORRESPONDENCE DATA

Fax Number: (212)593-5955

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 2127562388

Email: daniel.angel@srz.com

Correspondent Name: Daniel Angel, Esq.

Address Line 1: 919 Third Avenue

Address Line 4: New York, NEW YORK 10022

| | |
|-------------------------|----------------------------------|
| ATTORNEY DOCKET NUMBER: | 051511/0020 |
| NAME OF SUBMITTER: | Daniel Angel, Esq. (051511/0020) |
| Signature: | /sas for da/ |
| Date: | 10/27/2005 |

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is made and effective as of the date indicated below and is granted by Wachovia Bank, National Association, with offices at 401 South Tryon Street – NC 1179, Charlotte, North Carolina 28288, as collateral agent for holders of aaiPharma Inc. 11% Senior Subordinated Notes due 2010 ("Releasor"), in favor of aaiPharma Inc., a Delaware corporation ("Parent") and aaiPharma LLC, a Delaware limited liability company ("Pharma LLC", and together with Parent, collectively, the "Releasee")

WHEREAS, Releasee and Releasor entered into that certain Security Agreement, dated as of April 23, 2004 (as amended, replaced, superseded or otherwise modified from time to time, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Releasee executed that certain Assignment for Security Trademarks, dated as of April 23, 2004 (as amended, replaced, superseded or otherwise modified from time to time, the "Trademark Security Agreement") in favor of Releasor, pursuant to which Releasee granted to Releasor a lien upon and security interest in, among other things, Releasee's right, title and interest in and to the following property of Releasee, whether then owned or thereafter acquired to secure the payment and performance of the Obligations (as defined in the Security Agreement) (collectively, the "Trademark Collateral");

all Trademarks (as defined in the Security Agreement), listed on Schedule A hereto, together with, among other things, the good-will of the business symbolized by the Trademarks, and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof, any and all damages arising from past, present and future violations thereof.

WHEREAS, certain of the Trademark Collateral, as set forth in Schedule A annexed hereto (the "Released Trademark Collateral"), was sold by Releasee to Xanodyne Pharmaceuticals, Inc. as set forth in the Order Pursuant to Sections 105(a), 363, and 265 of the Bankruptcy Code and Rules 2002, 6004, 6006, and 9014 of the Federal Rules of the Bankruptcy Procedure (i) Authorizing the Debtors' Sale to Xanodyne Pharmaceuticals, Inc. of a Substantial Portion of their Assets, Free and Clear of Liens, Claims, Interests, and Encumbrances; (ii) Approving an Asset Purchase Agreement; and (iii) Authorizing the Assumption, Assignment, and Sale of Certain Executory Contracts and Unexpired Leases, dated as of July 18, 2005 (the "Sale Order"), of the United States Bankruptcy for the District of Delaware in the *aaiPharma Inc.* chapter 11 cases (case numbers 05-11345 and 05-11347 through 11350);

WHEREAS, Releasee has requested that Releasor release and discharge fully its security interest (the "Security Interest") in and to the Released Trademark Collateral; and

WHEREAS, Releasor is willing to release and discharge fully the Security Interest solely in connection with the Released Trademark Collateral set forth in Schedule A.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Releasor, on behalf of itself, its successors, legal representatives and assigns, hereby releases and discharges fully the Security Interest in and to the Released Trademark Collateral reflected in Schedule A annexed hereto, and Releasor hereby reassigns any and all such right, title and interest in and to the Released Trademark Collateral that it may have in the Released Trademark Collateral (if any) to Releasee.

IN WITNESS WHEREOF, Releasor has caused this Release to be duly executed by its officer thereunto duly authorized, as of the 17th day of October 2005.

WACHOVIA BANK, NATIONAL ASSOCIATION,
as collateral agent for holders of aaiPharma Inc. 11%
Senior Subordinated Notes due 2010

By: 

Name: Charles S. Hodges

Title: Vice President

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF North Carolina

SS.:

COUNTY OF Cleveland

On this 17th day of October 2005, before me, the undersigned, personally appeared Charles S. Hodges, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity as Vice President, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Elizabeth E. Roberts
[NOTARY SEAL]

SCHEDULE A
TRADEMARK APPLICATIONS AND REGISTRATIONS

| <u>Country</u> | <u>Mark</u> | <u>Application or Registration No.</u> |
|-----------------------|--------------------|---|
| USA | DARVON | 664,975 |
| USA | DARVON-N | 952,573 |
| USA | DARVOCET-N | 949,683 |
| USA | DARVOCET | 2,797,504 |
| USA | ROXICODONE | 2,686,302 |
| USA | ORAMORPH | 1,861,343 |
| Mexico | ROXICODONE | 780998 |
| USA | DARVOCET – A500 | 78/267,795 |
| USA | ROXICODONE Logo | 76/404,992 |
| USA | ROXANOL | 78/336,159 |
| USA | LYNXORB | 78/508,322 |
| Argentina | DARVOCET | 2534485 |
| Madrid Protocol | DARVOCET | Pending |
| Canada | ROXICODONE | 1156716 |