

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AAI Pharma Inc.		07/15/2009	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	AAI Pharma Services Corp.
Street Address:	2320 Scientific Park Drive
City:	Wilmington
State/Country:	NORTH CAROLINA
Postal Code:	28405
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	1647669	AAI
Registration Number:	2989410	AAI DEVELOPMENT SERVICES
Registration Number:	2887836	AAI DEVELOPMENT SERVICES
Registration Number:	2723850	AAIPHARMA
Registration Number:	1622884	APPLIED ANALYTICAL INDUSTRIES
Registration Number:	2715555	DEVELOPING CHEMISTRY INTO MEDICINE
Registration Number:	2953435	GET IT RIGHT. ON TIME.
Registration Number:	3314132	IT'S THE CHEMISTRY
Registration Number:	2672325	PROMELT
Registration Number:	2823015	PROSLO
Registration Number:	2346573	PROSORB
Registration Number:	2672324	PROSPHER
Registration Number:	2759076	WITHIN THE SCIENCE LIES THE MEDICINE THAT WILL CHANGE A LIFE

CH \$415.00 1647669

Serial Number:	78706179	AAI
Serial Number:	78706184	AAI AAIPHARMA
Serial Number:	77000816	PROLONICAQ

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-862-6371
Email: renee.prescan@kirkland.com
Correspondent Name: Renee Prescan
Address Line 1: 300 North LaSalle Street
Address Line 2: Kirkland & Ellis LLP
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	41984-36 RMP
NAME OF SUBMITTER:	Renee M. Prescan
Signature:	/Renee M. Prescan/
Date:	07/17/2009

Total Attachments: 9

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and entered into as of JULY 15, 2009 ("Effective Date") by and between **AAIPharma Inc.**, a Delaware corporation, with its principal office at 2320 Scientific Park Drive, Wilmington, North Carolina 28405, USA ("Assignor"), and **AAIPharma Services Corp.**, a Delaware corporation, with its principal office at 2320 Scientific Park Drive, Wilmington, North Carolina 28405, USA ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Asset Purchase Agreement dated JULY 15, 2009 (the "Agreement");

WHEREAS, pursuant to the Agreement, Assignor wishes to assign to Assignee, and Assignee wishes to acquire from Assignor, the United States trademark registrations set forth on Schedule A attached hereto, the United States applications for trademark registration set forth on Schedule B attached hereto, the foreign trademark registrations set forth on Schedule C attached hereto, the foreign applications for trademark registrations set forth on Schedule D attached hereto, the unregistered trademarks set forth on Schedule E attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks"); and

WHEREAS, Assignee is a successor to Assignor's business, and that business is ongoing and existing.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby request the Commissioner of Patents and Trademarks, and the corresponding entities or agencies in any applicable foreign countries, to record Assignee as the assignee and owner of the Marks.

* * * * *

IN WITNESS WHEREOF, Assignor, and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

AAIPHARMA INC.

Luís Reganadas
Name: *Luís Reganadas*
Title: *CEO*

AAIPHARMA SERVICES CORP.

Name: _____
Title: _____

IN WITNESS WHEREOF, Assignor, and Assignee have caused this Assignment to be executed by their duly authorized representatives as of the Effective Date.

AAIPHARMA INC.

Name: _____

Title: _____


AAIPHARMA SERVICES CORP.


