

2/27/04

03-01-2004

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings



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

To the Honorable Commissioner of Patents and Trademarks. Please forward the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sun Pharmaceuticals Corp.

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

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

Execution Date: February 19, 2004

2. Name and address of receiving party(ies)

Name: General Electric Capital Corporation, as Agent

Internal Address: 6th Floor

Street Address: 201 Merritt 7

City: Norwalk State: CT Zip: 06856-5201

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

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)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See continuation of item 4 attached

B. Trademark Registration No.(s) See continuation of item 4 attached

Additional number(s) attached Yes No

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

Name: Linda R. Kastner

Internal Address: c/o Latham & Watkins LLP

Suite 5800, Sears Tower

Street Address:

233 S. Wacker Drive

City: Chicago State: IL Zip: 60606

6. Total number of applications and registrations involved:

47

7. Total fee (37 CFR 3.41).....\$ 1190.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Linda R. Kastner

Name of Person Signing

Signature

2/26/04

Date

14

03/01/2004 DRYRNE 00000019 1982912

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

01 FC:8521
02 FC:8522
03 FC:8523

40.00 OP
1150.00 OP
120.00 OP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 002804 FRAME: 0884

Trademarks held by Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
...GET ON THE BOAT!	1982912	Registered	June 25, 1996	Sun Pharmaceuticals Corp.
...GET ON THE BOAT!	1922356	Registered	September 26, 1995	Sun Pharmaceuticals Corp.
ACTION SPORT	2181101	Registered	August 11, 1998	Sun Pharmaceuticals Corp.
ACTIVE SPORT	2428895	Registered	February 13, 2001	Sun Pharmaceuticals Corp.
ANTI-BURN SYSTEM	76243009	Published – Intent to Use	April 17, 2001	Sun Pharmaceuticals Corp.
AQUASHIELD H2O & Design	73239798	Published – Intent to Use	April 19, 2003	Sun Pharmaceuticals Corp.
ARCTIC ALOE	2155395	Registered	May 5, 1998	Sun Pharmaceuticals Corp.
ATOMIC	2207642	Registered	December 1, 1998	Sun Pharmaceuticals Corp.
BANANA BOAT	2210661	Registered	December 15, 1998	Sun Pharmaceuticals Corp.
BANANA BOAT	1754761	Registered	March 2, 1993	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
BANANA BOAT	1093524	Renewed	June 20, 1978	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	1992718	Registered	August 13, 1996	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	1992717	Registered	August 13, 1996	Sun Pharmaceuticals Corp.
BANANA BOAT & Design	2307463	Registered	January 11, 2000	Sun Pharmaceuticals Corp.
BANANA BOAT SURF	78140124	Allowed – Intent to Use	June 25, 2003	Sun Pharmaceuticals Corp.
BEACHBLASTER	2021196	Registered	December 3, 1996	Sun Pharmaceuticals Corp.
BITE BLOCK	2093688	Registered	September 2, 1997	Sun Pharmaceuticals Corp.
CELEBRATE THE SUN	78261698	Pending	June 12, 2003	Sun Pharmaceuticals Corp.
COOL COLORZ	2375877	Registered	August 8, 2000	Sun Pharmaceuticals Corp.
Design Mark	2153931	Registered	April 28, 1998	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN...	75703223	Suspended	May 11, 1999	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
FOR FUN IN THE SUN...GET ON THE BOAT	75789648	Suspended	September 1, 1999	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN...GET ON THE BOAT & Design	75812803	Suspended	October 1, 1999	Sun Pharmaceuticals Corp.
FUNKY FRUIT	1962371	Registered	March 12, 1996	Sun Pharmaceuticals Corp.
GALACTIC	2304830	Registered	December 28, 1999	Sun Pharmaceuticals Corp.
GOLDEN TANNING BLEND	2297212	Registered	December 7, 1999	Sun Pharmaceuticals Corp.
LIPBLOK	75811990	Allowed – Intent to Use	September 30, 1999	Sun Pharmaceuticals Corp.
LIPPOPS	2392027	Registered	October 3, 2000	Sun Pharmaceuticals Corp.
MAGNA	2157422	Registered	May 12, 1998	Sun Pharmaceuticals Corp.
QUIK BLOK	2207643	Registered	December 1, 1998	Sun Pharmaceuticals Corp.
SELF ADJUSTING COLOR	1949651	Registered	January 16, 1996	Sun Pharmaceuticals Corp.
SONIC	2116882	Registered	November 25, 1997	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
SOOTH-A-CAINE	2628037	Registered	October 1, 2002	Sun Pharmaceuticals Corp.
SPIKE-A-THON	1946368	Registered	January 9, 1996	Sun Pharmaceuticals Corp.
SPOT POT	2228625	Registered	March 2, 1999	Sun Pharmaceuticals Corp.
SUN AMPLIFIER	1958824	Registered	February 27, 1996	Sun Pharmaceuticals Corp.
SUN PROTECTION THAT'S FUN PROTECTION	2700895	Registered	March 25, 2003	Sun Pharmaceuticals Corp.
SUNBASICS	75724388	Allowed – Intent to Use	June 8, 1999	Sun Pharmaceuticals Corp.
SUNBASICS	78225915	Allowed – Intent to Use	March 14, 2003	Sun Pharmaceuticals Corp.
SUNTANICALS	2744012	Registered	July 29, 2003	Sun Pharmaceuticals Corp.
SURF	78140119	Suspended	June 29, 2002	Sun Pharmaceuticals Corp.
SURF & Design	78140244	Suspended	July 1, 2002	Sun Pharmaceuticals Corp.
TAN EXPRESS	2059805	Registered	May 6, 1997	Sun Pharmaceuticals Corp.

