

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	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>
UCB Manufacturing, Inc.		06/12/2006	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Adams Respiratory Operations Sub, Inc.		
<b>Street Address:</b>	14841 Sovereign Road		
<b>City:</b>	Fort Worth		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	76155		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1267664	DELSYM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(813)229-0134		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	8132276356		
<b>Email:</b>	debra.faulk@hklaw.com		
<b>Correspondent Name:</b>	Debra Deardourff Faulk		
<b>Address Line 1:</b>	100 North Tampa Street, Suite 4100		
<b>Address Line 4:</b>	Tampa, FLORIDA 33602		
<b>ATTORNEY DOCKET NUMBER:</b>	90158-14		
<b>NAME OF SUBMITTER:</b>	Debra Deardourff Faulk		
<b>Signature:</b>	/debra deardourff faulk/		
<b>Date:</b>	06/21/2006		

CH \$40.00 1267664

Total Attachments: 4

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## TRADEMARK ASSIGNMENT AGREEMENT

This Trademark Assignment Agreement (together with the Exhibits hereto, this "Agreement") is entered into as of June 12, 2006 by and among UCB Manufacturing, Inc., a Delaware corporation ("Assignor"), and Adams Respiratory Operations Sub, Inc., a Delaware corporation ("Assignee"). Assignee and Assignor are referred to hereinafter individually as a "Party" and collectively as the "Parties".

### RECITALS:

A. Assignor is the owner of the trademark DELSYM used in connection with cold and cough preparations, subject of the trademark registration described on Exhibit A attached hereto (the mark DELSYM and the trademark registration described on Exhibit A are hereafter cumulatively referred to as the "Trademark");

B. Assignor and Assignee have entered into the Product Purchase Agreement, dated as of May 24, 2006 by and among Assignor, UCB, Inc., a Delaware corporation, Assignee and Adams Respiratory Therapeutics, Inc., a Delaware corporation (the "Product Purchase Agreement") pursuant to which Assignor has agreed to transfer certain of its assets, including the Trademark, to Assignee; and

C. Assignee desires to obtain all of Assignor's right, title and interest in and to the Trademark;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

Section 1. Definitions. Capitalized terms used but not defined in this Agreement shall have the meanings set forth in the Product Purchase Agreement.

Section 2. Assignment of Trademark. Assignor assigns, transfers and conveys to Assignee and its successors, assigns and legal representatives, all right, title and interest in and to the Trademark, including the registrations and registration applications therefor and all common law rights therein, together with the goodwill of the business symbolized thereby, and including without limitation Assignor's right to sue for and seek remedies against present and future infringements of any or all of the foregoing and rights of priority and protection of interests therein under the laws of any jurisdiction.

Section 3. Terms of the Product Purchase Agreement. This Agreement is incorporated in and subject to the terms of the Product Purchase Agreement. The provisions of Section 13 of the Product Purchase Agreement are incorporated in this Agreement as if restated in their entirety herein. In the event of a conflict between this Agreement and the Product Purchase Agreement, the Product Purchase Agreement shall control.

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EXECUTION COPY

**TRADEMARK  
REEL: 003335 FRAME: 0166**

IN WITNESS WHEREOF, the Parties hereto have caused this Agreement to be duly executed by their respective authorized officers as of the day and year first above written.

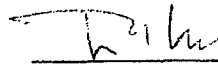
ASSIGNOR:

UCB MANUFACTURING, INC.


By   
Name: Richard J. Paris, Jr.  
Title: Secretary

Date 6/12/06  
State of Georgia  
County of Fulton S.S.

On the 12<sup>th</sup> day of June, 2006, before me personally came Richard J. Paris, Jr., to me known (or satisfactorily proven), who being by me duly sworn, did depose and say that he is the Secretary of UCB Manufacturing, Inc., the corporation described in, and which executed the foregoing instrument, and that he or she was fully authorized to execute this Agreement on behalf of said corporation.


  
Notary Public **LIV NILSSEN**  
**MY COMMISSION EXPIRES**  
**DECEMBER 5, 2008**

UCB MANUFACTURING, INC.

By   
Name: Anthony Tebbutt  
Title: Authorized Representative

Date 6/12/06  
State of Georgia  
County of Fulton S.S.

On the 12<sup>th</sup> day of June, 2006, before me personally came Anthony Tebbutt, to me known (or satisfactorily proven), who being by me duly sworn, did depose and say that he is the Authorized Representative of UCB Manufacturing, Inc., the corporation described in, and which executed the foregoing instrument, and that he or she was fully authorized to execute this Agreement on behalf of said corporation.

  
Notary Public **LIV NILSSEN**  
**MY COMMISSION EXPIRES**  
**DECEMBER 5, 2008**

[Signature Page to Trademark Assignment Agreement]

EXECUTION COPY

TRADEMARK  
REEL: 003335 FRAME: 0167

ASSIGNEE:

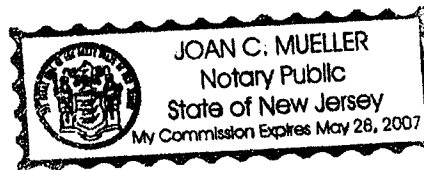
ADAMS RESPIRATORY OPERATIONS SUB,  
INC.

By *Robert D. Casale*  
Name: Robert D. Casale  
Title: Executive Vice President

Date 6/17/06  
State of New Jersey  
County of Morris } S.S.

On the 17 day of JUNE, 2006, before me personally came Robert D. Casale, to me known (or satisfactorily proven), who being by me duly sworn, did depose and say that he is the Executive Vice President of Adams Respiratory Operations Sub, Inc., the corporation described in, and which executed the foregoing instrument, and that he or she was fully authorized to execute this Agreement on behalf of said corporation.

*Joan C. Mueller*  
Notary Public



[Signature Page to Trademark Assignment Agreement]

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TRADEMARK  
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**EXHIBIT A**

**TRADEMARK**

U.S. Trademark Registration No. 1,267,664 (DELSYM)

EXECUTION COPY

A-1

**RECORDED: 06/21/2006**

**TRADEMARK  
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