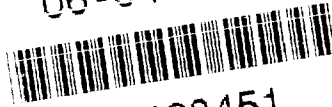


06-04-2003

Tab settings ⇒ ⇒ ⇒ ▼ ▼ ▼



102463451

To the Honorable Commissioner of Patents

Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): **Advanced Tissue Sciences, Inc.** *5.8.03*

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State -- **Delaware**  
 Other \_\_\_\_\_

2. Name and address of receiving party(ies):  
Name: **Skin Medica, Inc.**  
Internal Address: **c/o Mr. Rex Bright** *MAY 8 2003*  
Street Address: **5909 Sea Lion Place, Suite H**  
City: **Carlsbad** State: **CA** Zip: **92008**

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

3. Nature of conveyance:  
 Assignment       Merger  
 Security Agreement       Change of Name  
 Other \_\_\_\_\_

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State **Delaware**  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

Execution Date: **March 21, 2003**

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
**76/207,800 76/207,803 76/207,805**  
~~**76/207,806 76/348,907**~~

B. Trademark Registration No.(s)

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Ms. Patricia A. Conner**  
Internal Address: **Latham & Watkins LLP**  
Street Address: **650 Town Center Drive, Suite 2000**  
City: **Costa Mesa** State: **CA** Zip: **92626**

6. Total number of applications and registrations involved:..... 5

7. Total fee (37 CFR 3.41).....\$ **140.00**  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number  
**500524**

(Attach duplicate copy of this page if paying by deposit account)

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.*

**Patricia A. Conner**  
Name of Person Signing

*Patricia A. Conner*  
Signature

**May 6, 2003**  
Date

06/03/2003 DBYRNE 00000146 76207800

Total number of pages including cover sheet, attachments, and document: 11

01 FC:8521  
02 FC:8522

40.00  
100.00

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**ASSIGNMENT OF TRADEMARK**

This ASSIGNMENT OF TRADEMARK is made as of March 21, 2003, by Advanced Tissue Sciences, Inc., a Delaware corporation ("Assignor"), to Skin Medica, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor has adopted, has used, is using, or has a bona fide intent to use to the extent transferable, and is the owner of the trademark, and federal registration therefor, to wit, U.S. Application Serial No. 76/207,800, for the design mark **NOURICEL PATENTED. PURE & Design**, and referred to herein as the "Mark"; and

WHEREAS, Assignee is acquiring a division of the business of the Assignor and is desirous of acquiring the Mark;

WHEREAS, pursuant to the Asset Purchase Agreement dated as of January 6, 2003 between Assignor and Assignee (the "Agreement"), Assignee is acquiring from Assignor the entire right, title and interest in and to the Mark together with the goodwill of the business symbolized by the Mark;

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Mark, together with the goodwill associated therewith and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Mark, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registration of the Mark as the property of Assignee and to issue all future registration for the Mark to Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademark by its respective duly authorized officer in their respective corporate names, effective as of the date first written above.

**ADVANCED TISSUE SCIENCES, INC.**,  
a Delaware corporation

By: Kari E. McCulloch

Name: Kari E. McCulloch

Title: Acting General Counsel

Date: March 21, 2003

**SKINMEDICA, INC.**,  
a Delaware corporation

By: 

Name: Rex Bright

Title: President and CEO

Date: April 14, 2003

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On March 21, 2003 before me, Michelle Halbig, Notary Public, personally appeared Kari E. McCulloch, 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 she executed the same in her authorized capacity, and that by her signature on the instrument on behalf of said Assignor, executed the instrument.

WITNESS my hand and official seal.



Michelle Halbig  
Signature of Notary Public

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On ~~March~~ <sup>April 14, 2003 KRO</sup>, 2003 before me, KATHLEEN R. OWEN Notary Public, personally appeared Rex Bright, 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, and that by his signature on the instrument on behalf of said Assignee, executed the instrument.

WITNESS my hand and official seal.



Kathleen Owen  
Signature of Notary Public

**ASSIGNMENT OF TRADEMARK**

This ASSIGNMENT OF TRADEMARK is made as of March 21, 2003, by Advanced Tissue Sciences, Inc., a Delaware corporation ( "Assignor" ), to SkinMedica, Inc., a Delaware corporation ( "Assignee" ).

