

10-27-2003

10/16/03



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Form PTO-1595 (Rev. 10/02)

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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):

Joel E. Bernstein

2. Name and address of receiving party(ies)

Name: Winston Laboratories, Inc.

Internal Address: Suite 134

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

Assignment Merger

Security Agreement Change of Name

Other

Street Address: 100 Fairway Drive

City: Vernon Hills State: IL Zip: 60061

Execution Date: October 13, 2003

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

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: 10/13/03

A. Patent Application No.(s)

101686797

B. Patent No.(s)

Additional numbers attached? Yes No

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

Name: Sandra B. Weiss

Internal Address: JONES DAY

WONDIM1 00000019 10686797

40.00 DP

Street Address: 77 West Wacker

City: Chicago State: IL Zip: 60601-1692

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

10-1202

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9. Signature.

Sandra B. Weiss

Name of Person Signing

Sandra B. Weiss Signature

October 16, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 3

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

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**ASSIGNMENT AND AGREEMENT**

FOR VALUE RECEIVED, I, Joel E. Bernstein, 615 Brier Hill Road, Deerfield, Illinois 60015, a citizen of the United States of America, hereby sell, assign and transfer to WINSTON LABORATORIES, INC., a Delaware corporation, with a principal place of business at 100 Fairway Drive, Suite 134, Vernon Hills, Illinois 60061, its successors, assigns and legal representatives, the entire right, title and interest, for all countries in and to certain inventions relating to improvements in the METHOD FOR PROVIDING LONG-LASTING PAIN DIMINISHMENT THROUGH TOPICAL OR INTRANASAL ADMINISTRATION OF CIVAMIDE, described in an application for Letters Patent of the United States and executed on October 13, 2003 and all the rights and privileges under any and all Letters Patent that may be granted therefor, including any and all continuations, continuations-in-part, divisions, reissues, re-examinations, and extensions thereof.

I request that any and all patents for said inventions be issued to said assignee, its successors, assigns and legal representatives, or to such nominees as it may designate.

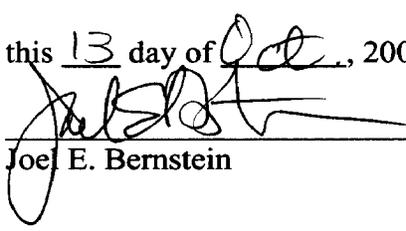
I agree that, when requested, I will, without charge to said assignee but at its expense, sign all papers, take all rightful oaths, and do all acts which may be necessary, desirable or convenient for securing and maintaining patents for said inventions in any and all countries and for vesting title thereto in said assignee, its successors, assigns and legal representatives or nominees.

I authorize and empower the said assignee, its successors, assigns and legal representatives or nominees, to invoke and claim for any application for patent or other form of protection for said inventions filed by it or them, the benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it, and to invoke and claim such right of priority without further written or oral authorization from me.

I hereby consent that a copy of this assignment shall be deemed a full legal and formal equivalent of any assignment, consent to file or like document which may be required in any country for any purpose and more particularly in proof of the right of the said assignee or nominee to claim the aforesaid benefit of the right of priority provided by the International Convention for the Protection of Industrial Property, as amended, or by any convention which may henceforth be substituted for it.

I covenant with said assignee, its successors, assigns and legal representatives, that the rights and property herein conveyed are free and clear of any encumbrance, and that I have full right to convey the same as herein expressed.

Signed at Vernon Hills, Ill this 13 day of Oct, 2003.

  
\_\_\_\_\_  
Joel E. Bernstein

Signed in our presence and acknowledged to be an assignment of the application (invention) hereinabove referred to.

Witness: Almy Bernstein Date: 13 October 2003

Witness: James Deman Date: 10/13/2003