

**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>
GLYCOBIOSCIENCES INC CORPORATION CANADA		04/05/2007	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Helm Pharmaceutical, Inc.		
<b>Street Address:</b>	One South Greeley Avenue		
<b>Internal Address:</b>	Suite 302		
<b>City:</b>	Chappaqua		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10514		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	78770075	VIBREL	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(914)861-2387		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	914. 861.2380		
<b>Email:</b>	rhoffman@helmcapital.com		
<b>Correspondent Name:</b>	Helm Pharmaceutical, Inc.		
<b>Address Line 1:</b>	One south Greeley Avenue		
<b>Address Line 2:</b>	Suite 302		
<b>Address Line 4:</b>	Chappaqua, NEW YORK 10514		
<b>NAME OF SUBMITTER:</b>	Russell J. Hoffman		
<b>Signature:</b>	/Russell J. Hoffman/		
<b>Date:</b>	10/19/2007		

OP \$40.00 78770075

Total Attachments: 2

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BINDING LETTER OF INTENT AND MEMORANDUM OF AGREEMENT

BETWEEN

GLYCOBIOSCIENCES, INC. AND HELM PHARMACEUTICAL, A WHOLLY OWNED SUBSIDIARY OF HELM CAPITAL GROUP, INC.

This BINDING LETTER OF INTENT AND MEMORANDUM OF AGREEMENT (the "Agreement") is effective as of the later date of the signature written at the bottom of this Agreement (the "Effective Date") by and between Helm Pharmaceutical, a wholly owned subsidiary of Helm Capital Group, Inc., and a Delaware corporation ("Helm"), and GlycoBioSciences, Inc., an Ontario corporation ("Glyco").

*WHEREAS* Glyco is a research and development company, dedicated to human wellness and sexual health.

*WHEREAS* Helm, desires to acquire all assets associated with Vibrel for Woman including all of its intellectual property rights.

- Based on the conversation on March 22, 2007 between Jeff Hoffman (a retained consultant to Helm Capital Group) and Alan Drizan Chairman and Chief *Science* Officer of Glyco BioSciences Inc. the following terms were agreed to by both parties,
- Helm Pharmaceuticals a wholly owned subsidiary of Helm Capital Group, Inc. will acquire total (100%) ownership of all assets, rights, and intellectual property, including, but not limited to its formulation, technology and trade marks, to the product Vibrel for Woman for the sum of \$500,000 US.
- Alan Drizan, Glyco and anyone associated with Glyco agree not to create or consult for any like or derivative products to Vibrel until 2025.
- Alan Drizan agrees to make himself available, schedule permitting, for technical meetings involving Vibrel for Woman.
- Upon execution of this agreement and transfer of funds (\$500,000 US) to Glyco, Glyco will have ten (10) business days to issue Helm's shares (Helm Capital Group, Inc.'s current equity interest) in Glyco BioScience.

Helm and Glyco, as of the Effective Date, have both agreed to be bound by the following terms and conditions, with the understanding that final documentation (the "Final Documents") shall be prepared and signed by Helm and Glyco. The effective date of the final documents shall be the effective date and all terms and conditions set forth in this



TRADEMARK

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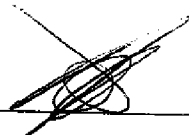
Agreement shall be incorporated into the final Documents". Both Helm and Glyco further agree to cooperate, in good faith, toward in the completion of the Final Documents Irrespective of the completion of the Final Documents, both Helm and Glyco agree to be bound by the following terms and to treat the terms and conditions of this Agreement as a legally binding contract with the rights, duties and obligations of each party set forth above.

WHEREUPON, each party, having read and understood the foregoing, and agreeing to be bound by the terms and conditions herein, have caused this Agreement to be executed by its authorized agents as of March 26, 2007

HELM CAPITAL GROUP, INC.

GLYCOBIOSCIENCES, INC.

By: Russell J. Hoffman

By: 

Name: Russell J. Hoffman

Name: Alan Drizan

Title: Chairman, President, CEO

PRESIDENT  
Title: ~~Chairman~~, Chief Science Officer

Date: April 5, 2007

Date: APRIL 2, 2007