

11/14/02

11-21-2002

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of F

102288784

original documents or copy thereof.

1. Name of conveying party(ies):

aaiPharma LLC 2320 Scientific Park Drive Wilmington, NC 28405

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other North Carolina Limited Liability Company

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other Notice of Grant of Security Interest

Execution Date: March 28, 2002

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Administrative Agent

Internal Address: One Independence Center

Street Address: 101 North Tryon Street, 15th Floor

City: Charlotte State: NC Zip: 28255

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

11

7. Total fee (37 CFR 3.41) \$ 290.00

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas

Name of Person Signing

Signature

November 14, 2002

Date

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

04

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

11/21/2002 GTON11 00000042 1179782

01 FC:8521 02 FC:8522

40.00 OP 250.00 OP

OFFICE OF PUBLIC RECORDS NOV 14 AM 11:54 FINANCE SECTION

TRADEMARK REEL: 002620 FRAME: 0261

aaiPharma LLC
(f/k/a NeoSan Pharmaceuticals, Inc.)

EXHIBIT A

Registered Trademarks

| Trademark Name | Registration Number | Date |
|-----------------------|----------------------------|--|
| M.V.I. – 12 | 1,179,782 | December 1, 1981; Renewed June 6, 2002 |
| M.V.I. | 1,094,190 | Registered June 27, 1978 Renewed December 10, 1998 |
| Aquasol A | 0,942,613 | Registered September 12, 1972 ; Renewed April 11, 2002 |
| Aquasol E | 0,942,612 | Registered September 12, 1972 ; Renewed April 11, 2002 |
| BRETHINE | 1,033,587 | February 17, 1976; Renewed April 25, 1996 |
| DARVON | 0,664,975 | July 29, 1958 ; Renewed June 24, 1998 |
| DARVON-N | 0,952,573 | February 6, 1973; Renewed January 14, 1993 |
| DARVOCET-N | 0,949,683 | January 2, 1973; Renewed December 21, 1992 |

Trademark Applications Pending

| Trademark Name | Pending Trademarks Application Number | Filing Date |
|-----------------------------------|--|--------------------|
| BRANDS THAT MATTER MADE BETTER | 78/112,668 | March 5, 2002 |
| RESTORES BALANCE – EVERY DAY! | 78/112,671 | March 5, 2002 |
| AQUASOL | 76/371,708 | February 15, 2002 |

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of March 28, 2002 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Agent (the "Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|----------------------|---|-----------------------------|
|----------------------|---|-----------------------------|

See Exhibit A attached hereto and made a part hereof.

Trademark Applications

| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|-----------------------------------|--|--|
|-----------------------------------|--|--|

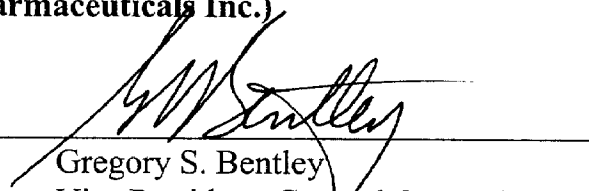
See Exhibit A attached hereto and made a part hereof.

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**aaiPharma LLC (f/k/a NeoSan
Pharmaceuticals Inc.)**

By: _____



Gregory S. Bentley
Vice President, General Counsel
and Assistant Secretary

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____

Name: _____

Title: _____

The undersigned Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**aaiPharma LLC (f/k/a NeoSan
Pharmaceuticals Inc.)**

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: Annie
Name: Annie Cuenco
Title: Asst. Vice President

EXHIBIT A

Registered Trademarks

| Trademark Name | Registration Number | Date |
|-----------------------|----------------------------|--|
| M.V.I. – 12 | 1,179,782 | December 1, 1981; Renewed June 6, 2002 |
| M.V.I. | 1,094,190 | Registered June 27, 1978 Renewed December 10, 1998 |
| Aquasol A | 0,942,613 | Registered September 12, 1972 ; Renewed April 11, 2002 |
| Aquasol E | 0,942,612 | Registered September 12, 1972 ; Renewed April 11, 2002 |
| BRETHINE | 1,033,587 | February 17, 1976; Renewed April 25, 1996 |
| DARVON | 0,664,975 | July 29, 1958 ; Renewed June 24, 1998 |
| DARVON-N | 0,952,573 | February 6, 1973; Renewed January 14, 1993 |
| DARVOCET-N | 0,949,683 | January 2, 1973; Renewed December 21, 1992 |

Trademark Applications Pending

| Trademark Name | Pending Trademarks Application Number | Filing Date |
|-----------------------------------|--|--------------------|
| BRANDS THAT MATTER MADE BETTER | 78/112,668 | March 5, 2002 |
| RESTORES BALANCE – EVERY DAY! | 78/112,671 | March 5, 2002 |
| AQUASOL | 76/371,708 | February 15, 2002 |