WHEREAS, Assignor has adopted, has used, is using, or has a bona fide intent to use to the extent transferable, and is the owner of the trademark, and federal registration therefor, to wit, U.S. Application Serial No. 76/207,803, for the design mark **NOURICEL-MD PATENTED. PURE & Design**, and referred to herein as the "Mark";

WHEREAS, Assignee is acquiring a division of the business of the Assignor and is desirous of acquiring the Mark; and

WHEREAS, pursuant to the Asset Purchase Agreement dated as of January 6, 2003 between Assignor and Assignee (the "Agreement" ), Assignee is acquiring from Assignor the entire right, title and interest in and to the Mark together with the goodwill of the business symbolized by the Mark.

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Mark, together with the goodwill associated therewith and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Mark, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registration of the Mark as the property of Assignee and to issue all future registration for the Mark to Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademark by its respective duly authorized officer in their respective corporate names, effective as of the date first written above.

**ADVANCED TISSUE SCIENCES, INC.**,  
a Delaware corporation

By: Kari E. McCulloch

Name: Kari E. McCulloch

Title: Acting General Counsel

Date: March 21, 2003

**SKINMEDICA, INC.**,  
a Delaware corporation

By: Rex Bright

Name: Rex Bright

Title: President and CEO

Date: April 14, 2003

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On March 21, 2003 before me, Michelle Halbig, Notary Public, personally appeared Kari E. McCulloch, 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 she executed the same in her authorized capacity, and that by her signature on the instrument on behalf of said Assignor, executed the instrument.

WITNESS my hand and official seal.



*Michelle Halbig*  
\_\_\_\_\_  
Signature of Notary Public

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On ~~March~~ <sup>April 14, 2003</sup> ~~21~~, 2003 before me, KATHLEEN R. OWEN, Notary Public, personally appeared Rex Bright, 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, and that by his signature on the instrument on behalf of said Assignee, executed the instrument.

WITNESS my hand and official seal.



*Kathleen R. Owen*  
\_\_\_\_\_  
Signature of Notary Public

**ASSIGNMENT OF TRADEMARK**

This ASSIGNMENT OF TRADEMARK is made as of March 21, 2003, by Advanced Tissue Sciences, Inc., a Delaware corporation ( "Assignor" ), to Skin Medica, Inc., a Delaware corporation ( "Assignee" ).

WHEREAS, Assignor has adopted, has used, is using, or has a bona fide intent to use to the extent transferable, and is the owner of the trademark, and federal registration therefor, to wit, U.S. Application Serial No. 76/207,805, for the wordmark **NOURICEL-MD**, and referred to herein as the "Mark"; and

WHEREAS, Assignee is acquiring a division of the business of the Assignor and is desirous of acquiring the Mark;

WHEREAS, pursuant to the Asset Purchase Agreement dated as of January 6, 2003 between Assignor and Assignee (the "Agreement" ), Assignee is acquiring from Assignor the entire right, title and interest in and to the Mark together with the goodwill of the business symbolized by the Mark;


NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Mark, together with the goodwill associated therewith and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Mark, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registration of the Mark as the property of Assignee and to issue all future registration for the Mark to Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademark by its respective duly authorized officer in their respective corporate names, effective as of the date first written above.

**ADVANCED TISSUE SCIENCES, INC.**,  
a Delaware corporation

**SKINMEDICA, INC.**,  
a Delaware corporation

By: Kari E. McCulloch

By: 

Name: Kari E. McCulloch

Name: Rex Bright

Title: Acting General Counsel

Title: President and CEO

Date: March 21, 2003

Date: April 14, 2003

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On March 21, 2003 before me, Michelle Halbig, Notary Public, personally appeared Kari E. McCulloch, 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 she executed the same in her authorized capacity, and that by her signature on the instrument on behalf of said Assignor, executed the instrument.

WITNESS my hand and official seal.



*Michelle Halbig*  
Signature of Notary Public

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

*APRIL 14, 2003*

On March, 2003 before me, KATHLEEN R. OWEN, Notary Public, personally appeared Rex Bright, 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, and that by his signature on the instrument on behalf of said Assignee, executed the instrument.

WITNESS my hand and official seal.



*Kathleen R Owen*  
Signature of Notary Public

**ASSIGNMENT OF TRADEMARK**

This ASSIGNMENT OF TRADEMARK is made as of March 21, 2003, by Advanced Tissue Sciences, Inc., a Delaware corporation ( "Assignor" ), to Skin Medica, Inc., a Delaware corporation ( "Assignee" ).

