

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
PediaMed Pharmaceuticals, Inc.		04/02/2007	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Financial Resource Associates, Inc.		
<b>Street Address:</b>	10901 Reed Hartman Highway		
<b>Internal Address:</b>	Suite 320		
<b>City:</b>	Cincinnati		
<b>State/Country:</b>	OHIO		
<b>Postal Code:</b>	45242		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2747784	PEDIAMED	
Registration Number:	2949122	KIDPLIANCE	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(513)241-6234		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	513-241-2324		
Email:	djefferies@whepatent.com		
Correspondent Name:	David E. Jefferies		
Address Line 1:	Wood, Herron & Evans, LLP		
Address Line 2:	441 Vine Street		
Address Line 4:	Cincinnati, OHIO 45202		
ATTORNEY DOCKET NUMBER:	PEDI-01		
NAME OF SUBMITTER:	David E. Jefferies		

OP \$65.00 2747784

**900140470**

**TRADEMARK  
 REEL: 004039 FRAME: 0904**

Signature:	/David E. Jefferies/
Date:	08/07/2009
<p>Total Attachments: 28</p> <p>source=PEDI-01_Assignment1#page1.tif source=PEDI-01_Assignment1#page2.tif source=PEDI-01_Assignment1#page3.tif source=PEDI-01_Assignment1#page4.tif source=PEDI-01_Assignment1#page5.tif source=PEDI-01_Assignment1#page6.tif source=PEDI-01_Assignment1#page7.tif source=PEDI-01_Assignment1#page8.tif source=PEDI-01_Assignment1#page9.tif source=PEDI-01_Assignment1#page10.tif source=PEDI-01_Assignment1#page11.tif source=PEDI-01_Assignment1#page12.tif source=PEDI-01_Assignment1#page13.tif source=PEDI-01_Assignment1#page14.tif source=PEDI-01_Assignment1#page15.tif source=PEDI-01_Assignment1#page16.tif source=PEDI-01_Assignment1#page17.tif source=PEDI-01_Assignment1#page18.tif source=PEDI-01_Assignment1#page19.tif source=PEDI-01_Assignment1#page20.tif source=PEDI-01_Assignment1#page21.tif source=PEDI-01_Assignment1#page22.tif source=PEDI-01_Assignment1#page23.tif source=PEDI-01_Assignment1#page24.tif source=PEDI-01_Assignment1#page25.tif source=PEDI-01_Assignment1#page26.tif source=PEDI-01_Assignment1#page27.tif source=PEDI-01_Assignment1#page28.tif</p>	

4/6/07

# COPY

PEDIAMED PHARMACEUTICALS, INC.

## DEED OF ASSIGNMENT FOR THE BENEFIT OF CREDITORS

This DEED OF ASSIGNMENT FOR THE BENEFIT OF CREDITORS is made by PediaMed Pharmaceuticals, Inc. (the "Company"), a Delaware corporation with a principal place of business in the City of Florence, County of Boone, Commonwealth of Kentucky. The Company, being indebted to creditors and unable to pay said debts, and pursuant to a resolution adopted and passed by the board of directors of the Company, desires to convey all of its property in trust for the benefit of its creditors in accordance with KRS Chapter 379.00, to wit:

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Now, therefore, the Company hereby grants, assigns, transfers, and sets-over to Financial Resource Associates, Inc., an Ohio Corporation (the "Assignee"), for the benefit of all the Company's creditors, title to all property of any description, real and personal, along with all deeds, books and papers relating thereto, belonging to the Company, wherever the same may be situated, except such property as is by law exempt from execution; to have and to hold the same unto said Assignee in trust, to sell and dispose of said real and personal property, and to collect, sue for, and demand, receive and recover all such sums of money as may or may become due, owing, and payable on any promissory notes, debts, chose in action, evidences of debt, claims, and demands, and then in trust to apply the proceeds arising from them as follows:

First: To pay the reasonable costs and expenses (including legal fees and court costs) of executing and administering the trust hereby created, including reasonable compensation to Assignee for its services.

