

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Physician's Choice of Arizona, Inc.		08/24/2006	CORPORATION: ARIZONA

<b>RECEIVING PARTY DATA</b>	
<b>Name:</b>	Physicians Care Alliance, LLC
<b>Doing Business As:</b>	DBA PCA Advanced Skin Care Systems
<b>Street Address:</b>	8501 N. Scottsdale Road
<b>Internal Address:</b>	Suite 150
<b>City:</b>	Scottsdale
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85253
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: ARIZONA

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2095085	PCA PEEL
Registration Number:	2121226	LIGHT N' BLOCK
Registration Number:	2121227	SILKCOAT
Registration Number:	2168976	PIGMENT GEL
Registration Number:	2170792	APRES PEEL
Registration Number:	2270373	PCA SKIN CENTER
Registration Number:	2328728	TIME IS AGELESS
Registration Number:	2367115	ASK MARGARET ABOUT SKIN
Registration Number:	2403056	PHYSICIAN'S CHOICE
Registration Number:	2443952	ASK MARGARET.COM
Registration Number:	2444020	ULTRA PEEL
Registration Number:	2486790	THERE'S SCIENCE BEHIND IT

OP \$515.00 2095085

Registration Number:	2519195	ULTRA PEEL
Registration Number:	2523258	SUPRA PEEL
Registration Number:	2528392	SENSI PEEL
Registration Number:	2571997	SENSI PEEL
Registration Number:	2736777	C-QUENCH
Registration Number:	2863801	PCA SKIN
Registration Number:	2865758	PCA SKIN
Registration Number:	2931673	PCA

**CORRESPONDENCE DATA**

Fax Number: (480)946-4294  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 480-946-7221  
Email: rlinder@pcaskin.com  
Correspondent Name: Richard Linder  
Address Line 1: 8501 N. Scottsdale Rd.  
Address Line 2: Suite 150  
Address Line 4: Scottsdale, ARIZONA 85253

NAME OF SUBMITTER:	Richard Linder
Signature:	/richard linder/
Date:	09/28/2006

**Total Attachments: 4**  
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### ASSIGNMENT OF INTELLECTUAL PROPERTY

1. Physician's Choice of Arizona, Inc. doing business as PCA Advanced Skin Care Systems, an Arizona corporation (hereinafter "*Assignor*"), and Physicians Care Alliance, L.L.C., an Arizona limited liability company (hereinafter "*Assignee*").

2. "*Intellectual Property*" means all intellectual property rights arising from or associated with any of the following, whether protected, created or arising under the laws of the United States or any other jurisdiction anywhere in the world: (i) copyrights (whether registered or unregistered) and any applications to register any copyrights, (ii) trademarks (whether registered or unregistered), trade names including the trade name "PCA Advanced Skin Systems" of Assignor, trade dress and domain names, any applications to register any of the foregoing, (iii) patents and patent applications, (iv) trade secrets including formulas and recipes, (v) moral rights, data base rights including customer lists, mask work rights and any other proprietary, intellectual or industrial property rights of any kind or nature, and (vi) all rights and interest of Assignor under licenses, registered user agreements, technology transfer agreements and other agreements or instruments to which Assignor is a party relating to any of the foregoing, together with any claims against third persons for infringement, misappropriation or other violation of any of the above, whether for any past, present or future infringement, misappropriation or other violation.

3. For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, conveys and transfers forever unto Assignee, its successors, assigns and legal representatives all rights, title and interest in and to the aforementioned Intellectual Property and all rights and interest of Assignor under licences, registered user agreements, technology transfer agreements and other agreements or instruments to which Assignor is a party relating to any of the foregoing, the goodwill of the business symbolized by the trademarks and service marks included with the Intellectual Property, in the United States and foreign countries, together with any claims against third persons for infringement, misappropriation or other violation thereof, whether for any past, present or future infringement, misappropriation or other violation; excluding, however, all right title and interest in and to the "REVISTA @ Project" and related rights, interests, and properties of any nature which are the subject of the litigation pending in the Superior Court of Arizona, Maricopa County, No. CV-2003-020242 and PCA's corporate name "Physician's Choice of Arizona, Inc." (this "*Assignment*").

