

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Wyeth LLC	FORMERLY Wyeth	01/22/2010	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Victory Pharma, Inc.		
Street Address:	11682 El Camino Real		
Internal Address:	Suite 250		
City:	San Diego		
State/Country:	CALIFORNIA		
Postal Code:	92130		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	77909935	PHENERGAN	
Registration Number:	0507057	PHENERGAN	
CORRESPONDENCE DATA			
Fax Number:	(858)876-1604		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	858 353 9285		
Email:	westdocket@hollymenker.com		
Correspondent Name:	Holley & Menker, P.A./G. Holley		
Address Line 1:	P.O. Box 96		
Address Line 4:	Solana Beach, CALIFORNIA 92075		
ATTORNEY DOCKET NUMBER:	1202.0000		
NAME OF SUBMITTER:	Gabrielle A. Holley		
Signature:	/GAHolley/		

OP \$65.00 77909935

900152990

TRADEMARK
REEL: 004137 FRAME: 0179

Date:

01/25/2010

Total Attachments: 4

source=Executed - Phenergan Trademark Assignment#page1.tif

source=Executed - Phenergan Trademark Assignment#page2.tif

source=Executed - Phenergan Trademark Assignment#page3.tif

source=Executed - Phenergan Trademark Assignment#page4.tif

PHENERGAN TRADEMARK ASSIGNMENT

THIS PHENERGAN TRADEMARK ASSIGNMENT, dated as of January 22, 2010, is entered into by and between Wyeth LLC (formerly known as Wyeth), a Delaware limited liability company, acting by and through its Wyeth Pharmaceuticals Division, with a business address at Five Giralda Farms, Madison, New Jersey, 07940 ("Assignor"), and Victory Pharma, Inc., a Delaware corporation, with a business address at 11682 El Camino Real, Suite 250, San Diego, California, 92130 ("Assignee").

WHEREAS, Assignor owns the trademarks (the "Trademarks") and the trademark registrations and trademark applications (the "Registrations") as shown in Schedule A attached hereto, and the goodwill associated therewith (together with the Trademarks and the Registrations, collectively, the "Marks");

WHEREAS, Assignor, Wyeth Pharmaceuticals Inc. and Assignee entered into that certain Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of September 11, 2009, regarding the Marks; and

WHEREAS, pursuant to and as set forth in the Asset Purchase Agreement, Assignor agreed to assign the Marks to Assignee.

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

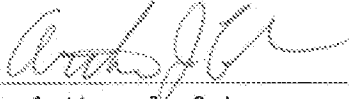
1. Assignor hereby assigns unto Assignee all right, title and interest in and to the Marks, together with any common law rights and the goodwill of the business symbolized therewith, as well as the right (but not the obligation) to assert the Marks and to collect for all past, present and future infringements and claims for damages and the proceeds thereof (including, without limitation, license royalties and proceeds of infringement suits and all rights corresponding thereto throughout the world by reason of any past and future acts of infringement that have occurred or may occur).

2. This document may be executed in two counterparts, each of which shall be deemed to be an original and all such counterparts shall constitute but one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have executed this Phenergan Trademark Assignment as the date first set forth above.

**WYETH LLC, acting by and through its
Wyeth Pharmaceuticals Division**

By: 
Name: Arthur J. Cohn
Title: Vice President

VICTORY PHARMA, INC.

By: _____
Name:
Title:

IN WITNESS WHEREOF, the undersigned have executed this Phenergan Trademark Assignment as the date first set forth above.

**WYETH LLC, acting by and through its
Wyeth Pharmaceuticals Division**

By: _____
Name:
Title:

VICTORY PHARMA, INC.

By: David J. Parker
Name: DAVID J. PARKER
Title: CHIEF FINANCIAL OFFICER

SCHEDULE A

Trademark U.S. Patent and Trademark
Office Registration Number

Phenergan® 0507057

Trademark U.S. Patent and Trademark
Office Registration Application Number

Phenergan® 77909935

Trademark Office of Corporations and Trademarks
Department of State
Commonwealth of Puerto Rico
Registration Number

Phenergan® 12091