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RENK PING, CLERK

to be of record today 4-5-07  
Stacy Adams, DC

Second: To pay creditors the sums that may be due and owing to them from the Company; provided, however, that if there shall not be sufficient funds with which to pay all said debts, then the said debts are to be paid ratably and in proportion, in accordance with KRS § 379.010(1) and with the priorities as set forth in Chapter 379.00 of the Kentucky Revised Statutes.

Third: If the proceeds shall be more than sufficient to pay and satisfy every one of the Company's creditors, then the balance that may be left, is to be paid ratably and in proportion, based on the priorities set out in the corporate documents, to the Company's shareholders.

The Company hereby nominates, constitutes, and appoints Assignee the Company's true and lawful attorney to execute the trust hereby created; giving and granting unto said Assignee full power and authority to do and perform every act and deed, and thing necessary in connection with the execution of this trust as fully and to all intents and purposes as allowed by Kentucky Revised Statute § 379.010, *et seq.* and as the company might or could do if this assignment had not been made, with full power of substitution and revocation, hereby ratifying and confirming all that Assignee or Assignee's substitute may lawfully do or cause to be done by virtue hereof.

Further, the Assignee, in performing the duties and obligations created by this trust, shall have full and sole authority to perform all acts of the Company necessary and appropriate in the winding up and dissolution of the Company, including, but not limited to the retention of an accountant to prepare any tax returns, and performance of any other administrative functions as may be necessary.

Unless otherwise ordered by the Boone County Civil District Court, pursuant to KRS § 379.030, no bond shall be required of the Assignee, and no bond is being requested by the secured creditors, for the faithful performance of the Assignee's duties in connection with the execution of this trust.

IN WITNESS WHEREOF, Thomas Jennings, President, PediaMed Pharmaceuticals, Inc. has hereunto set his hand this 2<sup>nd</sup> day of April, 2007.

Signed and acknowledged by:


PediaMed Pharmaceuticals, Inc.

By: Thomas Jennings  
Thomas Jennings, President

State of Ohio Mad  
~~COMMONWEALTH OF KENTUCKY~~ )  
COUNTY OF BOONE Hamilton Mad )      SS:

Before me, the Subscriber, a Notary Public in and for said County and Commonwealth, personally appeared, Thomas Jennings, President of PediaMed Pharmaceuticals, Inc., a Delaware corporation, who acknowledged he did sign said instrument as such officer, and that execution of said instrument is his free and voluntary act and deed individually and as such officer, and the free and voluntary act and deed of PediaMed Pharmaceuticals, Inc.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal this 2<sup>nd</sup> day of April, 2007.

Michael Bailey  
Notary Public  
  
MICHAEL GERARD BAILEY  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date, Section 147.03 O.R.C.

**ACCEPTANCE BY ASSIGNEE**

Leonard Z. Eppel of Financial Resource Associates, Inc., an Ohio Corporation, hereby accepts the trust created by the above instrument, and agrees to faithfully perform the same.

Financial Resource Associates, Inc.

Date: 4/3/07

By: *Leonard Z. Eppel, President*  
Leonard Z. Eppel, President

STATE OF OHIO )  
 ) SS:  
COUNTY OF HAMILTON )

Before me, the Subscriber, a Notary Public in and for said County and State, personally appeared, Leonard Z. Eppel, President of Financial Resource Associates, Inc. of Cincinnati, OH, an Ohio corporation, who acknowledged he did sign said instrument as such officer, and that execution of said instrument as his free and voluntary act and deed individually and as such officer, and the free and voluntary act and deed of Financial Resource Associates, Inc.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial Seal this 3rd day of April, 2007.

