

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UPSHER-SMITH LABORATORIES, INC.		11/30/2009	CORPORATION: MINNESOTA

RECEIVING PARTY DATA

Name:	TCF NATIONAL BANK
Street Address:	801 MARQUETTE AVENUE
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	a national banking association:

PROPERTY NUMBERS Total: 37

Property Type	Number	Word Mark
Registration Number:	3210674	FOLGARD OS
Registration Number:	3207860	FOLGARD RX
Registration Number:	3178335	VANDAZOLE
Registration Number:	3069319	ULTRAPLEX
Registration Number:	3047000	AMLACTIN XL
Registration Number:	3042786	XL
Registration Number:	3588391	PRENEXA
Registration Number:	3505042	HEMRIL-30
Registration Number:	2580197	P400
Registration Number:	2998626	NYAMYC
Registration Number:	2949002	ORVATEN
Registration Number:	2948545	CLENIA
Registration Number:	2605860	K
Registration Number:	2589801	SORINE

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**TRADEMARK
 REEL: 004107 FRAME: 0064**

Registration Number:	2653433	P200
Registration Number:	2727700	AMLACTIN AP
Registration Number:	2636622	FOLGARD RX2.2
Registration Number:	2643883	3P PROGRAM PATIENT PHYSICIAN PHARMACY
Registration Number:	2441142	FOLGARD
Registration Number:	2562881	UPSHER-SMITH
Registration Number:	2139082	HEMRIL-HC
Registration Number:	2166535	AMLACTIN
Registration Number:	2127660	PACERONE
Registration Number:	2186179	PENTOXIL
Registration Number:	2355456	MICRO-DISPERSIBLE TECHNOLOGY
Registration Number:	1852186	UPSHER-SMITH
Registration Number:	1912963	USL
Registration Number:	1853998	PREVALITE
Registration Number:	1757533	POLYGEL
Registration Number:	1655206	FERATAB
Registration Number:	1538898	NIACOR
Registration Number:	1478136	
Registration Number:	1544161	NIACOR-SR
Registration Number:	1486671	SLO-NIACIN
Registration Number:	1477217	
Registration Number:	1415559	KLOR-CON
Registration Number:	1142198	SSKI

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	26953.53
NAME OF SUBMITTER:	John R. Brennan, Esq.
Signature:	/John R. Brennan, Esq./

Date:

12/03/2009

Total Attachments: 3

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to a certain Security Agreement dated as of November 30, 2009 (the "Security Agreement") executed by UPSHER-SMITH LABORATORIES, INC., a Minnesota corporation (the "Borrower") in favor of TCF NATIONAL BANK, a national banking association, in its capacity as agent for the benefit of the Secured Creditors defined therein (the "Agent"), the Borrower has granted to the Agent a continuing security interest in and continuing lien upon, among other things, the Trademarks shown below:

TRADEMARKS

Registration Number / Serial Number	Registration Date / Filing Date	Description of Mark
3210674	February 20, 2007	FOLGARD OS
3207860	February 13, 2007	FOLGARD RX
3178335	November 28, 2006	VANDAZOLE
3069319	March 14, 2006	ULTRAPLEX
3047000	January 17, 2006	AMLACTIN XL
3042786	January 10, 2006	XL
3588391	March 10, 2009	PRENEXA
3505042	September 23, 2008	HEMRIL-30
2580197	June 11, 2002	P400 (Typed Drawing)
2998626	September 20, 2005	NYAMYC (Typed Drawing)
2949002	May 10, 2005	ORVATEN (Typed Drawing)
2948545	May 10, 2005	CLENIA (Typed Drawing)
2605860	August 6, 2002	K (Word Mark)
2589801	July 2, 2002	SORINE (Typed Drawing)
2653433	November 26, 2002	P200 (Typed Drawing)
2727700	June 17, 2003	AMLACTIN AP (Typed Drawing)
2636622	October 15, 2002	FOLGARD RX2.2 (Typed Drawing)
2643883	October 29, 2002	3P PROGRAM PATIENT PHYSICIAN PHARMACY (Typed Drawing)
2441142	April 3, 2001	FOLGARD (Typed Drawing)
2562881	April 23, 2002	UPSHER-SMITH (Typed Drawing)
2139082	February 24, 1998	HEMRIL-HC (Typed Drawing)
2166535	June 16, 1998	AMLACTIN (Typed Drawing)
2127660	January 6, 1998	PACERONE (Typed Drawing)
2186179	September 1, 1998	PENTOXIL (Typed Drawing)
2355456	June 6, 2000	MICRO-DISPERSIBLE TECHNOLOGY (Typed Drawing)

Registration Number / Serial Number	Registration Date / Filing Date	Description of Mark
1852186	September 6, 1994	UPSHER-SMITH (Typed Drawing)
1912963	August 22, 1995	USL (Typed Drawing)
1853998	September 13, 1994	PREVALITE (Typed Drawing)
1757533	March 9, 1993	POLYGEL (Typed Drawing)
1655206	September 3, 1991	FERATAB (Typed Drawing)
1538898	May 16, 1989	NIACOR (Typed Drawing)
1478136	February 23, 1988	TABLET DRAWING (Yellow)
1544161	June 20, 1989	NIACOR-SR (Typed Drawing)
1486671	May 3, 1988	SLO-NIACIN (Typed Drawing)
1477217	February 16, 1988	TABLET DRAWING (Blue)
1415559	November 4, 1986	KLOR-CON (Typed Drawing)
1142198	December 9, 1980	SSKI (Typed Drawing)

The Borrower and the Agent hereby acknowledge and agree that the security interest in the foregoing Trademarks (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any Trademark.

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signature page follows]

UPSHER-SMITH LABORATORIES, INC.,
a Minnesota corporation

By: Stephen M. Robinson
Stephen M. Robinson, Vice President of Finance

Acknowledged and accepted:

TCF NATIONAL BANK,
a national banking association, as Agent

By: Wesley M. Anderson
Name: Wesley M. Anderson
Title: Senior Vice President

By: Wesley D. McFarland
Name: Wesley D. McFarland
Title: Commercial Banking Officer

[Signature page to Notice of Grant of Security Interest in Trademarks]

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