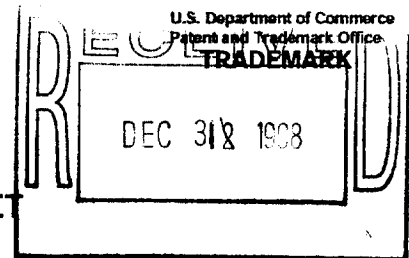


01-29-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



MRO  
12.31.98

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
  - Security Agreement  Nunc Pro Tunc Assignment
  - Merger
  - Change of Name
  - Other
- Effective Date  
Month Day Year  
12 30 1998

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year  
12 30 1998

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKATA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

01/28/1999 TTUN11 00000123 2049146

FOR OFFICE USE ONLY

01 FC:481  
02 FC:482

40.00 OP  
150.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

TRADEMARK  
REEL: 1845 FRAME: 0373

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2049146"/>	<input type="text" value="2050914"/>	<input type="text" value="2040612"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2049150"/>	<input type="text" value="2049149"/>	<input type="text" value="2049165"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2047872"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

SmartShield Sunscreens Ltd.  
By Carol Blackmon, General Partner

*Carol Blackmon*  
Signature

12/31/98  
Date Signed

**BILL OF SALE AND ASSIGNMENT**  
(SmartShield Sunscreens Ltd. to International Royalty Company)

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS

COUNTY OF DALLAS

THAT SmartShield Sunscreens Ltd., a Texas limited partnership referred to herein as "Assignor," for and in consideration of ten dollars (\$10.00), and other good and valuable consideration, hereby grants, conveys, assigns and transfers unto International Royalty Company, a Nevada trust referred to herein as "Assignee," all of its right, title and interest in and to all of Assignor's assets described hereinbelow, free and clear of all liabilities and encumbrances:

1 All owned machinery, equipment, furnishings, fixtures and all other tangible personal property described on Exhibit "A" attached hereto and incorporated herein;

2 All intellectual property rights which pertain to the Assignor's sunscreen/skin care products, including but not limited to all patented and unpatented formulations, processes, know-how, trade secrets, UPC codes and related agreements, concepts and ideas pertaining to such sunscreen/skin care products, including such products which are described on Exhibit "C" attached hereto;

3 All of Assignor's interest in Design Patent # 378,733 and all trade names, trademarks, trademark applications and trademark logos used in Assignor's business as described or referenced on Exhibit "D" attached hereto and incorporated herein;

4 All customer and supplier lists and mailing lists relating to Assignor's business;

5 All contracts with chemists, confidentiality agreements with third parties, distribution or marketing agreements, manufacturing agreements, fulfillment contracts, licensing agreements, and all other contractual rights pertaining to the Assignor's business involving sunscreen/skin care products, including all contracts entered into by Assignor with the parties described on Exhibit "E" attached hereto;

Pursuant to this Bill of Sale, Assignor is transferring to Assignee the assets described above, free and clear of any liabilities and encumbrances.

This instrument shall be binding upon and shall inure to the benefit of the respective successors and assigns of Assignor and Assignee.

IN WITNESS WHEREOF, Assignor has executed this Bill of Sale and Assignment as of the 15<sup>th</sup> day of December, 1998.

Assignor:

SMARTSHIELD SUNSCREENS, LTD

Carol Blackmon

By Carol Blackmon  
Its General Partner

Assignee:

INTERNATIONAL ROYALTY CO.

Andrea L. Roberts

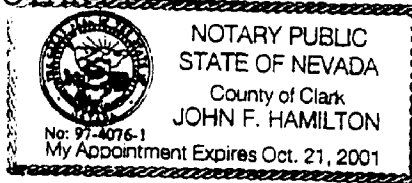
By Andrea Lloyd Roberts  
Its Trustee

STATE OF TEXAS  
COUNTY OF DALLAS

BEFORE ME, the undersigned authority duly commissioned by law, personally appeared ANDREA ROBERTS, the FIRST DIRECTOR AND TRUSTEE OF INTERNATIONAL ROYALTY COMPANY known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the foregoing instrument as the FIRST DIRECTOR AND TRUSTEE OF INTERNATIONAL ROYALTY COMPANY, a trust, who acknowledged that she executed and delivered the same for the uses and purposes and consideration therein expressed on the date therein mentioned, as her own free act and deed, on behalf of the trust.

*24th DAY JAN 99*  
WITNESS my hand and official seal this 24<sup>th</sup> day of December, 1998.

*John F. Hamilton*  
\_\_\_\_\_  
NOTARY PUBLIC



Trade names and Trademarks:

SmartShield ( various designs).in the U.S. for cosmetic and sun care products:

Dated:	April 1, 1997	Reg. # 2,049,146
	April 1, 1997	2,049,165
	April 1, 1997	2,049,150
	April 8, 1997	2,050,914

ShipShape in the U. S. for cosmetic and sun care products:

Dated:	April 1, 1997	Reg. #2,049,149
	March 25, 1997	2,047,872

SmartShield in the U.K. and Ireland for sun care products:

Dated:	March 10, 1997	Reg. # 2125971
	March 13, 1997	2126550

IslandShade in the U. K. and Ireland for sun care products:

Dated:	Oct. 28, 1994	Reg.# 1589704
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IslandShade in the Cayman Islands for sun care products.

IslandShade in the U. S- for clothing:

Dated:	February 25, 1997	Reg. # 2,040,612
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SmartShield in Mexico for sun care products:

Dated:	May 28, 1997	Exp. # 294176
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Patent for Sunscreenbottle:

Dated:	April 8, 1997	Pat. # Des. 378,733
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Trademark applications:

IslandShade in the Bahamas for sun care products.

IslandShade in Bermuda for sun care products.