

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0651-0027 (exp. 6/30/2008)

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

**RECORDATION FORM COVER SHEET
 TRADEMARKS ONLY**

1041

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

ZILA, INC.

- Individual(s) Association
 General Partnership Limited Partnership

Corporation- State: DELAWARE

Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: ZILA PHARMACEUTICALS, INC.

Internal Address: _____

Street Address: 5227 N. 7TH ST

City: PHOENIX

State: AZ

Country: USA Zip: 85014

Association Citizenship _____

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship NEVADA USA

Other _____ Citizenship _____

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)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) 29 MAR 2006

Assignment Merger

Security Agreement Change of Name

Other _____

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3,062,943

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

VIZILITE (WITH DESIGN)

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

Name: BRENDA PARSON

Internal Address: _____

Street Address: 5227 N. 7TH ST

City: PHOENIX

State: AZ Zip: 85014

Phone Number: 928 541-2272

Fax Number: 928 778-7986

Email Address: bparson@zila.com

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

- Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 1000
 Expiration Date 01/10

b. Deposit Account Number (SEE ATTACHED)

Authorized User Name _____

9. Signature:

Brenda L. Parson
 Signature

4/9/06
 Date

BRENDA L. PARSON

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

OP \$40.00 3062943

ASSIGNMENT OF TRADEMARK

WHEREAS, ZILA, INC., a Delaware corporation, with a principal place of business at 5227 N. 7th Street, Phoenix, AZ 85014 ("ASSIGNOR"), owns rights to the trademark bearing Registration No. 3,062,943 and registered on February 28, 2006 ("the Trademark"), and

WHEREAS, ZILA PHARMACEUTICALS, INC., a Nevada corporation, with a principal place of business at 5227 N. 7th Street, Phoenix, AZ 895014 ("ASSIGNEE"), is desirous of acquiring the entire interest in, to and under the Trademark:

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN:

Be it known that for good and valuable consideration, the receipt and sufficiency of which are acknowledged, ASSIGNOR hereby assigns and transfers to ASSIGNEE, and ASSIGNEE accepts, ASSIGNOR's full and exclusive right, title and interest to the Trademark and any related foreign trademark rights or renewal thereof for the full term or terms for which the same may be granted including the right to sue and recover for past infringement.

DATED:

ZILA, INC.

29 MAR 06

By: 

Gary Klinefelter
Vice President/General Counsel