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Form PTO-1594

(Rev. 03/01)

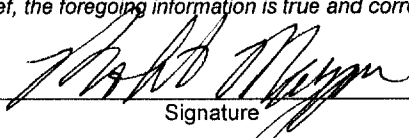
OMB No. 0651-0027 (exp. 5/31/2002)

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Pecos Pharmaceutical, Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State: California <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		<p>2. Name and address of receiving party(ies): Name: Medtech Holdings, Inc.</p> <p>Internal Address: Street Address: 90 North Broadway</p> <p>City: Irvington State: NY Zip: 10533</p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: Delaware <input checked="" type="checkbox"/> Corporation-State: _____ <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No <small>(Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
<p>3. Nature of Conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: March 28, 2003</p>			
<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s):</p> <p>B. Trademark Registration No.(s): 1,894,792 2,367,470 2,367,471</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Erin A. Dugan</p> <p>Internal Address: Atty. Dkt.: SGGP-005-001 Street Address: Ropes & Gray One International Place</p> <p>City: Boston State: MA Zip: 02110-2624</p>		<p>6. Total Number of applications and registrations involved: 3</p> <p>7. Total fee (37 CFR 3.41) \$ 90.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card <small>(Form 2038 enclosed)</small></p> <p>8. Deposit account number: 18-1945 <small>(Attach duplicate copy of this page if paying by deposit account)</small></p>	
DO NOT USE THIS SPACE			
<p>9. Statement and signature: <i>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.</i></p> <p>Robert A. Mazzaresse  March 28, 2003 Name of Person Signing Signature Date</p> <p>Total number of pages including cover sheet, attachments, and document: <input type="text" value="4"/></p>			

04/02/2003 ECOOPER 00000221 181945 1894792

01 FC:0521 40.00 CH
02 FC:0522 50.00 CH

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MARKS ASSIGNMENT

THIS ASSIGNMENT is dated as of March 28, 2003, and is made from Pecos Pharmaceutical, Inc. (the "Assignor") on the one hand, to Medtech Holdings, Inc. ("Assignee") on the other hand.

WITNESSETH

WHEREAS, Assignor has adopted and used in commerce the Marks as set forth in Schedule A attached hereto; and

WHEREAS, Assignee wishes to acquire from Assignor, and Assignor wishes to transfer to Assignee, said Marks and the goodwill associated with such Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor assigns to Assignee all rights, title and interests in and to the Marks, the goodwill of the business symbolized by the marks, all registrations and applications for registration thereof, if any, all rights of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past infringement of said Marks, and all records and files relating to said Marks. This Marks Assignment will be governed by the laws of the State of Delaware without regard to its conflicts of laws principles.

Assignor shall sign all documents, provide all testimony and, in general, do all lawful things reasonably requested of it by Assignee to carry out and fulfill the purposes and intent of this Marks Assignment.

Assignor hereby covenants that it has full right to convey the entire interest herein assigned, and that it has not executed, and will not execute, any agreements inconsistent herewith.

This Marks Assignment may be signed in multiple counterparts, each of which together shall constitute one instrument.

Pcm

IN WITNESS WHEREOF, the parties have executed, made and entered into this
Marks Assignment under seal as of the date first set forth above.

ASSIGNOR:

PECOS PHARMACEUTICAL, INC.

By: Peter C. Man
Title: President

ASSIGNEE:

MEDTECH HOLDINGS, INC.

By: Peter C. Man
Title: President and CEO

SCHEDULE A

“Marks” means and includes all trademarks, service marks, trade names, and brand and source identifiers of any type or nature, however embodied or recorded, which have been used in commerce, or have been developed to be used, in association with the Purchased Assets as such term is defined in the Asset Purchase & Sale Agreement dated March 28, 2003, by and between Medtech Holdings, Inc. and Contract Pharmacal Corporation, including without limitation the following:

PECOS PHARMACEUTICAL, INC.
U.S. Trademark Registrations

<u>Trademark</u>	<u>Registration Number</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>
PECOS PHARMACEUTICAL			
and design	1,894,792	United States	May 23, 1995
ARTHXDS and Design	2,367,470	United States	July 18, 2000
ARTHXSS and Design	2,367,471	United States	July 18, 2000

PCW