*Cheryl Lynne Borland*  
Notary Public

Prepared by:

*Patrick Burns*

Patrick Burns  
Dinsmore & Shohl LLP  
255 East Fifth Street  
Suite 1900  
Cincinnati, Ohio 45202



CHERYL LYNNE BORLAND  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date. Section 147.03 O.R.C

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~~07-01-798~~

FILED  
BOONE CIRCUIT/DISTRICT COURT  
APR 10 2007  
DIANNE MURRAY, CLERK  
BY: *[Signature]* DC

COMMONWEALTH OF KENTUCKY  
BOONE DISTRICT COURT  
CIVIL DIVISION

IN THE MATTER OF: )  
 )  
PEDIAMED PHARMACEUTICALS, INC. )

07-C-00862

**AFFIDAVIT OF THOMAS JENNINGS, PRESIDENT OF  
PEDIAMED PHARMACEUTICALS, INC., PURSUANT TO KRS § 379.020(3)**

Thomas P. Jennings, being first duly sworn, deposes and says as follows:

1. My name is Thomas P. Jennings. I am currently the President of PediaMed Pharmaceuticals, Inc., a Delaware corporation (the "Company") and will be until such time as the Company files the Deed of Assignment, as defined herein. I have personal knowledge of the facts set forth herein. To the extent that I rely upon the books and records of the Company in making one or more statements herein, I believe such books and records are accurate to the best of my knowledge, information and belief.

2. Pursuant to Kentucky Revised Statutes Chapter 379.00, *et seq.*, by a Deed of Assignment for the Benefit of Creditors dated April 5, 2007 (the "Deed of Assignment"), the Company granted, assigned, transferred, conveyed and set-over to Financial Resource Associates, Inc. of Cincinnati, Ohio (the "Assignee"), for the benefit of all the Company's creditors, title to all of the Company's property of any description, real and personal, together with all deeds, books and papers relating thereto, belonging to the Company, wherever the same may be situated, except such property as is by law exempt from execution.

3. On April 5, 2007, the Deed of Assignment was recorded in the Boone County Clerk's Office, pursuant to KRS § 379.020(1).

4. Pursuant to KRS § 379.020(3), the Company is required, within five (5) days of the date that the Deed of Assignment is lodged for recording, to file in the Clerk's Office for Boone

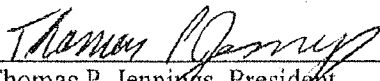
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County a schedule under oath setting for the general nature and full value of the property assigned to the Assignee, together with a list of the Company's creditors, their post office address, the amount due each and whether secured by a lien or not. This Affidavit is being filed pursuant to KRS § 379.020(3).

5. Attached hereto as Exhibits 1-A, 1-B, 1-C, 1-D, and 1-E are schedules setting forth the general nature and full value of the property, including fixed assets, inventory, and intellectual property, assigned to the Assignee by the Deed of Assignment.

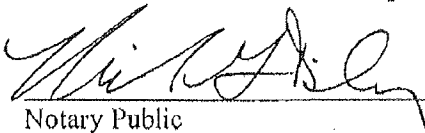
6. Attached hereto as Exhibits 2-A and 2-B are a list of the Company's creditors, their post office address, the amount due each and whether secured by a lien or not.

Further affiant sayeth naught, this the 5<sup>th</sup> day of April, 2007.

  
Thomas P. Jennings, President  
PediaMed Pharmaceuticals, Inc.

State of Ohio med  
COMMONWEALTH OF KENTUCKY )  
COUNTY OF ~~BOONE~~ Hamilton ) SS:

The foregoing Affidavit subscribed, sworn and duly acknowledged before me by Thomas P. Jennings, as the President of PediaMed Pharmaceuticals, Inc., a Delaware corporation, this the 2<sup>nd</sup> day of April, 2007.

  
Notary Public  
My Commission expires: 1 / 12

Prepared by:



Patrick Burns  
Dinsmore & Shohl LLP  
255 East Fifth Street  
Suite 1900  
Cincinnati, Ohio 45202



MICHAEL GERARD DAILEY  
Attorney at Law  
Notary Public, State of Ohio  
My Commission Has No Expiration  
Date, Section 147.03 O.R.C.

