

02-03-2006

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OMB Collection 0651-0027 (exp. 6/30/2008)



DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

RECORD/
103171945
TRADEMARKS ONLY

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):

Cosmetics Therapeutics, Inc. dba
Complexions Rx, Inc.

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: Delaware
- Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) _____

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Asa D. Morton, M.D., Inc.

Internal _____

Address: _____

Street Address: 1940 Fifth Avenue, Ste. 200

City: San Diego

State: CA

Country: USA Zip: 92101

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship California, 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)

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) 2,444,934;
2,491,278; 2,385,259; 2,476,520;
2,476,521; 2,427,253

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Providing a Complete Prescription for Lifelong Healthy Skin; Complexions Rx; Complexions Rx; Beauty.Science.Progress; Beauty.Science.Progress; Therapeu Tx

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

Name: Bryn C. Spradling, Esq.

Internal Address: _____

Street Address: 401 West A Street
Suite 2400

City: San Diego

State: CA Zip: 92101

Phone Number: (619)231-3666

Fax Number: (619)231-6629

Email Address: bspradling@dsmlaw.com

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

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

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature: Gary Tillman

Signature

October 10, 2005
Date

Gary Tillman, CEO

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

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TRADEMARK
REEL: 003295 FRAME: 0236

ASSIGNMENT OF TRADEMARKS

WHEREAS, COSMETICS THERAPEUTICS, INC., a Delaware corporation doing business as COMPLEXIONS RX, INC. ("CRX"), has adopted and used the following registered trademarks (collectively, "Trademarks") in connection with its business in the United States:

TRADEMARK	REGISTRATION NUMBER	REGISTRATION DATE
PROVIDING A COMPLETE PRESCRIPTION FOR LIFELONG HEALTHY SKIN	2,444,934	April 17, 2001
COMPLEXIONS RX	2,491,278	September 18, 2001
COMPLEXIONS RX	2,385,259	September 12, 2000
BEAUTY. SCIENCE. PROGRESS.	2,476,520	August 7, 2001
BEAUTY. SCIENCE. PROGRESS.	2,476,521	August 7, 2001
THERAPEU TX	2,427,253	February 6, 2001

WHEREAS, ASA D. MORTON, M.D., INC., a California corporation ("Company"), desires to acquire the Trademarks, Trademark registrations and goodwill of the business of CRX associated with the Trademarks.

NOW, THEREFORE, effective as of November 25, 2003, for good and valuable consideration, the receipt and sufficiency of which is acknowledged, CRX hereby sells, assigns, transfers and conveys to Company, its successors and assigns, its entire right, title and interest in and to the Trademarks and Trademark registrations, together with that part of the goodwill of CRX's business connected with the use of and symbolized by the Trademarks, and all rights arising out of or relating to ownership of the Trademarks and Trademark registrations, including,

without limitation, all claims, causes of action and rights to sue and to recover damages in suits arising out of or related to infringement of any of the Trademarks.

Executed this 10 day of October, 2005, in San Diego County, California.

COSMETICS THERAPEUTICS, INC., dba
COMPLEXIONS RX, INC.

By: Gary Tillman
Gary Tillman, CEO

ASSIGNMENT ACCEPTED BY:

ASA D. MORTON, M.D., INC.

By: Asa D. Morton
Asa D. Morton, M.D., President

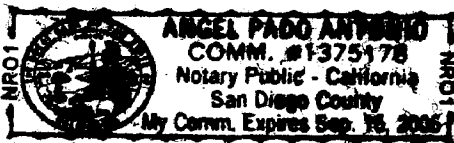
STATE OF CALIFORNIA }
 } S.S.
COUNTY OF SAN DIEGO }

On OCT-10, 2005, before me, ANGEL P. ANTONIO,

a Notary Public in and for said County and State, personally appeared Gary Tillman, personally known to me (or proved to me on the basis of satisfactory evidence) and executed this Assignment of Trademarks, and, being duly sworn, acknowledged to me that he executed this Assignment of Trademarks of his free and voluntary will for the purposes set forth herein.

SEAL

WITNESS my hand and official seal.



Angel P. Antonio
Notary Public