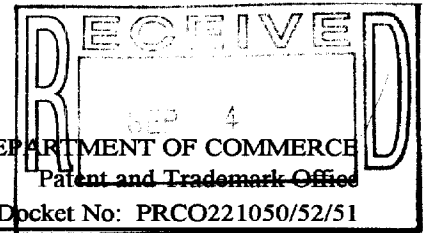


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CORDINATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office Attorney Docket No: PRCO221050/52/51

To the Honorable Assistant Commissioner for Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

NextDerm, Inc.

- Individuals Association
General Partnership Limited Partnership
[X] Corporation-State
Other

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

3. Nature of conveyance:

- [X] Assignment Merger
Security Agreement Change of Name
Other

Execution date: August 31, 1999

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

A. Trademark Application No(s). 75/485,117; 75/558,758; 75/558,774

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

Dennis K. Shelton, Esq. CHRISTENSEN O'CONNOR JOHNSON & KINDNESS PLLC 1420 Fifth Avenue Suite 2800 Seattle, WA 98101-2347 (206) 682-8100

2. Name and address of receiving party(ies):

Name: ProCyte Corporation Address: 8511 - 154th Avenue Northeast City: Redmond State: WA ZIP: 98052-3557

- Individual(s) citizenship
Association State of
General Partnership State of
Limited Partnership State of
[X] Corporation-State State of Washington
Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
Additional name(s) & address(es) attached? Yes No

B. Trademark Registration No(s).

Additional numbers attached? Yes No

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00
Check No. 108972 in the amount of \$90.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

DO NOT USE THIS SPACE

9. 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.

Dennis K. Shelton
Name of Attorney or Agent
Registration No. 26,997
Direct Dial (206) 695-1718

Signature: Dennis K. Shelton

Date: 9/10/99

Total number of pages including cover sheet, attachments and document: 3

OMB No. 0651-0011 (exp. 4/94)

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: U.S. Patent and Trademark Office, Office of Public Records, Crystal Gateway 4, Room 335, Washington, D.C. 20231, on 9/10/99

Date: September 10, 1999

Signature: Carolyn Griener

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02 FC:482 50249.DOC
09/09/99 6:07 PM

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TRADEMARK REEL: 001963 FRAME: 0721

ASSIGNMENT OF TRADEMARKS AND PENDING APPLICATIONS

WHEREAS, NextDerm, Inc., a Delaware corporation, having a place of business at 3535 Cross Creek Lane, Malibu, California 90265 (hereinafter the "Assignor"), has intended to use the following trademarks in commerce and filed applications indicating that intention, but has not yet filed allegations of use under §§ 1(c) or 1(d) of The Trademark Act:

<i>Mark</i>	<i>Application No.</i>	<i>Filing Date</i>
NEXTDERM	75/485,117	May 14, 1998
NEXTDERM DEEP PORE EXTRACTING FACIAL TREATMENT	75/558,758	September 22, 1998
GELICA	75/558,774	September 22, 1998

and

WHEREAS, Assignor is assigning the marks and the above-identified applications as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060;

WHEREAS, ProCyte Corporation, a Washington corporation, having a place of business at 8511 - 154th Avenue Northeast, Redmond, Washington 98052-3557 (hereinafter the "Assignee"), the successor of the ongoing and existing business or portion thereof of Assignor to which the marks pertain, is desirous of acquiring said marks and the pending intent-to-use applications therefor;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee all right, title and interest in and to the marks, the pending intent-to-use applications therefor, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to Assignee.

Signed at Malibu, California, this 31st day of August 1999.

Mill Valley, CA

NEXTDERM, INC.

By *[Signature]*
Printed Name: Glenn A. Oclassen
Corporate Title: Chairman

STATE OF CALIFORNIA)
) ss.
COUNTY OF Marin)

On August 31, 1999, before me, Elanor M. Cherier [name of notary], Notary Public, personally appeared Glenn Anthony Oclassen [name of corporate officer] personally

know to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity as Chairman [corporate title] of NextDerm, Inc., and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

(Seal or stamp)



Notary Public

My commission expires 9/7/2001

