

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Amendment

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WELLSPRING PHARMACEUTICAL CORPORATION		09/15/2009	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	WACHOVIA BANK, NATIONAL ASSOCIATION
Street Address:	370 SCOTCH ROAD
City:	WEST TRENTON
State/Country:	NEW JERSEY
Postal Code:	08682
Entity Type:	INC. ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Serial Number:	71586367	DIBENZYLINE
Serial Number:	72193818	DYRENIUM
Serial Number:	73108668	DUVOID
Serial Number:	77382002	GLAXAL BASE
Serial Number:	77545009	GLAXAL BASE
Serial Number:	71589160	EMETROL
Serial Number:	75480950	
Serial Number:	73000354	MICATIN
Serial Number:	71427151	GELUSIL
Serial Number:	77353518	WELLENT

CORRESPONDENCE DATA

Fax Number: (732)726-6603
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

900145663

**TRADEMARK
 REEL: 004081 FRAME: 0036**

OP \$265.00 71586367

Phone: (732) 855-6128
Email: sbordon@wilentz.com
Correspondent Name: Peter R. Herman, Esq.
Address Line 1: 90 Woodbridge Center Drive
Address Line 2: Wilentz, Goldman & Spitzer, P.A.
Address Line 4: Woodbridge, NEW JERSEY 07095

ATTORNEY DOCKET NUMBER:	116721.179
NAME OF SUBMITTER:	Peter R. Herman, Esq.
Signature:	/prh/
Date:	10/20/2009

Total Attachments: 8
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**AMENDMENT TO
PATENTS, TRADEMARKS
AND COPYRIGHTS SECURITY AGREEMENT**

THIS AMENDMENT TO PATENTS, TRADEMARKS AND COPYRIGHTS SECURITY AGREEMENT (this "Amendment") is made as of the 15th day of September, 2009 between WELLSPRING PHARMACEUTICAL CORPORATION a corporation of the State of Delaware (the "Borrower"), having its principal office at 9040 Town Center Parkway, Suite 205, Bradenton, FL 34202, and WACHOVIA BANK, NATIONAL ASSOCIATION, having an office at 370 Scotch Road, West Trenton, New Jersey 08628 (the "Bank").

WITNESSETH:

WHEREAS, the Borrower and the Bank entered into a Patents, Trademarks and Copyrights Security Agreement on June 6, 2003 (the "Original Agreement"); and

WHEREAS, the parties wish to supplement and amend the terms of the Original Agreement as more particularly set forth herein.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the parties do hereby agree as follows:

1. Definitions. Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Original Agreement.
2. Updated Schedule C (Trademarks). Schedule C to the Original Agreement is hereby amended, restated and replaced in its entirety with the new Schedule C to this Amendment. The Trademarks identified on the new Schedule C which are not included in the Schedule C to the Original Agreement are hereinafter referred to as the "New Trademarks." The Bank waives any claim arising out of the abandonment of the abandoned Trademarks listed on Schedule A or any failure of the Borrower to heretofore timely notify the Bank of any New Trademark.
3. Representations. Borrower represents that, as of the date of this Amendment:
 - (a) to the best of its knowledge, it is the true and lawful exclusive owner of all the New Trademarks listed on Schedule C;
 - (b) except as disclosed in the schedules attached hereto New Trademarks are subsisting and have not been adjudged invalid or unenforceable;
 - (c) to the best of its knowledge, Borrower will be the sole and exclusive owner upon registration, of the entire and unencumbered right, title and interest in and to each of the New Trademarks free and clear of any liens, charges and encumbrances, including without limitation pledges, assignments, licenses, registered user agreements, and covenants by Borrower not to sue third persons, other than the assignment to Bank pursuant to this Amendment, and those licenses and other agreements set forth as Exhibit 1 to the Original Agreement;

(d) Borrower has the right to enter into this Amendment and perform its terms;
and

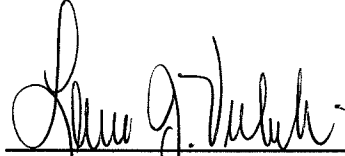
(e) Except as expressly permitted hereunder or under the Original Agreement, the Borrower hereby agrees not to divest itself of any right under any New Trademark which divestiture could have a material adverse effect on Borrower's business, taken as a whole, or its ability to perform its obligations under the Loan Agreement.

