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Form PTO-1595

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2003 OCT -8

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

1. Name of conveying party(ies):

MEDPOINTE INC.;
MCC ACQUISITION SUB CORPORATION;
MCC MERGER SUB CORPORATION

FINANCE SECTION
10/8/03

2. Name and address of receiving party(ies)

Name: LEHMAN COMMERCIAL PAPER, INC.

Internal Address: _____

Street Address: 101 Hudson Street, 31st Floor

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

3. Nature of conveyance:

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

City: Jersey City State: New Jersey Zip: 07302

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

Execution Date: September 23, 2003

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

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s)

B. Patent No.(s)

5,086,050	5,232,918
5,110,814	5,271,946
5,164,194	

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence

concerning document should be mailed:

Name: Roxanne E. Christ, Esquire

Internal Address: c/o Latham & Watkins

Street Address: 633 West Fifth Street, Suite 4000

City: Los Angeles State: CA Zip: 90071

6. Total number of applications and patents involved: 5

7. Total fee (37 CFR 3.41).....\$ 200.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500524 (For additional fees, if any)

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Patricia A. Conner
Name of Person Signing

Patricia A. Conner
Signature

October 8, 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

10/14/2003 ECDOPER 00000201 5006050

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

OC\617123.2

PATENT
REEL: 014567 FRAME: 0804

PATENT SECURITY SUPPLEMENT

SEPTEMBER ~~August 23rd~~ 2003, and entered into by and among MEDPOINTE INC., a Delaware corporation ("MedPointe"), THE CPI DEVELOPMENT CORPORATION (f/k/a MCC ACQUISITION SUB CORPORATION, a Delaware corporation) ("CPI"), and MEDPOINTE HEALTHCARE INC. (f/k/a CARTER-WALLACE, INC. f/k/a MCC MERGER SUB CORPORATION, a Delaware corporation) (the "Borrower" and, together with MedPointe and CPI, the "Grantors"), in favor of LEHMAN COMMERCIAL PAPER INC., in its capacity as Administrative Agent for the benefit of the Secured Parties (the "Administrative Agent") under that certain Credit Agreement, dated as of September 28, 2001, (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement") among Borrower, MedPointe, CPI, and other parties thereto, and that certain Guarantee and Collateral Agreement, dated September 28, 2001, among MedPointe, CPI and Borrower in favor of the Administrative Agent (as amended, supplemented or otherwise modified from time to time, the "Guarantee and Collateral Agreement"). Capitalized terms not otherwise defined in this Patent Supplement shall have the meanings ascribed to them in the Credit Agreement and Guarantee and Collateral Agreement.

WITNESSETH:

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantors granted to the Administrative Agent, for the ratable benefit of the Secured Parties, a security interest in the Collateral, including Intellectual Property and General Intangibles, whether then owned or thereafter acquired by such Grantors, including After Acquired Intellectual Property;

WHEREAS, pursuant to the Credit Agreement, the Grantors have incurred Secured Obligations to the Secured Parties;

WHEREAS, the Grantors and the Secured Parties entered into the Guarantee and Collateral Agreement to secure the performance of the Secured Obligations of the Grantors now or hereafter existing under the Credit Agreement; and

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantors and the Secured Parties contemplate that the list of Intellectual Property set forth in Schedule 5 thereto may be supplemented from time to time to include After Acquired Intellectual Property Collateral.

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, Grantors hereby agree as follows:

1. PATENT COLLATERAL SUPPLEMENT. The Grantors hereby acknowledge and confirm their grant of security interest under the Guarantee and Collateral Agreement in each of the Patents set forth in Schedule 5 to the Guarantee and Collateral Agreement, to secure performance and payment of the Obligations now or hereafter existing under the Credit Agreement and Guarantee and Collateral Agreement.
2. SUPPLEMENT TO SCHEDULE 5 TO GUARANTEE AND COLLATERAL AGREEMENT. The Grantors hereby acknowledge and agree that Schedule 5 to the Guarantee and Collateral Agreement effective as of the date hereof, is hereby supplemented to add those additional Patents, set forth on Exhibit A to this Patent Security Supplement.

3. **EXECUTION.** Delivery of an executed counterpart of a signature to this Patent Security Supplement by facsimile shall constitute delivery of a manually executed counterpart of this Patent Supplement.

IN WITNESS WHEREOF, the parties hereto have caused this Patent Security Supplement to be duly executed and delivered by their respective officers thereunder duly authorized officer as of the date first set forth above.

MEDPOINTE INC.

By: Paul S. Herendeen
Name: Paul S. Herendeen
Title: EVP AND CHIEF FINANCIAL OFFICER

**THE CPI DEVELOPMENT CORPORATION (f/k/a
MCC ACQUISITION SUB CORPORATION)**

By: Paul S. Herendeen
Name: Paul S. Herendeen
Title: EVP AND CHIEF FINANCIAL OFFICER

**MEDPOINTE HEALTHCARE INC. (f/k/a
CARTER-WALLACE, INC. f/k/a
MCC MERGER SUB CORPORATION)**

By: Paul S. Herendeen
Name: Paul S. Herendeen
Title: EVP AND CHIEF FINANCIAL OFFICER

ACCEPTED AND ACKNOWLEDGED BY:

LEHMAN COMMERCIAL PAPER INC.

By: _____
Name: _____
Title: _____

3. **EXECUTION.** Delivery of an executed counterpart of a signature to this Patent Security Supplement by facsimile shall constitute delivery of a manually executed counterpart of this Patent Supplement.

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MEDPOINTE INC.

By: _____
Name: Paul S. Herendeen
Title: _____

**THE CPI DEVELOPMENT CORPORATION (f/k/a
MCC ACQUISITION SUB CORPORATION)**


By: _____
Name: Paul S. Herendeen
Title: _____

**MEDPOINTE HEALTHCARE INC. (f/k/a
CARTER-WALLACE, INC. f/k/a
MCC MERGER SUB CORPORATION)**

By: _____
Name: Paul S. Herendeen
Title: _____

ACCEPTED AND ACKNOWLEDGED BY:

LEHMAN COMMERCIAL PAPER INC.

By:  _____
Name: **Francis Chang**
Title: **Vice President**

SCHEDULE A
to
PATENT SECURITY SUPPLEMENT

U.S. Patents

Title	Applic. No.	Patent No.	Date of Issue
Method of treating inflammatory disorders and psoriasis with salts of azelastine	652986	5,086,050	February 4, 1992
Azelastine and its salts used to combat psoriasis	458350	5,110,814	May 5, 1992
Azelastine containing medicaments	551644	5,164,194	November 17, 1992
Azelastine embonate and compositions which contain it	598742	5,232,919	August 3, 1993
Controlled release azelastine-containing pharmaceutical compositions	865769	5,271,946	December 21, 1993

Canadian Patents

Title	Applic. No.	Patent No.	Date of Issue
Azelastine embonate, processes for its preparation and pharmaceutical formulations which contain azelastine embonate as an active substance	582812	CA 1317595	May 11, 1993
Azelastine-containing medicaments for application in the nose and/or eye	582817	CA 1319322	June 22, 1993
Azelastine-containing medicaments with controlled release of the active substance	597169	CA 1325976	January 11, 1994
Use of the active substance azelastine for the control of psoriasis disorders and inflammatory disorders		CA 2007480	August 15, 1995
Salts of azelastine having improved solubility		CA 2016089	December 1, 1998