

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

aaiPharma, Inc.
aaiPharma, L.L.C.

- Individual(s)
- General Partnership
- Corporation- State: Delaware
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Xanodyne Pharmaceuticals, Inc.

Internal

Address: Suite 300

Street Address: 7300 Turfway Road

City: Florence

State: KY

Country: USA Zip: 41042

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship USA
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) September 21, 2005

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
78/508,322

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
LYNXORB

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Kurt A. Summe

Internal Address: Wood, Herron & Evans, L.L.P.

2700 Carew Tower

Street Address: 441 Vine Street

City: Cincinnati

State: OH Zip: 45202

Phone Number: 513-241-2324

Fax Number: 513-421-7269

Email Address: ksumme@whepatent.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 23-3000

Authorized User Name WHE

9. Signature:



Signature

Kurt A. Summe

Name of Person Signing

12/5/05
Date

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$40.00 233000 78508322

**AMENDMENT
TO
TRADEMARK ASSIGNMENT**

This Amendment to the Trademark Assignment (as defined below), dated as of September 21, 2005 (this "Amendment"), is by and between Xanodyne Pharmaceuticals, Inc., a Delaware corporation ("Purchaser"), aaiPharma Inc., a Delaware corporation ("Parent"), and aaiPharma, LLC, a Delaware limited liability company (together with Parent, "Sellers", and with Purchaser, collectively the "Parties", and each a "Party").

RECITALS

- A. This Amendment amends that certain Trademark Assignment by and among Sellers and Purchaser, dated as of July 25, 2005 (the "Trademark Assignment").
- B. Sellers and Purchaser desire to modify the Trademark Assignment upon the terms and conditions set forth in this Amendment.
- C. Capitalized terms contained herein shall have the meaning ascribed to them in the Trademark Assignment, unless otherwise expressly set forth herein.

AGREEMENT

NOW, THEREFORE, Sellers and Purchaser hereby agree as follows:

**ARTICLE I
AMENDMENTS**

Section 1.1 Schedule A of the Trademark Assignment is hereby amended and restated in its entirety to read as set forth in Annex A hereto.

**ARTICLE II
MISCELLANEOUS**

Section 2.1 This Amendment contains the entire agreement of the Parties with respect to the subject matter covered in this Amendment.

Section 2.2 This Amendment shall be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and performed in such State.

Section 2.3 Except as amended hereby, all terms, conditions and provisions of the Trademark Assignment remain in full force and effect, and the Trademark Assignment, as amended by this Amendment, shall continue in full force and effect.

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**TRADEMARK
REEL: 003237 FRAME: 0100**

Section 2.4 This Amendment may be executed in two or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the Parties and delivered to the other Party.

[Signature Page Immediately Follows]

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first written above.

XANODYNE PHARMACEUTICALS, INC.

By: William A. Nuerge
Name: William A. Nuerge
Title: Chief Executive Officer

AAIPHARMA INC.

By: _____
Name:
Title:

AAIPHARMA, LLC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be executed by their respective officers thereunto duly authorized, as of the date first written above.

XANODYNE PHARMACEUTICALS, INC.

By: _____
Name: William A. Nuerge
Title: Chief Executive Officer

AAIPHARMA INC.

By: *L. J. Reynders*
Name: Ludo J. Reynders
Title: President and CEO



AAIPHARMA, LLC.

By: *L. J. Reynders*
Name: Ludo J. Reynders
Title: President and CEO

ANNEX A

SCHEDULE A**1. Registered Trademarks (United States)**

Trademark Name	Registration No.	Issue Date
DARVON	664,975	June 29, 1958
DARVON-N	952,573	February 6, 1973
DARVOCET-N	949,683	January 2, 1973
DARVOCET	2,797,504	December 23, 2003
ROXICODONE	2,686,302	February 11, 2003
ORAMORPH	1,861,343	November 1, 1994

2. Trademark Applications Pending (United States)

Trademark Name	Application No	Filing Date
DARVOCET - A500	78/267,795	June 27, 2003
ROXICODONE Logo	76/404,992	May 8, 2002
ROXANOL	78/336,159	December 4, 2003
LYNXORB	78/508,322	October 29, 2004

3. Registered Trademarks (Foreign)

Country	Trademark	Registration No.	Issue Date
Mexico	ROXICODONE	780998	February 27, 2003
Madrid Protocol	DARVOCET	0851938	September 15, 2004

4. Trademark Applications Pending (Foreign)

Country	Trademark	Status	Application No.	Filing Date
Argentina	DARVOCET	Pending	2534485	11-Aug-04
Canada	ROXICODONE	Published	1156716	24-Oct-02