4. USPTO Recordal. In lieu of recording this Amendment in the public records, simultaneously herewith, the Borrower shall execute the Statement of Security Interest in the form attached hereto as Exhibit 2 which may be so recorded in the public records.

5. Effect of Amendment. Except as otherwise provided herein, the Original Agreement shall remain in full force and effect and the terms thereof shall be deemed incorporated herein by reference.


WITNESS the execution hereof as of the day and year first above written.

ATTEST:




NAME: LAURA J. VUKOVICH
TITLE: Secretary

**WELLSPRING PHARMACEUTICAL
CORPORATION**

BY: 

NAME: DR. ROBERT A. VUKOVICH
TITLE: President

WACHOVIA BANK, NATIONAL ASSOCIATION

By: 

NAME: RICHARD ANDERSON
TITLE: Vice President

STATE OF NEW JERSEY :
Middlesex :SS:
COUNTY OF MONMOUTH :

I CERTIFY that on 9-15, 2008⁹, DR. ROBERT A. VUKOVICH personally came before me and stated under oath to my satisfaction that:

- (a) this person is the President of WELLSRING PHARMACEUTICAL CORPORATION, the corporation named in this Instrument;
- (b) this Instrument was signed and delivered by the corporations as their voluntary act duly authorized by a proper resolution of their respective Board of Directors;
- (c) this person knows the proper seal of each corporation, both which are affixed to this Instrument;
- (d) this person signed this acknowledgement to attest to the truth of these facts.

Signed and sworn to before me on
Sept. 15, 2008⁹
Joan E. Fabrizio

JOAN E. FABRIZZI
NOTARY PUBLIC, State of New Jersey
My Commission Expires Feb. 24, 2010

STATE OF NEW JERSEY :
Middlesex :SS:
COUNTY OF Middlesex :

I CERTIFY that on 9-15, 2008⁹, RICHARD ANDERSON personally came before me and stated under oath to my satisfaction that:

- (a) this person is the Vice President of WACHOVIA BANK, NATIONAL ASSOCIATION the corporation named in this Instrument;
- (b) this Instrument was signed and delivered by the corporation as its voluntary act duly authorized by a proper resolution of its Board of Directors;
- (c) this person knows the proper seal of the corporation which was affixed to this Instrument;
- (d) this person signed this acknowledgement to attest to the truth of these facts.

Signed and sworn to before me on
Sept 15, 2008⁹
Joan E. Fabrizio

JOAN E. FABRIZZI
NOTARY PUBLIC, State of New Jersey
My Commission Expires Feb. 24, 2010

SCHEDULE A

Abandoned Trademarks

Serial #	Date Abandoned	Mark
77201535	06/10/09	BASE GLAXAL
76419230	10/16/03	DIBENZYLINE FOR INJECTION
76578222	11/12/04	DIBENZYLINE INJECTION
76290096	04/16/02	MINTROL/IBS
76206290	08/20/03	MINTROL
76374520	06/23/03	MINTROL
76447779	07/01/03	NEOSURF
76425946	03/28/03	NEOSURF
77201530	10/27/08	THERAPIE BASE GLAXAL
77353525	07/10/09	WELLENT
76277141	04/16/03	WELLSPRING
76277600	08/21/07	WELLSPRING
76277601	09/04/03	WELLSPRING

SCHEDULE C

Trademarks – Live

Serial #	Registration #	Mark	Goods/Services	Status
71586367	0548626	DIBENZYLINE	Sympatholytic and adrenolytic agent and as an agent affecting the central nervous system	Registered
72193818	0785081	DYRENIUM	Diuretic	Registered
73108668	1070508	DUVOID	Analgesic and diuretic preparation	Registered
77382002	3664440	GLAXAL BASE	Skin care products, namely creams, lotions, gels, moisturizers, soaps and cleansers	Registered
77545009	3674239	GLAXAL BASE design	Skin care products, namely creams, lotions, gels, moisturizers, soaps and cleansers	Registered
71589160	0536728	EMETROL	Preparation containing acid and sugar for the prevention of vomiting	Registered
75480950	2264700	EMETROL rainbow design	Pharmaceutical preparation for the control of nausea and vomiting	Registered
73000354	0997843	MICATIN	Pharmaceutical substances, namely miconazole nitrate antimicrobial cream	Registered
71427151	0378528	GELUSIL	Medicinal preparations for the rational control of gastrointestinal hyperacidity	Registered
77353518	-	WELLENT	Non-medicated and medicated skin care preparations	Opposition Pending, Plan to Abandon