BOONE COUNTY  
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Accum. Health Life Insurance

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**Exhibit 1-D**

*Pediatric Pharmaceuticals, Inc.*

*Asset listing*

*Other Assets*

Description	Value	Basis	Description
MDDP Technology and IP	Undetermined	N/A	See attached patent status chart
WISP Technology and IP	Undetermined	N/A	See attached patent status chart
Autoinjector technology and IP	Undetermined	N/A	See attached patent status chart
Epinephrine ANDA formulation	Undetermined	N/A	See attached patent status chart
Epinephrine NDA formulations	Undetermined	N/A	See attached patent status chart
Compliance Marker patent	Undetermined	N/A	See attached patent status chart

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**PEDIAMED PHARMACEUTICALS, INC. PATENT STATUS CHART**  
 Information updated through January 9, 2007

WI&E Ref. No.	Description, Title (Informal Title)	Filing Date, Priority	Serial No.	Inventor
PEDI-13	EFFERVESCENT AND EFFERVESCENT- DISPERSION TABLETS FOR MEDICAMENTS AND METHODS OF USE THEREOF (Foreign rights assigned to Dr. Gonzales)	10/01/03	10/676,408	Gonzales
PEDI-14A	ORAL MEDICAMENT DELIVERY SYSTEM	12/19/03	10/741,873	Gonzales Hughes Gonzales
PEDI-14WO	ORAL MEDICAMENT DELIVERY SYSTEM CA, EP, JP, MX	12/17/04 12/19/03	US2004/42814	Gonzales Hughes Gonzales
PEDI-14CA	ORAL MEDICAMENT DELIVERY SYSTEM	12/17/04 12/19/03	Not yet assigned.	Gonzales Hughes Gonzales
PEDI-14EP	ORAL MEDICAMENT DELIVERY SYSTEM	12/17/04 12/19/03	Not yet assigned.	Gonzales Hughes Gonzales
PEDI-14JP	ORAL MEDICAMENT DELIVERY SYSTEM	12/17/04 12/19/03	Not yet assigned.	Gonzales Hughes Gonzales

**PEDIAMED PHARMACEUTICALS, INC. PATENT STATUS CHART**  
 Information updated through January 9, 2007

WH&E Ref. No.	Description, Title (Informal Title)	Filing Date, Priority	Serial No.	Inventor
PEDI-14MX	ORAL MEDICAMENT DELIVERY SYSTEM	12/17/04 12/19/03	Not yet assigned.	Gonzales Hughes Gonzales
PEDI-15AI	AUTOMATIC INJECTION DEVICE	4/02/04	10/817,224	Gonzales Huddleston Hughes
PEDI-15WO	AUTOMATIC INJECTION DEVICE	3/25/05 3/30/04	US2005/009913	Gonzales Huddleston Hughes
PEDI-17	MULTI-SITE DRUG DELIVERY PLATFORM	11/6/03	10/702,893	Gonzales Manfredi
PEDI-17WO	MULTI-SITE DRUG DELIVERY PLATFORM CA, EP, JP, MX	11/05/04 11/06/03	US04/036935	Gonzales Manfredi
PEDI-17CA	MULTI-SITE DRUG DELIVERY PLATFORM	11/06/03	Not yet assigned.	Gonzales Manfredi
PEDI-17EP	MULTI-SITE DRUG DELIVERY PLATFORM	11/06/03	Not yet assigned.	Gonzales Manfredi
PEDI-17JP	MULTI-SITE DRUG DELIVERY PLATFORM	11/06/03	Not yet assigned.	Gonzales Manfredi

**PEDIAMED PHARMACEUTICALS, INC. PATENT STATUS CHART**  
 Information updated through January 9, 2007

WI&E Ref. No.	Description, Title (Informal Title)	Filing Date, Priority	Serial No.	Inventor
PEDI-17MX	MULTI-SITE DRUG DELIVERY PLATFORM	11/06/03	Not yet assigned.	Gonzales Manfredi
PEDI-27 (formerly XANO 09, formerly UNSP-04)	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	1/17/01	09/765,151	Gonzales Griggs
PEDI-27DV	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	4/26/06	11/380,344	Gonzales
PEDI-27WO (formerly XANO-09WO)	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN AU, CA, EP, JP	1/17/02 1/10/01	PCT/US02/01167	Gonzales Griggs
PEDI-15CP	AUTOMATED INJECTION DEVICE	Not yet filed	Not yet filed	Gonzalez Huddleston Hughes
N/A	FORMULATIONS FOR EPINEPHRINE	8/28/06	60/847,823	Bruss McCarty West

