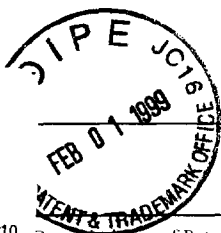


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<p>1. Name of Party(ies) conveying an interest:</p> <p>Signal Investment & Management Co. c/o Chattem, Inc. 1715 West 38th Street Chattanooga, Tennessee 37409</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation <u>Delaware</u> <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of Party(ies) receiving an interest:</p> <p>Name: <u>NationsBank, N.A., As Agent</u></p> <p>Internal Address: <u>One Independence Center NC1-001-15-04</u></p> <p>Street Address: <u>101 North Tryon Street, 15th Floor</u></p> <p>City: <u>Charlotte</u> State: <u>North Carolina</u> Zip: <u>28255</u></p> <p><input type="checkbox"/> Individual(s) citizenship <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input type="checkbox"/> Corporation <input checked="" type="checkbox"/> Other <u>National Banking Association</u></p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other <u>Notice of Grant of Security Interest In Trademarks</u> Execution Date: <u>December 21, 1998</u></p>	
<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s): <u>See Attached</u></p>	<p>B. Trademark Registration No.(s): <u>See Attached</u></p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Mark H. Webbink, Esq.</u></p> <p>Internal Address: <u>Moore & Van Allen, PLLC</u></p> <p>Street Address: <u>2200 West Main Street, Suite 800</u></p> <p>City: <u>Durham</u> State: <u>NC</u> ZIP: <u>27705</u></p>	<p>6. Total number of applications and registrations involved: <u>59</u></p> <p>7. Total fee (37 CFR 3.4): \$ <u>2,360.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account (Any Deficiency)</p> <p>8. Deposit account number: <u>13-4365</u> (Attach duplicate copy of this form if paying by deposit account):</p>
DO NOT USE THIS SPACE	
<p>9. Statement and signature.</p> <p><i>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.</i></p> <p><u>Mark H. Webbink, Esq.</u> <u>[Signature]</u> <u>1/28/99</u> Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments and document: <u>10</u></p>	
<p>Mail documents to be recorded with required cover sheet information to:</p> <p>Commissioner of Patents and Trademarks Box Assignments Washington, D.C. 20231</p>	<p>CERTIFICATE OF MAILING</p> <p>I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner Of Patent And Trademarks, Washington, DC 20231, BOX ASSIGNMENTS.</p> <p><u>TIM KROLL</u> (Typed or printed name of person signing the certificate)</p> <p><u>[Signature]</u> (Signature of the person signing the certificate)</p> <p><u>1/28/99</u> (Date of Signature)</p>

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01 FC:481 40.00 OP
02 FC:482 1450.00 OP

Refund Ref: 03/22/1999 DINGUYEN 0000079274
CHECK Refund Total: \$870.00

SCHEDULE A

Notice Grant Security Interest - Trademarks

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

A. Trademark Application No.(s): N/A

Mark	Application Serial No.	Filing Date
MERITRIM	75/450,730	3/16/98
SALYCIN	75/333,172	7/30/97
NATURE'S CONTROL	75/197,018	11/12/96
CALCIGUM	75/181,319	10/15/96
COUGH FREE	75/133,303	7/12/96
SLEEP TITE	75/125,315	6/25/96
DEXATRIM	75/117,786	6/12/96
PRIME OF LIFE FOR HER	75/110,063	5/28/96
SLEEP-WELL	75/096,357	4/29/96
NATURE'S SLEEP	75/066,941	3/4/96
ARTHRIMED	75/045,878	1/19/96
PRIME OF LIFE	75/022,271	11/16/95
FIBER-GELS	74/727,671	9/11/95
CAPZASIN P	74/486,975	2/7/94
BETA LIFE	74/469,035	12/13/93
BREATHE FREE	74/436,489	9/17/93
PELLEX	74/130,045	1/14/91

B. Trademark Registration No.(s):

Mark	Registration No.	Registration Date
DEXATRIM ALL NATURAL	2,133,406	1/27/98
ULTRA BURN	2,131,217	1/20/98
GINKOGIN	2,151,193	4/14/98
CAPZASIN-HP	2,034,577	1/28/97
ASPERGEL	2,027,866	12/31/96
HEMORID	1,914,486	8/29/95
P PURIFIED CAPSAICIN and Design	1,930,288	10/24/95
BEST DEFENSE	2,079,492	7/15/97
SLEEPINAL MEDICATED NIGHT TEA	1,808,757	12/7/93
SPORTSCREME	1,712,993	9/8/92
CORTIZONE-10 (stylized)	1,803,595	11/9/93
SILK SOLUTION	1,737,479	12/1/92
BREATHE FREE	1,704,106	7/28/92
SLEEPINAL NIGHT TEA	1,692,379	6/9/92
EVERYTHING PLUS	1,774,600	6/1/93
LACTOGEST	1,735,596	11/24/92
QUICK PEP	1,565,419	11/14/89
TRIBIOTIC PLUS	1,485,933	4/26/88
ARTHRITIS HOT	1,491,903	6/14/88
ENDLICE	1,462,477	10/27/87
SLEEPWELL 2-NITE (stylized)	1,441,613	6/2/87
TRIBIOTIC	1,430,837	3/3/87

