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TRADEMARKS ONLY

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Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
David Pinkman

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State:
Other:
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: **Biozhem Cosmeceuticals, Inc.**
Internal
Address:
Street Address: **11884 Tammy Way**
City: **Grass Valley State: California Zip: 95949**

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State **Texas**
 Other

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
Other:
Execution Date: **December 15, 2002**

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)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark Registration No.(s)
1,233,213
Additional number(s) attached Yes No

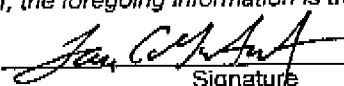
5. Name and address of party to whom correspondence concerning document should be mailed:
Name **Laura C. Gustafson**
Internal Address **Calendar/Docketing Department**
P.O. Box 7880
San Francisco, CA 94120-7880
Street Address: **50 Fremont St.**
City: **San Francisco State: CA Zip: 94105**

6. Total number of applications and registrations involved: **1**
7. Total fee (37 CFR 3.41)..... **\$40.00**
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
502214 (Our Ref.: 014911/0000002)

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.
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.
Laura C. Gustafson
Name of Person Signing  Signature **January 30, 2003** Date

Total number of pages including cover sheet, attachments, and document: **4**

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

TRADEMARK ASSIGNMENT

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, David Pinkman, an individual ("Assignor"), hereby conveys, transfers and assigns to Biochem Cosmeceuticals, Inc., a Texas corporation ("Assignee"), effective as of the date below, all right, title and interest in and to the name and mark REVITACYL (U.S. Registration Number 1,233,213), said registration, and the goodwill of the business connected with the use of and symbolized by the same, together with all rights of action accrued, accruing and to accrue under and by virtue hereof, including the right to sue or otherwise recover for past infringement and receive all damages, payments, costs and fees associated therewith. Assignor agrees to take any and all further actions requested by Assignee in order to fully vest the right, title and interest being conveyed to Assignee pursuant to this Assignment.

By: 

David Pinkman

Date: December 15, 2002