4. Assignor warrants that it owns all right, title and interest in and to the Intellectual Property and that it has the authority to grant same to Assignee.

5. Assignor warrants that, to the best of its knowledge, no third party rights shall be infringed or misappropriated by Assignee's manufacture, use or sale of any of the Intellectual Property.

6. Assignor warrants that it knows of no prior art that, either alone or in combination, would invalidate any patents included within the Intellectual Property.

IN WITNESS WHEREOF, the parties have executed this Assignment of Intellectual Property as of the 24 day of August 2006.

**ASSIGNOR:**

PHYSICIAN'S CHOICE OF ARIZONA, INC.

*Margaret M. Ancira*

Name: MARGARET M. ANCIRA

Title: CEO

**ASSIGNEE:**

PHYSICIANS CARE ALLIANCE, LLC

*Richard Linder*

Name: Richard Linder

Title: CEO

**TRADEMARK ASSIGNMENT**

WHEREAS, Physician's Choice of Arizona, Inc., an Arizona Corporation having a place of business at 8501 North Scottsdale Road, Suite 150 Scottsdale, AZ 85253 and now or formally having places of business at: 6850 N. 83<sup>rd</sup> Street, Suite 200, Scottsdale, AZ 85250; 14807 N. 73<sup>rd</sup> St., #103, Scottsdale AZ 85260; and 4110 N. Scottsdale Road, Suite 200, Scottsdale, AZ 85251 has adopted and has continuously used each of the trademarks listed below in connection with the goods identified in the registrations issued by the United States Patent and Trademark Office (hereinafter "the Registered Trademarks");

<b><u>TRADEMARK</u></b>	<b><u>REGISTRATION NO.</u></b>	<b><u>DATE REGISTERED</u></b>
PCA PEEL®	2,095,085	9/9/1997
LIGHT N' BLOCK®	2,121,226	12/16/1997
SILKCOAT®	2,121,227	12/16/1997
PIGMENT GEL®	2,168,976	6/30/1998
APRES PEEL®	2,170,792	7/7/1998
PCA SKIN CENTER®	2,270,373	8/17/1999
TIME IS AGELESS®	2,328,728	3/14/2000
ASK MARGARET ABOUT SKIN®	2,367,115	7/11/2000
PHYSICIAN'S CHOICE®	2,403,056	11/14/2000
ASK MARGARET.COM®	2,443,952	4/17/2001
ULTRA PEEL®	2,444,020	4/17/2001
THERE'S SCIENCE BEHIND IT®	2,486,790	9/11/2001
ULTRA PEEL®	2,519,195	12/18/2001
SUPRA PEEL®	2,523,258	12/25/2001
SENSI PEEL®	2,528,392	1/8/2002
SENSI PEEL®	2,571,997	5/21/2002
C-QUENCH®	2,736,777	7/15/2003
PCA SKIN®	2,863,801	7/13/2004
PCA SKIN®	2,865,758	7/20/2004
PCA®	2,931,673	3/8/2005

WHEREAS, Physicians Care Alliance, LLC, an Arizona limited liability company, having a place of business at 8501 N. Scottsdale Road, Suite 150 Scottsdale, AZ 85253, desires an assignment of the Registered Trademarks, together with the good will of the business symbolized by the Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby does acknowledged and with the intent to be legally bound, Physician's Choice of Arizona, Inc., does hereby assign to Physicians Care Alliance, 8501 N. Scottsdale Road, Suite 150, Scottsdale, AZ 85253 all of its right, title and interest in and to the Trademark together with the goodwill of the business symbolized by the Registered Trademarks.

PHYSICIAN'S CHOICE OF ARIZONA, INC.

Date: 8.24.06

By: Margaret M. Ancira

Title: CEO

STATE OF ARIZONA )  
 ) ss.  
COUNTY OF MARICOPA )

On this 24<sup>th</sup> day of August, 2006, before personally appeared Margaret Ancira, President of Physician's Choice of Arizona, Inc., whom I know personally, and acknowledged that she executed the same.

(SEAL)

Angie Dominguez  
Notary Public