Mark	Registration No./ Application No.	Status	Registration Date/ Application Date	Owner
VITASKIN	2742602	Registered	July 29, 2003	Sun Pharmaceuticals Corp.
VITASKIN	2691367	Registered	February 25, 2003	Sun Pharmaceuticals Corp.
ZINCBLOC	75692136	Allowed – Intent to Use	April 27, 1999	Sun Pharmaceuticals Corp.
FOR FUN IN THE SUN	75703223	Pending	May 11, 1999	Sun Pharmaceuticals, Inc.

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of February 19, 2004, by SUN PHARMACEUTICALS CORP., a Delaware corporation ("Grantor"), in favor of GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation, in its capacity as Agent for itself and Lenders (the "Agent").

WITNESSETH:

WHEREAS, pursuant to that certain Credit Agreement dated as of the date hereof by and among Grantor, the Persons named therein as Credit Parties, Agent and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Credit Agreement"), Lenders have agreed to make the Loans and to incur Letter of Credit Obligations for the benefit of Borrower, and the Grantor will benefit from such facilities made available to the Borrower;

WHEREAS, Agent and Lenders are willing to make the Loans and to incur Letter of Credit Obligations as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for itself and the ratable benefit of Lenders, that certain Security Agreement dated as of the date herewith by and among Grantor, the other parties named therein and the Agent (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for itself and the ratable benefit of Lenders, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in Annex A thereto to the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, on behalf of itself and Lenders, a continuing security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all renewals of the foregoing;

(c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and


(d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, on behalf of itself and Lenders, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

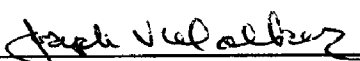
IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

SUN PHARMACEUTICALS CORP.

By: 
Name: Glenn A. Forbes
Title: Executive Vice President

ACCEPTED AND ACKNOWLEDGED BY:

GENERAL ELECTRIC CAPITAL CORPORATION, as Agent

By: 
Name: Joseph V. Walker
Title: Authorized Signatory

Signature Page to Sun Trademark Security Agreement
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TRADEMARK
REEL: 002804 FRAME: 0892

Schedule I

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