

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Mark: MENEST

International Class: 18

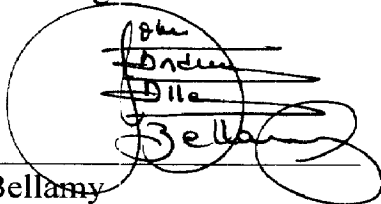
Prior U.S. Class: 5

Registration No.: 1,808,767

Date of Registration: December 7, 1993

CONDITIONAL ASSIGNMENT PURSUANT TO 37 CFR §3.56

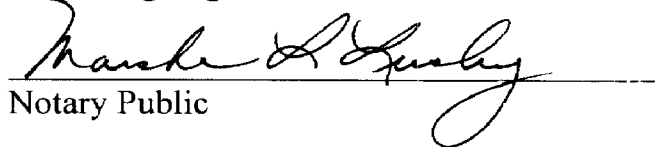
Pursuant to the terms of that certain Security Agreement by and among, KING PHARMACEUTICALS, INC., each subsidiary of King Pharmaceuticals, Inc., and CREDIT SUISSE FIRST BOSTON, dated February 27, 1998, as amended, supplemented, or otherwise modified from time to time, KING PHARMACEUTICALS, INC., hereby conditionally assigns to CREDIT SUISSE FIRST BOSTON, all right, title, and interest together with the good will symbolized by the mark MENEST, including any international rights in and to the registered trademark.



John A. A. Bellamy
Executive Vice President and General Counsel

State of Tennessee)
)
County of Sullivan)

The foregoing instrument was acknowledged before me this the 30th day of June, 1998, by John A. A. Bellamy, Executive Vice President and General Counsel of King Pharmaceuticals, Inc., on behalf of the corporation and who states that the foregoing is true and correct to the best of his knowledge and belief.


Notary Public

My commission expires:
January 2, 2001

MONARCH PHARMACEUTICALS, INC.

Secretary's Certificate

I, R. Henry Richards, certify that I am the Secretary of Monarch Pharmaceuticals, Inc., (the "Company") and that as such I am authorized to execute this certificate on behalf of the Company, and DO HEREBY FURTHER CERTIFY that:

1. Attached hereto as Exhibit "A" is a true and correct copy of Certificate No. 1 of Monarch Pharmaceuticals, Inc. which represents 1,000 shares of common stock issued to King Pharmaceuticals, Inc. ("King").
2. King owns one thousand (1,000) shares of outstanding common stock in the Company, which constitutes all of the outstanding stock of the Company.
3. The Company is thus a wholly owned subsidiary of King.

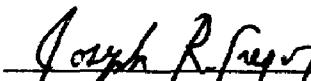
IN WITNESS WHEREOF, I have executed this Certificate this 18th day of August, 1998.



Name: R. Henry Richards
Title: Secretary

I, Joseph R. Gregory, President and Chief Operating Officer of Monarch Pharmaceuticals, Inc., do hereby certify that R. Henry Richards is the duly elected, qualified and acting Secretary of Monarch Pharmaceuticals, Inc. as of the date hereof and that the signature above is his genuine signature.

IN WITNESS WHEREOF, I have executed this Certificate this 18th day of August, 1998.



Name: Joseph R. Gregory
Title: President and
Chief Operating Officer



INCORPORATED UNDER THE LAWS OF THE STATE OF TENNESSEE



MONARCH PHARMACEUTICALS, INC.

The Corporation is authorized to Issue 1000 Common Shares No Par Value

Wife certifies that

KING PHARMACEUTICALS, INC.

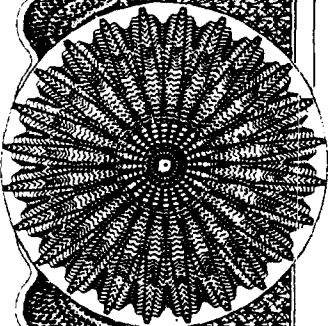
is the owner of

ONE THOUSAND

fully paid and

non-assessable Shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and to be sealed with the Seal of the Corporation.
Dated March 5, 1996



TRADEMARK

REEL: 1792 FRAME: 0951

RECORDED: 09/14/1998