Mark	Registration No.	Registration Date
BAN SMOKE	1,432,666	3/17/87
TEMPO (stylized)	1,257,378	11/15/83
SALYCIN	1,240,837	6/7/83
PROLAMINE	1,203,323	8/3/82
CONTROL	1,210,213	9/28/82
BRAN-SLIM (stylized)	1,152,098	4/28/81
COFFEE, TEA & A NEW ME	1,170,879	9/29/81
SLEEPINAL	1,152,096	4/28/81
ENCARE	1,118,053	5/15/79
TEMPO	1,069,263	7/12/77
DEXATRIM	1,068,862	7/5/77
APPEDRINE	1,022,455	10/14/75
CAFFEDRINE	989,280	7/30/74
ASPERCREME	933,107	5/2/72
AQUA-BAN	905,030	12/29/70
SILHOUETTE	830,946	6/27/67
CONTROL-30	710,168	1/24/61
DIAR-AID	706,899	11/8/60
NP-27	672,092	1/6/59
SLIM MINT	670,135	11/25/58

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security Agreement dated as of December 21, 1998 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Credit Parties party thereto (each a "Credit Party" and collectively, the "Credit Parties") and NationsBank, N.A., as Agent (the "Agent") for the lenders referenced therein (the "Lenders"), the undersigned Credit Party has granted a continuing security interest in and continuing lien upon, (i) the letters patent and patent applications (the "Patents") and trademarks, service marks and related registrations and applications (the "Trademarks") shown below to the Agent for the ratable benefit of the Lenders, together with (ii)(A) any and all improvement patents, reissues, reexaminations, patents of addition, renewals, extensions, continuations, continuations-in-part, substitutes, provisionals and divisions concerning the Patents and (B) the goodwill and assets of the business symbolized by such Trademarks and (iii) all actions for infringement concerning the foregoing including the right to sue for and to recover and retain all damages and profits arising from past infringement:

TRADEMARKS

<u>Trademark Registration No.</u>	<u>Registered Trademark</u>	<u>Date of Registration</u>
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See attached Schedule A.

TRADEMARK
APPLICATIONS

<u>Trademark Application No.</u>	<u>Trademark</u>	<u>Filing Date</u>
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See attached Schedule A.

The security interest in the attached trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

SIGNAL INVESTMENT & MANAGEMENT CO.

By Alec Jh

Name ALEC TAYLOR

Title PRESIDENT

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By _____

Name _____

Title _____

The security interest in the attached trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

SIGNAL INVESTMENT & MANAGEMENT CO.

By _____

Name _____

Title _____

Acknowledged and Accepted:

NATIONSBANK, N.A., as Agent

By 

Name: Lawrence M. Richey

Title: Senior Vice President

SCHEDULE A**Thompson Medical Company, Inc.****U.S. Trademarks****Pending Applications**

Mark	Application Serial No.	Filing Date
MERITRIM	75/450,730	3/16/98
SALYCIN	75/333,172	7/30/97
NATURE'S CONTROL	75/197,018	11/12/96
CALCIGUM	75/181,319	10/15/96
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CONTROL	1,210,213	9/28/82
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SLEEPINAL	1,152,096	4/28/81
ENCARE	1,118,053	5/15/79
TEMPO	1,069,263	7/12/77
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DIAR-AID	706,899	11/8/60
NP-27	672,092	1/6/59
SLIM MINT	670,135	11/25/58



02-01-1999

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MOORE & VAN ALLEN, PLLC

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Washington, D.C. 20231

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Re: Recordation Of Notice of Grant of Security Interest In Trademarks.

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet - Trademarks;
2. Notice of Grant of Security Interest In Trademarks, executed December 21, 1998 between Signal Investment & Management Co. and NationsBank, N.A., As Agent;
3. Check No. 27665 in the amount of Two Thousand Three Hundred Sixty Dollars (\$2,360.00);
4. Post Card acknowledgment of filed Notice of Grant of Security Interest In Trademarks documents.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

Mark H. Webbink

CERTIFICATE OF MAILING

I hereby certify that this paper is being deposited with the United States Postal Service as first class mail in an envelope addressed to the Commissioner of Patent And Trademarks, BOX ASSIGNMENTS, Washington, DC 20231.

TIM KROLL
(Typed or printed name of person signing the certificate)

Tim Kroll
(Signature of the person signing the certificate)

1/28/99
(Date of Signature)