

TUCKER FLYER & LEWIS, P.C.

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Washington, D.C. 20036-5612
(202) 452-8600

02-03-1999



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<p>1. NAME OF CONVEYING PARTY(IES):</p> <p>COSMYL, INC., a Florida corporation</p>	<p>2. NAME AND ADDRESS OF RECEIVING PARTY(IES):</p> <p>CALIFORNIA SUNCARE, INC. a California corporation 10877 Wilshire Boulevard, 12th Floor Los Angeles, California 90024</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>3a. EXECUTION DATE: November 24, 1998 3b. EFFECTIVE DATE: November 24, 1998</p>	<p>2a. ASSIGNEE A FOREIGN ENTITY:</p> <p>Yes: ___ No: <u>X</u></p> <p>2b. DOMESTIC REPRESENTATIVE DESIGNATED:</p> <p>Yes: ___ No: <u>X</u></p>
<p>4a. TRADEMARK APPLICATION NOS.:</p> <p>Additional numbers attached ___ Yes <u>X</u> No</p>	<p>4b. TRADEMARK REGISTRATION NO(S).:</p> <p>Reg. No. 1,762,294 – BALI</p> <p>Additional numbers attached? ___ Yes <u>X</u> No</p>
<p>5. NAME AND ADDRESS OF CORRESPONDENT:</p> <p>Norm D. St. Landau, Esq. Tucker, Flyer & Lewis, Esq. 1615 L Street, N.W., Suite 400 Washington, D.C. 20036-5612</p> <p>Our Ref: 23570.717</p>	 <p>01-25-1999 U.S. Patent & TMO/c/TM Mail Rcpt Dt. #70</p>
<p>6. TOTAL NUMBER OF TITLES: 1</p> <p>7. TOTAL FEE: \$40.00</p> <p>8. CHECK ENCLOSED: <u>X</u> YES (CHARLES ANY ADDITIONAL FEES TO DEPOSIT ACCOUNT NO. 20-1582)</p>	<p>9. The undersigned declares to the best of her knowledge and belief that the information on this cover sheet is true and correct and any copy submitted is a true copy of the original document.</p> <p><u>K Miller</u> Kristine M. Miller Dated: January <u>20</u>, 1999</p> <p>1 of <u>2</u></p>

file in duplicate

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I hereby certify that a copy of this document is being deposited with the United States Postal Service by **First Class Mail**, addressed to: **BOX: ASSIGNMENT/FEE**, The Assistant Commissioner for Trademarks, 2900 Crystal Drive, Arlington, Virginia 22202-3513, this 20th day of January, 1999.

Kristina Thomas

023570-00717-01203.doc

TRADEMARK
REEL: 1847 FRAME: 0053

ASSIGNMENT OF TRADEMARK

WHEREAS, Cosmyl, Inc., a Florida corporation, having a principal place of business at 4401 Ponce de Leon Boulevard, Coral Gables, Florida 33146 (hereinafter referred to as "Cosmyl"), is owner of United States Trademark Registration No. 1,762,294 - BALI for a wide variety of skin care and cosmetic products, all as set forth in the registration, and which Cosmyl first used as early as December 20, 1990; and

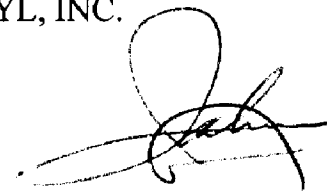
WHEREAS, California SunCare, Inc., a California corporation, having a principal place of business at 10877 Wilshire Boulevard, 12th Floor, Los Angeles, California 90024 (hereinafter referred to as "California Tan"), wishes to purchase Reg. No. 1,762,294 -BALI from Cosmyl; and

NOW, THEREFORE, good and valuable consideration being extant, the receipt and sufficiency of which Cosmyl acknowledges, Cosmyl hereby assigns to California Tan all of its rights, title and interest in and to Reg. No. 1,762,294 -BALI for "skin care preparations, namely, cleansing creams, moisturizers, toners, facial masks, exfoliators; bath care preparations, namely, bath and shower gel, after bath splash, body lotion; nail care, namely, nail lacquers, nail care preparations; and fragrances, namely, cologne, eau de toilette, perfumed body lotion, perfumed soaps, potpourri," together with all of Cosmyl's goodwill in the mark;

Cosmyl further assigns to California Tan the right to sue for past infringement and to recover and hold all damages, profits and other compensation arising therefrom.

COSMYL, INC.

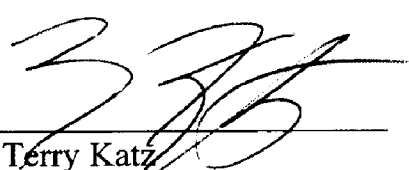
Dated: 11/24/1998

By: 

Jordi Dalmau
President

ACCEPTED:

CALIFORNIA SUNCARE, INC.

By: 

Terry Katz
Senior Vice President

Dated: 12-3-98