Name: Eric Lev

Title: VICE PRESIDENT



SCHEDULE A

U.S. TRADEMARK REGISTRATIONS

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Assignor
AAI	74/066458 6/6/1990	1647669 6/11/1991	AAIPharma Inc.
AAI DEVELOPMENT SERVICES	78/432082 6/9/2004	2989410 8/30/2005	AAIPharma Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	78/249649 5/14/2003	2887836 9/21/2004	AAIPharma, Inc.
AAIPHARMA	76/424601 6/21/2002	2723850 6/10/2003	AAIPharma Inc.
APPLIED ANALYTICAL INDUSTRIES	73/813175 7/17/1989	1622884 11/13/1990	AAIPharma Inc.
DEVELOPING CHEMISTRY INTO MEDICINE	76/423790 6/24/2002	2715555 5/13/2003	AAIPharma Inc.
GET IT RIGHT. ON TIME.	78/249415 5/14/2003	2953435 5/17/2005	AAIPharma, Inc.
IT'S THE CHEMISTRY	78/774604 12/15/2005	3314132 10/16/2007	AAIPharma, Inc.
PROMELT	78/115136 3/15/2002	2672325 1/7/2003	AAIPharma, Inc.
PROSLO	78/115082 3/15/2002	2823015 3/16/2004	AAIPharma, Inc.
PROSORB	75/544030 8/28/1998	2346573 5/2/2000	AAIPharma, Inc.
PROSPHER	78/115134 3/15/2002	2672324 1/7/2003	AAIPharma, Inc.
WITHIN THE SCIENCE LIES THE MEDICINE THAT WILL CHANGE A LIFE	78/181811 11/5/2002	2759076 9/2/2003	AAIPharma, Inc.







SCHEDULE B





U.S. TRADEMARK APPLICATIONS

Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Assignor
AAI & DESIGN 	78/706179 9/2/2005		AAIPharma, Inc.
AAI AAIPHARMA & DESIGN  AAIPHARMA	78/706184 9/2/2005		AAIPharma, Inc.
PROLONICAQ ProLonicAQ	77/000816 9/15/2006		AAIPharma, Inc.

SCHEDULE C

FOREIGN TRADEMARK REGISTRATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
AAI & DESIGN  AAI	Canada	0831502 12/13/1996	TMA494950 5/20/1998	AAIPharma Inc.
AAI DESIGN 	Canada	0831503 12/13/1996	TMA503179 10/28/1998	AAIPharma Inc.
AAI DEVELOPMENT SERVICES	Canada	1220741 6/17/2004	TMA678532 12/19/2006	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	Canada	1220615 6/16/2004	TMA668842 7/27/2006	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES	China	4185078 7/23/2004	4185078 5/21/2008	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	China	4185075 7/23/2004	4185075 5/21/2008	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES	Community Trademark	3886207 6/15/2004	3886207 8/23/2005	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	Community Trademark	3887356 6/16/2004	3887536 9/1/2005	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES	Japan	2004-059316 6/28/2004	4871193 6/10/2005	AAIPharma Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	Japan	2004-059317 6/28/2004	4871194 6/10/2005	AAIPharma Inc.
AAI DEVELOPMENT SERVICES	Mexico	664185 6/29/2004	873079 3/28/2005	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES	Mexico	664184 6/29/2004	878653 4/27/2005	AAIPharma, Inc.

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
AAI DEVELOPMENT SERVICES & DESIGN 	Mexico	664186 6/29/2004	864895 12/17/2004	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	Mexico	664187 6/29/2004	867626 2/22/2005	AAIPharma, Inc.
AAI DEVELOPMENT SERVICES	South Korea	41-2004-13139 6/14/2004	119616 8/8/2005	AAIPharma Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	South Korea	41-2004-13138 6/14/2004	119614 8/8/2005	AAIPharma Inc.
AAI DEVELOPMENT SERVICES	Taiwan	93027599 6/15/2004	1155363 5/16/2003	AAIPharma Inc.
AAI DEVELOPMENT SERVICES & DESIGN 	Taiwan	93027600 6/15/2004	1155364 5/16/2005	AAIPharma Inc.

SCHEDULE D

FOREIGN TRADEMARK APPLICATIONS

Mark	Jurisdiction	Serial No./ Filing Date	Reg. No./ Reg. Date	Current Owner
AAI DEVELOPMENT SERVICES	China	4185077 7/23/2004		AAIPharma, Inc.

SCHEDULE E

UNREGISTERED TRADEMARKS

MERCURY™

PROCR™

PROLIPID

PROLIQUITAB

PROLONIC