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09-21-1999

U.S. DEPARTMENT OF COMMERCE
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09-08-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #40

RECORD

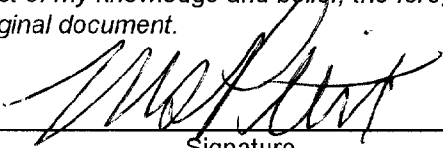


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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Biodermis Corporation</p> <p style="text-align: center;"><i>md</i> <i>9-8-99</i></p> <p><input type="checkbox"/> Individual(s): Citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input checked="" type="checkbox"/> Corporation - State: NV <input type="checkbox"/> Other:</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Sol W. Balkin Address: 229 N. Central Ave., Suite 610 City: Glendale State: CA Zip: 91203</p> <p><input checked="" type="checkbox"/> Individual(s): Citizenship: <input type="checkbox"/> Association: <input type="checkbox"/> General Partnership: <input type="checkbox"/> Limited Partnership: <input type="checkbox"/> Corporation - State: <input type="checkbox"/> Other:</p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p>	<p>If Assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>4. Application number(s) or Registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p style="text-align: right;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): GB2021935</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Michael G. Petit Address: 1309-A State Street City: Santa Barbara State: CA Zip: 93101</p>	<p>6. Total number of application and registrations involved: 1</p> <hr/> <p>7. Total Fee (37CFR 3.41) \$40.00</p> <hr/> <p>8. Deposit Account Number:</p> <hr/> <p>(attach duplicate of this page if paying by deposit account)</p>
<p>09/20/1999 DNGUYEN 00000388 2021935</p> <p>01 FC:481 40.00 OP</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature: <i>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.</i></p> <p>Michael G. Petit  09/08/99 Name of Person Signing Signature Date</p> <p style="text-align: center;">Total number of pages including coversheet, attachments, and document: 2</p>	

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

TRADEMARK
REEL: 001960 FRAME: 0382

ASSIGNMENT

WHEREAS Biodermis Corporation, a subsidiary of HPL BioMedical, Inc., having a principal place of business at 871 Grier Drive, Suite B-2, Las Vegas, NV 89119 USA, has adopted, used and is using the mark PODISIL which is registered in the United Kingdom as Registration No. 2,021,935 dated 26 May 1995; and

WHEREAS Sol W. Balkin, an individual having a business address of 229 N. Central Avenue, Suite 610, Glendale, CA 91203 USA, is desirous of acquiring all right, title and interest throughout the world in and to the said mark PODISIL;

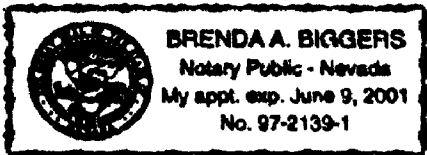
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said Biodermis Corporation does hereby assign unto the said Sol. W. Balkin all right, title and interest throughout the world in and to the said mark PODISIL, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Jeff Schleuning - General Manager Sept. 1, 1999
Signed: (Name and Position) Date

Jeff Schleuning, President, Biodermis Corp.
Type Signer's Name/Position/Company

State of Nevada)
County of CLARK) ss.
On this 1st day of September, 1999, before me a Notary Public appeared Jeff Schleuning, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf (or on behalf of the Corporation or other entity with authority to do so).

SEAL:



Brenda A. Biggers
Notary Public