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	Conveyance Type
Submission Type New	Assignment License
Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document Reel # 002045 Frame # 0189	Security Agreement Nunc Pro Tunc Assignment Effective Date Month Day Year 12221999 Change of Name X Other Assignment/Security Interest
Conveying Party	Mark if additional names of conveying parties attached Execution Date Month Day Year
Name Derma Sciences, Inc.	12221999
Formerly	
Individual General Partnership	Limited Partnership X Corporation Association
Other	
X Citizenship/State of Incorporation/Organiza	zation Pennsylvania
Receiving Party	Mark if additional names of receiving parties attached
Name Galen Partners III, L.P.	4
DBA/AKA/TA	
Composed of	
Address (line 1) 610 Fifth Avenue	
Address (line 2)	
Address (line 3) New York	NY/U.S.A. 10020
Individual General Partnership Corporation Association	State/Country Zip Code Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic
Other	representative should be attached. (Designation must be a separate document from Assignment.)
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FORM PTO-1 Expires 06/30/99 OMB 0651-0027	618B	Page 2	U.S. Department of Commerce Patent and Trademark Office TRADEMARK
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Name [
Address (line 1)			
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Correspond	ent Name and Add	'ess Area Code and Telephone Number	(415) 371-1200
Name [Mary A. Franci	s, Esq.	
Address (line 1)	Thelen Reid &	Priest LLP	
Address (line 2)	101 Second St	reet	
Address (line 3)	Suite 1800		
Address (line 4)	San Francisco	, CA 94105-3601	
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Resubmission (Non-Recordation) Document ID # Correction of PTO Error Reel # Frame # Corrective Document	Security Agreement Merger Change of Name Nunc Pro Tunc Assignment Effective Date Month Day Year 12221999
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Address (line 2)	
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	Limited Partnership assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached.
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		Area Code and	Telephone Number	(415) 371-	1200
Name	Mary A. Francis	, Esq.			
Address (line 1)					
(inte 1)	Thelen Reid & Pi	riest LLP			
Address (line 2)	101 Second Stree				
Address					
Address (line 3)	Suite 1800				
Address (line 4)	San Francisco, C	A 94105-3601			
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CONDITIONAL ASSIGNMENT OF AND SECURITY INTEREST IN INTELLECTUAL PROPERTY RIGHTS (TRADEMARK)

THIS CONDITIONAL ASSIGNMENT OF AND SECURITY INTEREST IN INTELLECTUAL PROPERTY RIGHTS (TRADEMARK) ("Conditional Assignment"), dated December 22, 1999, is made by Derma Sciences, Inc., a Pennsylvania corporation with offices located at 214 Carnegie Center, Suite 100, Princeton, New Jersey ("Derma Sciences" or "Grantor"), in favor of Galen Partners III, L.P., a Delaware limited partnership with offices at 610 Fifth Avenue, New York, New York 10020, Galen Partners International III, L.P., a Delaware limited partnership with offices at 610 Fifth Avenue, New York, New York 10020, Galen Employee Fund III, L.P., a Delaware limited partnership with offices at 610 Fifth Avenue, New York, New York 10020 and Med-Tec Investors, LLC, a New Jersey limited liability company with offices at 777 Alexander Road, Princeton, New Jersey 08540 (collectively, the "Secured Parties").

WHEREAS, the Secured Parties have agreed to purchase from Derma Sciences those certain convertible bonds due December 31, 2000 in the aggregate principal amount of up to \$750,000 ("Convertible Bonds"); and

WHEREAS, in order to secure payment of interest and principal on the Convertible Bonds the Grantor, its corporate affiliates and the Secured Parties have entered into that certain security agreement of even date herewith ("Security Agreement");

NOW, THEREFORE, in consideration of the purchase of the Convertible Bonds by the Secured Parties and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties hereto, the Grantor hereby makes this Conditional Assignment upon the terms hereinafter set forth:

- 1. **Definitions.** Unless otherwise defined herein or the context otherwise requires, terms used in this Conditional Assignment, including its preamble and recitals, have the meanings provided in the Convertible Bonds and the Security Agreement.
- 2. Conditional Assignment and Grant of Security Interest. The Grantor hereby: pledges, grants a continuing security interest in and a right of setoff against, and assigns, transfers and conveys to the Secured Parties, effective upon demand made upon the occurrence and during the continuance of an Event of Default, the trademarks (including, without limitation, those items listed on Schedule A hereto), together with all goodwill pertaining thereto.

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- 3. **Purpose.** This Conditional Assignment has been executed and delivered by the Grantor for the purpose of registering the conditional assignment and grant of security interest with the United States Patent and Trademark Office. The security interest granted hereby has been granted as a supplement to, and not in limitation of, the security interest granted to the Secured Parties under the Security Agreement. The Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with their terms.
- 4. **Acknowledgement.** The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the trademarks granted hereby are more fully set forth in the Security Agreement the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Conditional Assignment to be duly executed and delivered by its Vice President and Chief Financial Officer thereunto duly authorized as of the day and year first above written.

DERMA SCIENCES, INC.

Stephen Wills CPA N

Vice President and Chief Financial Officer

SCHEDULE A

CONDITIONAL ASSIGNMENT OF AND SECURITY INTEREST IN INTELLECTUAL PROPERTY RIGHTS (TRADEMARK)

Mark	Registration	Registration Date
	Number	(Filing Date)
	(Serial Number)	
NUTRA SHIELD (and all goodwill pertaining thereto)	2256073	June 22, 1999
NUTRASTAT (and all goodwill pertaining thereto)	2243778	May 4, 1999
NUTRAWASH (and all goodwill pertaining thereto)	2243776	May 4, 1999
DERMA SITE (and all goodwill pertaining thereto)	2235336	
S.T.A.G.E.S. (and all goodwill pertaining thereto)	2162527	March 23, 1999 June 2, 1998
TRI-ZINC (and all goodwill pertaining thereto)	1991803	August 8, 1996
DERMAGRAN II (and all goodwill pertaining thereto	1857157	October 4, 1994
DERMAGRAN (and all goodwill pertaining thereto)	1828019	March 29, 1994
DERMAGRAN (and all goodwill pertaining thereto)	1763594	April 6, 1993
DERMAGRAN (and all goodwill pertaining thereto)	1695738	June 23, 1992
DERMASTAT (and all goodwill pertaining thereto)	2300477	December 14, 1999
NUTRACOL (and all goodwill pertaining thereto)	2300512	December 14, 1999
NEA (and all goodwill pertaining thereto)	(75-630792)	(January 25, 1999)
NUTRAFILL (and all goodwill pertaining thereto)	(75-627575)	(January 25, 1999)
NUTRAFOAM (and all goodwill pertaining thereto)	(75-360455)	(September 22, 1997)
NUTRAFILL (and all goodwill pertaining thereto	(75-360454)	(September 22, 1997)
NUTRAVUE (and all goodwill pertaining thereto)	(75-360453)	(September 22, 1997)
NUTRADRESS (and all goodwill pertaining thereto)	(75-360450)	(September 22, 1997)
NUTRASORB (and all goodwill pertaining thereto)	(75-360430)	(September 22, 1997)
NUTRACLEANSE (and all goodwill pertaining thereto)	(75-344533)	(August 21, 1997)
NUTRACREAM (and all goodwill pertaining thereto)	(75-344529)	(August 21, 1997
DERMASOOTHE (and all goodwill pertaining thereto)	(75-344528)	(August 21, 1997)

TRADEMARK
RECORDED: 11/03/2000 REEL: 002172 FRAME: 0611