

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM360048

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Trademark Assignment		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Alvogen, Inc.		10/14/2015	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Alvogen US IP Holdings 2, LLC		
Street Address:	10 Bloomfield Ave., Building B		
City:	Pine Brook		
State/Country:	NEW JERSEY		
Postal Code:	07058		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	1492883	MACROBID	
Registration Number:	1262183		
Registration Number:	0843999	MACRODANTIN	
Registration Number:	1246810	MACRODANTIN	
Registration Number:	1239148	MACRODANTIN	
Registration Number:	1252117		
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	jinelle.park@whitecase.com		
Correspondent Name:	Jinelle Park/White & Case LLP		
Address Line 1:	1155 Avenue of the Americas		
Address Line 4:	New York, NEW YORK 10036		
ATTORNEY DOCKET NUMBER:	4412935-0004-X130		
NAME OF SUBMITTER:	Jinelle Park		
SIGNATURE:	/Jinelle Park/		
DATE SIGNED:	10/26/2015		
Total Attachments: 5			

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TRADEMARK ASSIGNMENT

WHEREAS, Alvogen, Inc., a corporation existing under the laws of the State of Delaware with offices located at 10 Bloomfield Ave., Building B, Pine Brook, NJ 07058 (hereinafter "Assignor"), is the owner of all right, title and interest in and to the trademarks and the registrations therefor listed in the attached Schedule (the "Trademarks");

WHEREAS, Alvogen US IP Holdings 2, LLC, a limited liability company existing under the laws of the State of Delaware with offices located at 10 Bloomfield Ave., Building B, Pine Brook, NJ 07058 (hereinafter "Assignee"), wishes to acquire from Assignor all of Assignor's rights in and to the Trademarks; and

WHEREAS, contemporaneously herewith, the parties hereto have entered into that certain Contribution Agreement pursuant to which Assignor contributes to Assignee all of Assignor's right, title and interest in and to the IP (as defined therein), including the Trademarks, and the parties hereto wish to further memorialize such assignment hereby.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

1. Effective upon the Effective Date (as defined below), Assignor assigns to Assignee, all of Assignor's rights, title and interest in and to the Trademarks, together with the goodwill of the business appurtenant to and symbolized by the Trademarks and including, without limitation, all common law rights in and to the Trademarks and the right to sue and recover for, and the right to profits or damages due or accrued arising out of or in connection with, any and all past, present or future infringements or dilution of or damage or injury to the Trademarks, to be held and enjoyed by Assignee, its successors and assigns to the same extent that such would have been held and enjoyed by Assignor had such assignment not been made. For purposes of this Agreement, "Effective Date" shall mean (1) the later of (a) the date of full execution of this Agreement by the duly authorized representatives of the parties hereto, and (b) the date of the occurrence of the Restructuring Effective Date (as defined in the Credit Agreement and the Financing Agreement (as such terms are defined in Section 2 hereof)) under each of the Credit Agreement and the Financing Agreement, or (2) such other date as the parties hereto designate in writing.
2. This Trademark Assignment shall be effective as of the Effective Date, which effectiveness shall be expressly subject to the occurrence of the Restructuring Effective Date (as defined in each of (i) the Credit Agreement, dated as of April 2, 2015, by and among Alvogen Pharma US, Inc., the Guarantors from time to time party thereto, Jefferies Finance LLC, as administrative agent, and the lenders from time to time party thereto as lenders (as amended, restated, amended and restated, supplemented, extended, refinanced or otherwise modified prior to the Effective Date, the "Credit Agreement"), including, without limitation, the terms and conditions set forth in Section 11.21 thereof and in the definition of "Restructuring Transactions" set forth therein; and (ii) the Financing Agreement, dated as of April 2, 2015, by and among Alvogen Pharma US, Inc., Alvogen, Inc., Almatica Pharma, Inc. and Norwich

Pharmaceuticals, Inc., as borrowers, the lenders from time to time party thereto, and HSBC Bank USA, National Association, as administrative agent for the lenders party thereto (as amended, restated, amended and restated, supplemented, extended, refinanced or otherwise modified prior to the Effective Date, the "Financing Agreement"), including, without limitation, to the terms and conditions set forth in Section 15.18 thereof and in the definition of "Restructuring Transactions" set forth therein).

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has duly executed this assignment as of the date first written below.

Dated: 14 October 2015

ALVOGEN, INC., as Assignor

By: 
Name: Kevin M. Bain
Title: Chief Financial Officer

Dated: 14 October 2015

ALVOGEN US IP HOLDINGS 2, LLC, as
Assignee

By: 
Name: Kevin M. Bain
Title: Chief Financial Officer

Signature Page for Step 6(c)(ii)(2) -- Trademark Assignment from Alvogen, Inc. to Alvogen US IP Holdings 2, LLC

TRADEMARK
REEL: 005653 FRAME: 0124

SCHEDULE

Trademark	Country	Status	Reg. Date	Reg. No.
Macrobid	United States of America	Registered	June 21, 1988	1492883
Capsule Design	United States of America	Registered	December 27, 1983	1262183
Macrochantin	United States of America	Registered	February 13, 1968	0843999
Macrochantin	United States of America	Registered	August 2, 1983	1246810
Macrochantin	United States of America	Registered	May 24, 1983	1239148
Capsule Design	United States of America	Registered	September 27, 1983	1252117

Schedule for Step 6(c)(ii)(2) – Trademark Assignment from Alvogen, Inc. to Alvogen US IP Holdings 2, LLC