**PEDIAMED PHARMACEUTICALS, INC. PATENT STATUS CHART**  
 Information updated through January 9, 2007

WH&E Ref. No.	Description, Title (Informal Title)	Filing Date, Priority	Serial No.	Inventor
PEDI-27AU	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	1/17/02 1/17/01	2002/239927	Gonzales Griggs
PEDI-27CA	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	1/17/02 1/17/01	2434029	Gonzales Griggs
PEDI-27EP	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	1/17/02 1/17/01	02705800.7	Gonzales Griggs
PEDI-27JP	COMBINATION AND METHOD INCLUDING A VISUAL MARKER FOR DETERMINING COMPLIANCE WITH A MEDICATION REGIMEN	1/17/02 1/17/01	2002-557426	Gonzales Griggs
PEDI-28 (formerly XANO-21)	COMPOSITIONS INCLUDING A VISUAL MARKER AND METHOD OF USE THEREOF	3/26/03	10/397,392	Hesley Gonzales
PEDI-28AU	COMPOSITIONS INCLUDING A VISUAL MARKER AND METHOD OF USE THEREOF	3/24/04 3/26/03	2004/201228	Hesley Gonzales

**PEDIAMED PHARMACEUTICALS, INC. PATENT STATUS CHART**  
 Information updated through January 9, 2007

WH&E Ref. No.	Description, Title (Informal Title)	Filing Date, Priority	Serial No.	Inventor
PEDI-28CA	COMPOSITIONS INCLUDING A VISUAL MARKER AND METHOD OF USE THEREOF	3/24/04 3/26/03	2461281	Heasley Gonzales
PEDI-28EP	COMPOSITIONS INCLUDING A VISUAL MARKER AND METHOD OF USE THEREOF	3/24/04 3/26/03	04251702.9	Heasley Gonzales
PEDI-28JP	COMPOSITIONS INCLUDING A VISUAL MARKER AND METHOD OF USE THEREOF	3/24/04 3/26/03	2004-90571	Heasley Gonzales

BOONE COUNTY  
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**TRADEMARK**  
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Exhibit 1-E

PEDIAMED PHARMACEUTICALS, INC. TRADEMARK STATUS CHART

Information updated through January 9, 2007

WH&E Ref. No.	Mark	Filing Date	Serial No.	Registration No./Date
PEDI-02	PEDIAMED	06/02/00	76/061,534	2,747,784 08/05/03
PEDI-03	MISCELLANEOUS DESIGN (PEDIAMED)	06/02/00	76/061,533	2,660,235 12/10/02
PEDI-12	KIDPLIANCE	03/27/03	76/501,935	2,949,122 5/10/05
PEDI-12CA	KIDPLIANCE (CANADA)	9/23/03	1191472	
PEDI-12EU	KIDPLIANCE (EUROPE)	10/15/03	003372281	3372281
PEDI-12MX	KIDPLIANCE (MEXICO)	9/29/03	621350	824417 3/9/04
PEDI-18	DO MORE	11/14/03	76/559,875	
PEDI-19	PEDIAPEN	11/14/03	76/559,898	
PEDI-32	KIDFIRMED NO FOREIGN	05/12/04	76/591,829	
PEDI-33	KIDVENIENCE NO FOREIGN	05/12/04	76/591,687	
PEDI-35	THE PEDIATRICS COMPANY (Abandoned)	06/03/04	76/595,630	

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COUNTY: BOONE COUNTY CLERK  
DEPUTY CLERK: STACY  
BOOK MC1075 PAGES 224 - 247

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