

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
REGENT MEDICAL LIMITED		05/21/2004	CORPORATION: UNITED KINGDOM

RECEIVING PARTY DATA	
Name:	BARCLAYS BANK PLC
Street Address:	5 The North Colonnade
Internal Address:	Canary Wharf
City:	London
State/Country:	UNITED KINGDOM
Postal Code:	E14 4BB
Entity Type:	CORPORATION: UNITED KINGDOM

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	993345	HIBICLENS
Registration Number:	1310108	HIBICLENS
Registration Number:	1088483	HIBICLENS
Registration Number:	2792159	HIBISTAT
Registration Number:	597002	HIBITANE
Registration Number:	1832067	BIOGEL
Registration Number:	1368800	BIOGEL
Registration Number:	2128295	BIOGEL
Registration Number:	1724528	BIOGEL
Serial Number:	78135510	BIOGEL
Serial Number:	75597910	BIOGEL INDICATOR
Registration Number:	1922868	BIOGEL SENSOR
Registration Number:	2111191	NEOTECH
Registration Number:	2849433	OPTI FIT

CH \$540.00 993345

Serial Number:	78257560	OPTIFIT
Registration Number:	1826870	REGENT
Registration Number:	1554546	REGENT
Registration Number:	1749338	REGENT
Registration Number:	1837255	REGENT
Registration Number:	2785201	SKINSENSE
Registration Number:	1321810	

CORRESPONDENCE DATA

Fax Number: (215)979-1020
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 215-979-1191
Email: nkmclaughlin@duanemorris.com
Correspondent Name: Duane Morris LLP
Address Line 1: One Liberty Place
Address Line 2: 36th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-7396

ATTORNEY DOCKET NUMBER: D0886-00064

DOMESTIC REPRESENTATIVE

Name: Duane Morris LLP
Address Line 1: One Liberty Place
Address Line 2: 36th Floor
Address Line 4: Philadelphia, PENNSYLVANIA 19103-7396

NAME OF SUBMITTER: Nicole K. McLaughlin

Total Attachments: 4
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THIS DEBENTURE is made on 21 May 2004



BY

- (1) **REGENT MEDICAL LIMITED** registered in England and Wales with company number 5104407 (the "Company") in favour of
- (2) **BARCLAYS BANK PLC** as trustee for the Secured Parties on the terms and conditions set out in the Intercreditor Agreement (the "Trustee" which expression shall include any person for the time being appointed as trustee or as an additional trustee for the purpose of, and in accordance with, the Intercreditor Agreement).

IT IS AGREED as follows:

1. **DEFINITIONS AND INTERPRETATION**

1.1 **Definitions**

Terms defined in the Senior Facility Agreement shall, unless otherwise defined in this Debenture, have the same meaning when used in this Debenture or any Mortgage (as defined below) and in addition:

"**Account**" means any credit balance from time to time on any account opened or maintained by the Company with the Trustee or any other financial institution and all Related Rights.

"**Agents**" mean each of the Senior Agent and the Mezzanine Agent.

"**Assigned Account**" means the Holding Account and the Mandatory Prepayment Account (and any renewal or redesignation of such accounts) and any other Account that may from time to time be agreed between the Trustee and the Company to be an Assigned Account.

"**Charged Intellectual Property**" means any and all Intellectual Property owned by the Company in connection with its business now or in the future including without limitation those rights listed in Schedule 6 (*Details of Intellectual Property*).

"**Charged Property**" means all the assets and undertaking of the Company which from time to time are the subject of the security created or expressed to be created in favour of the Trustee by or pursuant to this Debenture and any Mortgage.

"**Collateral Rights**" means all rights, powers and remedies of the Trustee provided by or pursuant to this Debenture or any Mortgage or by law.

"**Enforcement Event**" has the meaning given to such term in the Intercreditor Agreement.

"**Facility Agreement**" means each of the Senior Facility Agreement and the Mezzanine Facility Agreement, as the case may be.

SIGNATURES

The Company

EXECUTED as a DEED

by REGENT MEDICAL LIMITED

A. Heap Director

Director/Secretary

Address:

Fax:

Attention:

The Trustee

BARCLAYS BANK PLC

By:

Address: Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB

Fax: +44 207 773 4893

Attention: Antony Girling

SIGNATURES

The Company

EXECUTED as a DEED

by REGENT MEDICAL LIMITED

_____ Director

_____ Director/Secretary

Address:

Fax:

Attention:

The Trustee

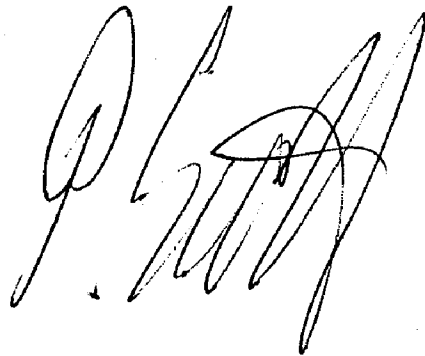
BARCLAYS BANK PLC

By:

Address: Barclays Bank PLC
5 The North Colonnade
Canary Wharf
London E14 4BB

Fax: +44 207 773 4893

Attention: Antony Girling



Territory	Application No.	Application Date	Registration No	Registration Date	Trademark Class	Status
United States	73005172	01/11/1973	993345	24/09/74	HIBICLENS 5	Registered
United States	73464556	07/02/1984	1310108	18/12/84	HIBICLENS 21	Registered
United States	73088841	01/06/1976	1088483	04/04/78	HIBICLENS 5	Registered
United States	76301409	17/08/2001	2792159	09/12/03	HIBISTAT 5	Registered
United States	71660136	26/01/1954	597002	19/10/54	HIBITANE 5	Registered
United States	74183573	09/07/1991	1832067	19/04/1994	BIOGEL 10	Registered
United States	73433560	07/07/1983	1368800	05/11/1985	BIOGEL 10	Registered
United States	75133602	12/07/1996	2128295	13/01/1998	BIOGEL 5	Registered
United States	74127787	03/01/1991	1724528	13/10/1992	BIOGEL 9, 10	Registered
United States	78135510	13/06/2002			BIOGEL HAND DEVICE 10	Pending
United States	75597910	02/12/1998			BIOGEL INDICATOR 5	Pending
United States	74408371	02/07/1993	1922868	26/09/1995	BIOGEL SENSOR 10	Registered
United States	75015515	06/11/1995	2111191	04/11/1997	NEOTECH 10	Registered
United States	75075094	19/03/1996	2048967	01/04/1997	NEUTRATLEX 9, 10	Registered
United States	78166378	20/09/2002	2849433	01/06/2004	OPTI FIT DEVICE 10	Registered
United States	78257560	03/06/2003			OPTIFIT 10	Pending
United States	74183574	09/07/1991	1826870	15/03/1994	REGENT 10	Registered
United States	73689847	14/07/1988	1554546	05/09/1989	REGENT 10	Registered
United States	74186644	19/07/1991	1749338	26/01/1993	REGENT DEV 5 10	Registered
United States	74246312	14/02/1992	1837255	17/05/1994	REGENT DEV 9 10	Registered
United States	74459004	17/11/1993	1993788	13/08/1996	REVEAL 10	Registered
United States	75580096	30/10/1998	2785201	25/11/2003	SKINSENSE 10	Registered
United States	73276141	02/09/1980	1321810	26/02/1985	TWO HANDS DEVICE 9	Registered

TRADEMARK