

AGREEMENT TO LICENSE AND PURCHASE

THIS AGREEMENT, dated March 2, 2005, is entered into by and between A[REDACTED]rx Labs, LLC, a Delaware limited liability company, [REDACTED]rx Laboratories, Inc., a Mississippi corporation, Andrx Laboratories (NJ), Inc., a Delaware corporation, and A[REDACTED]rx EU Ltd., a United Kingdom company (each, a "Seller" and collectively, the "Seller Entities"), and [REDACTED]st [REDACTED]on Pharmaceutical Corporation, a Delaware corporation ("Buyer").

WHEREAS, the Seller Entities own assets used in the business relating to the following product lines (as more fully described herein, collectively, the "Seller Product Lines" or "Products"):

- (a) the Altoprev brand products; and
- (b) the Fortamet brand products.

WHEREAS, subject to the terms and conditions set forth herein, Seller desires to cause the sale, assignment and transfer to Buyer, and Buyer desires to purchase, assume and take assignment of certain assets, properties, rights and liabilities related to the Seller Product Lines.

WHEREAS, the Seller will retain and license to Buyer certain patent and other intellectual property rights relating to the Products pursuant to the License Agreement (as defined below), with the exception of the Altoprev and Fortamet trademarks which will be sold to Buyer.

WHEREAS, the Seller will retain all rights and assets relating to the manufacture of the Products, and Buyer will engage Seller to manufacture the Products for Buyer pursuant to the Supply Agreement (as defined below).

NOW, THEREFORE, in consideration of the premises and mutual covenants, agreements and provisions herein contained, the parties hereto agree as follows:

ARTICLE 1.

DEFINITIONS

1.1. Definitions. The following terms have the following meanings when used herein:

"Accounts Receivable" shall mean accounts receivable of Seller arising from the sale of the Products prior to the Closing Date which have not been collected as of the Closing Date.

"Affiliate" means with respect to any Person, any other Person directly or indirectly controlling or controlled by, or under direct or indirect common control with, such Person.

"Agreement" means this Agreement to License and Purchase, including all Schedules hereto, as it may be amended from time to time in accordance with its terms.

"Altoprev Amount" has the meaning set forth in Section 3.1.2.