

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Johnson & Johnson | | 08/27/2008 | CORPORATION: NEW JERSEY |
| RECEIVING PARTY DATA | | | |
| Name: | Wellspring Pharmaceutical Corporation | | |
| Street Address: | 9040 Town Center Parkway | | |
| Internal Address: | Suite 205 | | |
| City: | Bradenton | | |
| State/Country: | FLORIDA | | |
| Postal Code: | 34202 | | |
| Entity Type: | CORPORATION: DELAWARE | | |
| PROPERTY NUMBERS Total: 4 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 0536728 | EMETROL | |
| Registration Number: | 2264700 | | |
| Registration Number: | 0378528 | GELUSIL | |
| Registration Number: | 0997843 | MICATIN | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | (732)224-6599 | | |
| | <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | | |
| Phone: | 732-741-3900 | | |
| Email: | kanderson@ghclaw.com | | |
| Correspondent Name: | Kurt E. Anderson | | |
| Address Line 1: | 125 Half Mile Road, PO Box 190 | | |
| Address Line 4: | Middletown, NEW JERSEY 07748 | | |
| ATTORNEY DOCKET NUMBER: | 11696/0009 | | |

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| NAME OF SUBMITTER: | Kurt E. Anderson |
| Signature: | /Kurt E. Anderson/ |
| Date: | 09/25/2008 |
| Total Attachments: 2 source=ASSIGNMENT#page1.tif source=ASSIGNMENT#page2.tif | |

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), dated August 27, 2008 ("Effective Date"), is made and entered by and between Johnson & Johnson, a New Jersey Corporation with an address at 1 Johnson & Johnson Plaza, New Brunswick, New Jersey ("Assignor"), and Wellspring Pharmaceutical Corporation, a Delaware corporation ("Assignee").

WHEREAS, Assignor, as of the date hereof, owned the trademarks identified on Schedule A attached hereto (the "Trademarks");

WHEREAS, McNeil Consumer Healthcare, Division of McNEIL-PPC, Inc., a New Jersey corporation ("McNEIL") and Assignee are parties to a certain Asset Purchase Agreement entered into as of July 8, 2008 (the "Agreement"), which provides for, among other things, the assignment of the Trademarks to Assignee; and

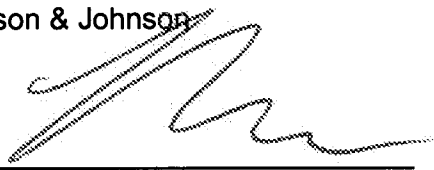
WHEREAS, McNEIL is an affiliate of Assignor.


NOW THEREFORE, in consideration of the mutual covenants and obligations contained in the Agreement and other good and valuable consideration, Assignor does hereby sell, assign and transfer to Assignee all of its right, title and interest in and to the Trademarks and all applications and registrations therefore, together with any and all of the goodwill of the business symbolized by and associated with said Trademarks.

IN WITNESS WHEREOF, the parties have duly executed and delivered this Assignment as of the Effective Date.

Johnson & Johnson

Wellspring Pharmaceutical Corporation

By: 

By: 

Name (print): Lawrence Rickles

Name (print): Robert A. Vukovitch

Title: Assistant Secretary


Title: CEO

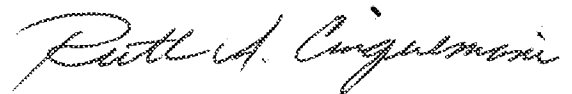
STATE OF NEW JERSEY
Middlesex COUNTY

STATE OF NEW YORK
NEW YORK COUNTY

Subscribed and sworn to me before this
27th day of August, 2008.

SUBSCRIBED AND SWORN
TO ME BEFORE THIS
23 DAY OF SEPTEMBER 2008


Notary Public



KATHRYN J. MANCHENO
Notary Public of New Jersey
Commission Expires 12/26/2010

RUTH A. CINQUEMANI
Notary Public - State of New York
No. 01C16125322
Qualified in Queens County
My Commission Expires 11/18, 2009

SCHEDULE A – TRADEMARKS

| MARK | COUNTRY | SERIAL NO./REG. NO. | GOODS/SERVICES/CLASS |
|---------------------|----------------|---|--|
| EMETROL | U.S. | Ser.: 71589160 Filed: 12/10/1949 Reg.: 0536728 Issued: 1/16/1951 | Class 005 – Preparation containing acid and sugar for the prevention of vomiting |
| EMETROL (Design) | U.S. | Ser.: 75480950 Filed: 5/7/1998 Reg.: 2264700 Issued: 7/27/1999 | Class 005 – Pharmaceutical preparation for the control of nausea and vomiting |
| GELUSIL | Canada | Ser.: 0180579 Filed: 1/20/1942 Reg.: UCA16539 Issued: 1/20/1942 | A medical preparation used for the rational control of a gastro-intestinal hyperacidity |
| GELUSIL | U.S. | Ser.: 71427151 Filed: 1/4/1940 Reg.: 0378528 Issued: 6/11/1940 | Class 5 - Medicinal preparations for the rational control of gastrointestinal hyperacidity |
| MICATIN | Canada | Ser.: 0373018 Filed: 3/4/1974 Reg.: TM204532 Issued: 1/10/1975 | Pharmaceutical substances, namely miconazole nitrate antimicrobial cream |
| MICATIN | U.S. | Ser.: 73000354 Filed: 9/7/1993 Reg.: 0997843 Issued: 11/12/1974 | Class 005 - Pharmaceutical substances-namely miconazole nitrate antimicrobial cream |

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