WHEREAS, Assignor has adopted, has used, is using, or has a bona fide intent to use to the extent transferable, and is the owner of the trademark, and federal registration therefor, to wit, U.S. Application Serial No. 76/207,806, for the wordmark **NOURICEL**, and referred to herein as the "Mark"; and

WHEREAS, Assignee is acquiring a division of the business of the Assignor and is desirous of acquiring the Mark;

WHEREAS, pursuant to the Asset Purchase Agreement dated as of January 6, 2003 between Assignor and Assignee (the "Agreement" ), Assignee is acquiring from Assignor the entire right, title and interest in and to the Mark together with the goodwill of the business symbolized by the Mark;

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Mark, together with the goodwill associated therewith and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Mark, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registration of the Mark as the property of Assignee and to issue all future registration for the Mark to Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademark by its respective duly authorized officer in their respective corporate names, effective as of the date first written above.

**ADVANCED TISSUE SCIENCES, INC.**,  
a Delaware corporation

**SKINMEDICA, INC.**,  
a Delaware corporation

By: Kari E. McCulloch

By: 

Name: Kari E. McCulloch

Name: Rex Bright

Title: Acting General Counsel

Title: President and CEO

Date: March 21, 2003

Date: April 14, 2003



STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On March 21, 2003 before me, Michelle Halbig, Notary Public, personally appeared Kari E. McCulloch, 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 she executed the same in her authorized capacity, and that by her signature on the instrument on behalf of said Assignor, executed the instrument.

WITNESS my hand and official seal.



*Michelle Halbig*  
Signature of Notary Public

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On April 14, 2003<sup>KRO</sup> before me, *Kathleen R. Owen*, Notary Public, personally appeared Rex Bright, 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, and that by his signature on the instrument on behalf of said Assignee, executed the instrument.

WITNESS my hand and official seal.



*Kathleen R. Owen*  
Signature of Notary Public

**ASSIGNMENT OF TRADEMARK**

This ASSIGNMENT OF TRADEMARK is made as of March 21, 2003, by Advanced Tissue Sciences, Inc., a Delaware corporation ("Assignor"), to Skin Medica, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor has adopted, has used, is using, or has a bona fide intent to use to the extent transferable, and is the owner of the trademark, and federal registration therefor, to wit, U.S. Application Serial No. 76/348,907, for the wordmark **BIONUVIA**, and referred to herein as the "Mark"; and

WHEREAS, Assignee is acquiring a division of the business of the Assignor and is desirous of acquiring the Mark;

WHEREAS, pursuant to the Asset Purchase Agreement dated as of January 6, 2003 between Assignor and Assignee (the "Agreement"), Assignee is acquiring from Assignor the entire right, title and interest in and to the Mark together with the goodwill of the business symbolized by the Mark;

NOW, THEREFORE, Assignor, for and in exchange for the payment of the purchase price set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged by Assignor, does hereby assign unto Assignee, all right, title and interest in and to the Mark, together with the goodwill associated therewith and all rights in and to any and all causes of action heretofore or hereafter accrued or accruing for infringement or threatened or alleged infringement of the Mark, and Assignor hereby authorizes the Commissioner of Patents and Trademarks to record the registration of the Mark as the property of Assignee and to issue all future registration for the Mark to Assignee.

IN WITNESS WHEREOF, the parties have executed this Assignment of Trademark by its respective duly authorized officer in their respective corporate names, effective as of the date first written above.

**ADVANCED TISSUE SCIENCES, INC.**,  
a Delaware corporation

By: Kari E. McCulloch

Name: Kari E. McCulloch

Title: Acting General Counsel

Date: March 21, 2003

**SKINMEDICA, INC.**,  
a Delaware corporation

By: 

Name: Rex Bright

Title: President and CEO

Date: April 14, 2003

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On March 21, 2003 before me, Michelle Halbig, Notary Public, personally appeared Kari E. McCulloch, 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 she executed the same in her authorized capacity, and that by her signature on the instrument on behalf of said Assignor, executed the instrument.

WITNESS my hand and official seal.



Michelle Halbig  
Signature of Notary Public

STATE OF CALIFORNIA )  
 ) ss:  
COUNTY OF SAN DIEGO )

On ~~March~~ April 14, 2003, 2003 before me, KATHLEEN R. OWEN, Notary Public, personally appeared Rex Bright, 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, and that by his signature on the instrument on behalf of said Assignee, executed the instrument.

WITNESS my hand and official seal.



Kathleen R Owen  
Signature of Notary Public