

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Alpha USA Inc.		10/26/2005	CORPORATION: MARYLAND

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	300 Galleria Parkway, Suite 800
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30339
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	1542215	ACETASOL
Registration Number:	2023181	BARRE
Registration Number:	1540065	BROMANATE
Registration Number:	1542216	CARDEC
Registration Number:	1540062	CODAMINE
Registration Number:	1540063	DIHISTINE
Registration Number:	1642430	FEVERALL
Registration Number:	1544152	HYDRAMINE
Registration Number:	1542217	SULFATRIM
Registration Number:	2250880	XACT DOSE

CORRESPONDENCE DATA

Fax Number: (404)522-8409
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (404) 420-5527

CH \$265.00 1542215

Email: rbirdwell@phrd.com
Correspondent Name: Rhonda J. Birdwell, Paralegal
Address Line 1: 285 Peachtree Center Avenue
Address Line 2: 1500 Marquis Two Tower
Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	1809-41 ALPHARMA
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NAME OF SUBMITTER:	Bobbi Acord
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Signature:	/ba/
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Date:	11/10/2005
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Total Attachments: 9

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**NOTICE OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS
("NOTICE")**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Loan and Security Agreement dated October 26, 2005 (as amended and supplemented from time to time, the "Loan Agreement") by and among Alparma Inc., a Delaware corporation, Alparma Operating Corporation, a Delaware corporation, Alparma USPD Inc., a Maryland corporation ("USPD"), Alparma U.S. Inc., a Delaware corporation, G.F. Reilly Company, a Delaware corporation, Parmed Pharmaceuticals, Inc., a Delaware corporation, Alparma Euro Holdings Inc., a Delaware corporation, Alparma (Bermuda) Inc., a Delaware corporation, Alparma USHP Inc., a Delaware corporation, Alparma Animal Health Company, a Texas corporation, Mikjan Corporation, an Arkansas corporation, Alparma Holdings Inc., a Delaware corporation, Alparma Pharmaceuticals Inc., a Delaware corporation, Purepac Pharmaceutical Holdings, Inc., a Delaware corporation, Alparma Branded Products Division Inc., a Delaware corporation, Purepac Pharmaceutical Co., a Delaware corporation, and Alparma Investment Inc., a Delaware corporation, the various financial institutions party thereto from time to time (collectively, "Lenders"), and Bank of America, N.A., a national banking association, as collateral and administrative agent for Lenders (together with its successors in such capacity, "Agent"), and that certain Trademark Security Agreement dated October 26, 2005 (as amended and supplemented from time to time, the "Trademark Security Agreement") by and between USPD and Agent, USPD has granted to Agent, for the benefit of itself and Lenders, a continuing security interest in, and continuing lien upon, the trademark and service mark registrations and applications listed on Exhibit A attached hereto together with the goodwill of the business connected therewith and symbolized thereby and all proceeds thereof (the "Trademark Collateral").

USPD and Agent hereby acknowledge and agree that the security interest in and lien upon the Trademark Collateral may only be terminated in accordance with the terms of the Loan Agreement and the Trademark Security Agreement (the "Financing Agreements").

Notwithstanding anything contained in this Notice, in the event that any provisions of this Notice are deemed to conflict or be inconsistent with the Financing Agreements, the provisions of the Financing Agreements shall govern.

[Signatures on following page]

Very truly yours,

ALPHARMA USPD INC.

By: 

Name: Frederick J. Lynch

Title: President & Chief Executive Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Agent

By: _____

Name: _____

Title _____

Very truly yours,

ALPHARMA USPD INC.

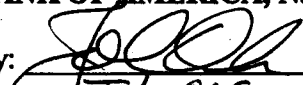
By: _____

Name: _____

Title: _____

Acknowledged and Accepted:


BANK OF AMERICA, N.A., as Agent

By: 
Name: John Olson
Title: Vice President

STATE OF NEW JERSEY §
 §
COUNTY OF BERGEN §

BEFORE ME, the undersigned authority, on this day personally appeared Frederick J. Lynch, President & Chief Executive Officer of Alpharma USPD Inc., to me known to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 26th day of October, 2005.



Notary Public
My Commission Expires: May 19, 2007

PATRICIA D. JONES
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires May 19, 2007

[NOTARIAL SEAL]

STATE OF Georgia
COUNTY OF Cobb

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§
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BEFORE ME, the undersigned authority, on this day personally appeared John M. Olsen, Vice President of Bank of America, N.A., known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes therein expressed, in the capacity therein stated, and as the act and deed of said corporation.

