

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Partial Release of Security Interest in Patents

CONVEYING PARTY DATA

Name	Execution Date
Lehman Commercial Paper, Inc.	05/04/2006

RECEIVING PARTY DATA

Name:	MedPointe Inc.
Street Address:	265 Davidson Avenue
City:	Somerset
State/Country:	NEW JERSEY
Postal Code:	08873

Name:	The CPI Development Corporation
Street Address:	265 Davidson Avenue
City:	Somerset
State/Country:	NEW JERSEY
Postal Code:	08873

Name:	Medpointe Healthcare, Inc.
Street Address:	265 Davidson Avenue
City:	Somerset
State/Country:	NEW JERSEY
Postal Code:	08873

PROPERTY NUMBERS Total: 4

Property Type	Number
Application Number:	08165385
Application Number:	08165386
Patent Number:	5351819
Patent Number:	5377841

CH \$160.00 08165385

PATENT

500100881

REEL: 017564 FRAME: 0981

CORRESPONDENCE DATA

Fax Number: (212)310-8007

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: lindsay.stieber@weil.com, phyllis.eremitaggio@weil.com

Correspondent Name: Weil,Gotshal &Manges c/o Lindsay Stieber

Address Line 1: 767 5th Avenue

Address Line 4: New York, NEW YORK 10153

ATTORNEY DOCKET NUMBER:

62641.0010

NAME OF SUBMITTER:

Lindsay Stieber

Total Attachments: 5

source=medpoint release#page1.tif

source=medpoint release#page2.tif

source=medpoint release#page3.tif

source=medpoint release#page4.tif

source=medpoint release#page5.tif

PARTIAL RELEASE OF SECURITY INTEREST IN PATENTS

THIS PARTIAL RELEASE OF SECURITY INTERESTS IN PATENTS (this "Release") is made as of May 4, 2006 ("Effective Date") by and between MedPointe, Inc., a Delaware corporation, The CPI Development Corporation (f/k/a MCC Acquisition Sub Corporation), a Delaware corporation, and MedPointe Healthcare, Inc. (f/k/a Carter Wallace, Inc., a Delaware corporation (collectively and together with their Subsidiaries and Affiliates, the "Grantors"), and Lehman Commercial Paper Inc. ("Grantee").

WHEREAS, pursuant to the terms and conditions of that certain Guarantee and Collateral Agreement by and between Grantors and Grantee as Administrative Agent for several banks, financial institutions and other entities from time to time a party thereto as lenders, agents and arrangers dated as of September 28, 2001, (as amended or otherwise modified from time to time, the "Guaranty and Collateral Agreement"), Grantors granted to Grantee a continuing security interest in and to, *inter alia*, all of Grantors' right, title and interest in and to all of the Intellectual Property of the Grantors, including, without limitation, the Patents set forth on Schedule A, attached hereto;

WHEREAS, Grantors and Grantee entered into the Guaranty and Collateral Agreement pursuant to the terms and conditions of that certain Credit Agreement by and between Grantors and Grantee as Administrative Agent, and several banks, financial institutions and other entities from time to time a party thereto as lenders, agents and arrangers dated as of September 28, 2001 (as amended or otherwise modified from time to time, the "Credit Agreement");

WHEREAS, the Guaranty and Collateral Agreement was recorded with the United States Patent and Trademark Office ("USPTO") on October 24, 2001, at Reel 012530, Frame 0854; and Reel 2423, Frame 0001;

WHEREAS, pursuant to that certain Assignment and Assumption Agreement dated as of May 4, 2006 between Questcor Pharmaceuticals, Inc. ("Questcor") and MedPointe Healthcare Inc., Grantors have conveyed to a third party (the "Questcor Transaction") certain assets specified in such Assignment and Assumption Agreement relating to the pharmaceutical product currently marketed and sold as Doral® (Quazepam) (collectively, the "Assigned Assets"); and

WHEREAS, Grantee has agreed to release all of the Secured Parties' rights and interests in and to all Intellectual Property (including, without limitation, all liens created in connection with the Guaranty and Collateral Agreement) which is part of the Assigned Assets, including, without limitation, the Patent Applications and Patents set forth on Schedule A, attached hereto (collectively, the "Assigned Intellectual Property").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantee hereby releases, terminates and cancels the lien and security interest in the Assigned Intellectual Property and hereby assigns and transfers to Grantors any and all of its right, title and interest (including, without limitation, any

lien and security interest) in and to the Assigned Intellectual Property, including, without limitation, the Patents set forth on Schedule A, attached hereto.

The parties agree that it is their intention to release all liens, security interests and other rights of Grantee in and to the Intellectual Property related to the Assigned Assets.

Notwithstanding the foregoing, Grantee does not intend to herein, and does not hereby, release the Secured Parties' security interest in any Collateral other than the Assigned Intellectual Property. This Release shall expire and be of no further force and effect if the partial lien releases authorized to be filed hereby are not filed with the U.S. Patent and Trademark Office in connection with the Questcor Transaction by 5:00 p.m. on May 18, 2006.

All capitalized terms not defined in this Release shall have the meaning set forth in the Credit Agreement or the Guaranty and Collateral Agreement, as applicable.

* * * * *

LEHMAN COMMERCIAL PAPER, INC.

Title: Authorized Signatory

On this 4th day of May, there appeared before me Craig Malloy, personally known to me, who acknowledged that he signed the foregoing Release as his voluntary act and deed on behalf and with full authority of Authorized Signatory.

Notary Public

MOOH TANRITANIR
NOTARY PUBLIC, STATE OF NEW YORK
NO. 017A806854
QUALIFIED IN KINGS COUNTY
COMMISSION EXPIRES AUG. 11, 2007

Acknowledged and agreed:

MedPointe Inc.

The CPI Development Corporation

MedPointe Healthcare, Inc.

By: 

Name: Beth Hacht

Title: Executive Vice President and
General Counsel

SCHEDULE A

Patent Applications

Country	Application Number	Filing Date	Status
U.S.	08/165,385	12-Dec-1993	Granted (5,351,819)
U.S.	08/165,386	12-Dec-1993	Granted (5,377,841)

Patents

Country	Patent No.	Issue Date	Title
U.S.	5,351,819	10/04/94	Sleep Therapy Package
U.S.	5,377,841	01/03/95	Sleep Therapy Package

NY1142602.2