EXHIBIT 2
STATEMENT OF SECURITY INTEREST

THIS STATEMENT OF SECURITY INTEREST is made and entered into this ___ day of ____, 2008 by and between **WELLSPRING PHARMACEUTICAL CORPORATION**, a Delaware corporation located at 9040 Town Center Parkway, Suite 205, Bradenton, FL 34202 (“WellSpring”), and **WACHOVIA BANK, NATIONAL ASSOCIATION**, having an office at 370 Scotch Road, West Trenton, New Jersey 08628 (the “Bank”). WellSpring and the Bank are sometimes collectively referred to as “Parties” and each individually as “Party.”

WHEREAS, WellSpring owns federal registrations and trademark applications for certain trademarks on the Principal Register of the United States Patent and Trademark Office (hereinafter the “Trademarks”);

WHEREAS, the Parties have entered into a security agreement dated June 6, 2003 (the “Security Agreement”) which provides that WellSpring conveys and grants to Bank a security interest in all right title and interest of WellSpring in, to and under WellSpring’s patent and trademarks pursuant to the terms set forth in the Security Agreement; and

WHEREAS the Parties wish to record a document affecting title to a trademark with the United States Patent and Trademark Office in accordance with 15 U.S.C. §1060;

NOW THEREFORE, the Parties agree and acknowledge that WellSpring has conveyed a security interest in, all of WellSpring’s right, title and interest in, to and under each of the Trademarks registered with the USPTO which are presently owned by WellSpring, together with the goodwill associated with each such Trademark, as well as each application for registration filed with the USPTO by WellSpring, as set forth on Schedule A, attached hereto and incorporated herein.

The Parties agree and acknowledge that said security interest granted to Bank, in accordance with the terms and conditions of the Security Agreement, includes, without limitation, a security interest in all proceeds thereof, the right to sue for past, present, and future infringements thereof, all rights corresponding thereto throughout the world, and all reissues, divisions, continuations, renewals, extensions and continuations-in-part thereof.

Notwithstanding the foregoing, the Parties agree and acknowledge that: (a) the Security Agreement does not constitute an assignment or transfer of any rights of WellSpring in any applications for trademarks which are based on an intent to use, but shall constitute a grant of security interest only in such applications to the extent such grant is not violative of 15 U.S.C §1060; and (b) no grant of rights contained in the Security Agreement shall apply to any patents, trademarks or related rights licensed, sublicensed, transferred, conveyed or assigned to InfaCare Pharmaceutical Corporation and any rights, patents, trademarks licenses, or sublicenses or other interest relating to the compound tin-mesoporphyrin or the product known as Stanate or Stannsoporfin.

IN WITNESS WHERE OF, and intending to be legally bound, the parties hereto have caused this Statement of Security Interest to be executed and delivered by their proper and duly authorized officers as of the date set forth above.

WELLSPRING PHARMACEUTICAL CORPORATION

By: _____
Name:
Title:

WACHOVIA BANK, NATIONAL ASSOCIATION

By: _____
Name:
Title:

SCHEDULE A to Statement of Security Interest

Trademarks

Serial #	Registration #	Mark	Goods/Services	Status
71586367	0548626	DIBENZYLINE	Sympatholytic and adrenolytic agent and as an agent affecting the central nervous system	Registered
72193818	0785081	DYRENIUM	Diuretic	Registered
73108668	1070508	DUVOID	Analgesic and diuretic preparation	Registered
77382002	3664440	GLAXAL BASE	Skin care products, namely creams, lotions, gels, moisturizers, soaps and cleansers	Registered
77545009	3674239	GLAXAL BASE design	Skin care products, namely creams, lotions, gels, moisturizers, soaps and cleansers	Registered
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