GIVEN UNDER MY HAND AND SEAL OF OFFICE on this 14th day of October, 2005.

Angela M. Threlkeld
Notary Public Notary Public, Paulding County, Georgia
My Commission Expires: My Commission Expires June 6, 2009

[NOTARIAL SEAL]

EXHIBIT A

Goods	All goods in class.					
Alpha Pharma USPDI Inc.	ACETASOL USPD USA TA 966, 195	United States of America	29 Sep 1988	754819	Registered	Fran Pollicastro
Class Goods	5 Goods: otic solution for use in the treatment of infection of the auditory canal in. Cl. 5					
Alpha Pharma USPDI Inc.	BARRE USPD USA TR 0200435	United States of America	21 Jun 1995	747691634	Registered	Fran Pollicastro
Class Goods	5 Goods: Pharmaceuticals, namely, vitamins, antihistamines, decongestants, pain relievers, thioridazine hydrochloride, internal and external analgesics, bronchodilators, cough and preparations, expectorants, tranquilizers, topical skin preparations, optic solutions, douches, antibiotics, antacids, nasal sprays, narcotic analgesics and elixirs.					
Alpha Pharma USPDI Inc.	BROMANATE USPD USA TA 966, 190	United States of America	29 Sep 1988	73754845	Registered	Fran Pollicastro
Class Goods	5 Goods: Nasal decongestant and antihistamines, namely, a mixture of brompheniramine maleate, phenylpropanolamine hcl and alcohol.					
Alpha Pharma USPDI Inc.	CARDEC USPD USA TA 966, 192	United States of America	29 Sep 1989	73754843	Registered	Fran Pollicastro
Class Goods	5 Goods: cough syrups in. Cl. 5					
Alpha Pharma USPDI Inc.	CODAMINE USPD USA TT9900233	United States of America	29 Sep 1988	754820	Registered	Fran Pollicastro
Class Goods	5 Goods: cough syrup, namely, a mixture of hydrocodone bitartrate and phenylpropanolamine hcl in. Cl. 5					
Alpha Pharma USPDI Inc.	DIHISTINE USPD USA TT 9900233	United States of America	29 Sep 1988	754821	Registered	Fran Pollicastro
Class Goods	5 Goods: nasal decongestant, namely, a mixture of phenylephrine hcl, chlorpheniramine maleate and alcohol in. Cl. 5					

Alpha USA Inc. **FEVERALL** United States of America 11 Dec 1989 74009487 Registered
 USPDA USA TT 23 Apr 2011 23 Apr 1991 1642430 renewed Fran Policastro
 0100005

Class 5
 Goods Acetaminophen suppositories

Alpha USA Inc. **HYDRAMINE** United States of America 29 Sep 1988 754772 Registered
 USPDA USA TA 20 Jun 2009 20 Jun 1989 1544152 Fran Policastro
 966,197

Class 5
 Goods antihistaminic elixir, namely, a mixture of diphenhydramine hcl and alcohol in. Cl. 5

Alpha USA Inc. **SULFATRIM** United States of America 29 Sep 1988 754860 Registered
 USPDA USA TA 6 Jun 2009 6 Jun 1989 1542217 Fran Policastro
 966,199

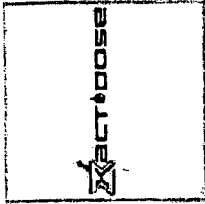
Class 5
 Goods oral antibacterial preparation in. Cl. 5

Alpha USA Inc. **XACTDOSE and Design** United States of America 24 Jul 1997 75330104 Registered

USPDA USA TM 8 Jun 2009 8 Jun 1999 2250880 Affidavit of Use Filed
 2005/USPDT-0000002



Class 5
 Goods Pre-measured medication packages sold pre-filled with unit doses of liquid and solid pharmaceuticals for oral ingestion, namely, anti-infectives, iron supplements, pain killers, psycho-therapeutics, respiratory aids, stomach aids and intestinal aids



Alphaarma USPD Inc. XACTDOSE and Design Illinois Registered
 Alphaarma USPD Inc. USPD USA TA 973,148 1 Jul 2006 1 Jul 1981 50029 renewed Fran PolICASTRO

Class 5
 Goods medication packaged in containers containing pre-measured doses