



07-20-1999

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- Individual General Partnership Limited Partnership Corporation Association
- Other
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07/19/1999 DNGUYEN 00000177 1166023

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Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

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Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) #

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

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. Charges to deposit account are authorized, as indicated herein.

Leo A. Bautista, Esq.



Name of Person Signing

Signature

Date Signed

Dated May 17, 1999

THE BOOTS COMPANY PLC

- and -

SOUTH CONE INC

TRADE MARK ASSIGNMENT

ASHURST MORRIS CRISP

Broadwalk House
5 Appold Street
London EC2A 2HA

Tel: 0171-638 1111

Fax: 0171-972 7990

ICS/RJC/L85100001/1088290

THIS ASSIGNMENT is made on May 17, 1999

BETWEEN

- (1) **THE BOOTS COMPANY PLC** a company incorporated in England and Wales (no. 27657) and whose registered office is Nottingham, NG2 3AA (hereinafter the "Assignor"); and
- (2) **SOUTH CONE INC.** a company incorporated in the state of California, USA and whose principal place of business is 9660 Chesapeake Drive, San Diego, California 9213, United States (hereinafter the "Assignee").

RECITAL

The Assignor is the proprietor and beneficial owner of the US registered Trade Mark REEF OIL, U.S. Registration No. 1166023 (the "Trade Mark"), registered in International Class 3 for suntan lotions, and wishes to assign the Trade Mark to the Assignee.

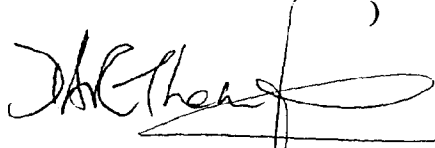
THE PARTIES AGREE AS FOLLOWS:-

1. In consideration of the sum of US\$2,000 now paid by the Assignee to the Assignor (receipt of which the Assignor hereby acknowledges) the Assignor **HEREBY ASSIGNS** and transfers with full title guarantee all right, title and interest in the Trade Mark, including all statutory and common law rights attaching thereto and the right to sue for past infringements and to retain any damages obtained as a result of such action, to the Assignee.
2. The Assignor confirms that this assignment is made with the goodwill attaching to and symbolised by the Trade Mark but without the goodwill in the business in the goods for which the Trade Mark is registered.
3. It is hereby certified that this transaction does not form part of a larger transaction or series of transactions in respect of which the amount or value or the aggregate amount or value of the consideration involved exceeds £60,000 (sixty thousand pounds).
4. This Assignment is governed by and shall be construed in accordance with English law.

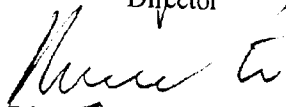
IN WITNESS whereof this agreement has been executed as a deed on the date first above written.

The common seal of
THE BOOTS COMPANY PLC
was hereunto affixed in the presence of:-

)
)
)
)



Director



Director/Secretary

APPROVED FOR
SIGNATURE
M. MORRIS

The common seal of
SOUTH CONE INC.
was hereunto affixed in the presence of:-

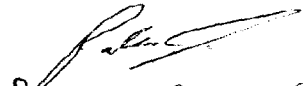
)
)
)
)



Director



Director/Secretary


PALOMA R. DEL CAMPO
VICE PRESIDENT OF LEGAL AFFAIRS