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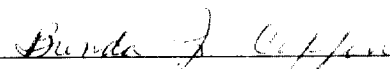


11-13-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #26

1. NAME OF CONVEYING PARTY: Bruce Kendall A U.S. Citizen 1713 Lake Street Calistoga, California 94515	2. NAME AND ADDRESS OF RECE California Tan, Inc. a California corporation 10877 Wilshire Boulevard 12 th Floor Los Angeles, California 90024
3. NATURE OF CONVEYANCE: <u>X</u> Assignment ___ Merger ___ Security Agreement ___ Change of Name ___ Other 3A. EXECUTION DATE: November 2, 2000 3B. EFFECTIVE DATE: November 2, 2000	2A. ASSIGNEE A FOREIGN ENTITY: Yes:___ No: <u>X</u> 2B. DOMESTIC REPRESENTATIVE DESIGNATED: Yes:___ No: <u>X</u>
4A. TRADEMARK APPLICATION NOS.: Additional numbers attached? No.	4B. TRADEMARK REGISTRATION NO(S).: 1,697,287 - CALIFORNIA SPA Additional numbers attached? No.
Norm D. St. Landau, Esq. Jennifer L. Dean, Esq. Drinker Biddle & Reath LLP Suite 1100 1500 K Street, N.W. Washington, D.C. 20005-1209	
6. TOTAL NUMBER OF TITLES: 7. TOTAL FEE: \$40.00 - Check Enclosed 8. CHARGE ADDITIONAL FEES TO: DEPOSIT ACCOUNT NO. 50-0573 Our Ref: 32001.384/127854	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.  Jennifer L. Dean Date: November 9, 2000 Page 1 of 2

I hereby certify that the foregoing assignment was deposited with the U.S. Postal Services, by First Class Mail, postage prepaid, addressed to Box: Assignments/Fee, The Assistant Commissioner of Trademarks, U.S. Patent and Trademark Office, 2900 Crystal Drive, Arlington, VA 22202-3513, this 9th day of November 2000.



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TRADEMARK
REEL: 002189 FRAME: 0068

TRADEMARK ASSIGNMENT

WHEREAS, Bruce Kendall, having an address of 1713 Lake Street, Calistoga, California 94515 ("Assignor"), has adopted, used, is using, and has acquired, the entire interest in and to the trademark CALIFORNIA SPA (the "Mark"), and owns United States Trademark Registration No. 1,697,287 - CALIFORNIA SPA for "health and beauty skin and hair preparations; namely, facial and body masques, body lotions and cremes, facial scrubs, shampoos and conditioners" (the "Registration"); and

WHEREAS, California Tan, Inc., a California corporation, having a principal place of business at 10877 Wilshire Boulevard, 12th Floor, Los Angeles, California 90024 ("California Tan"), wishes to acquire the entire interest in and to the Mark and the Registration;

NOW, THEREFORE, good and valuable consideration being extant, the receipt and sufficiency of which Assignor acknowledges, Assignor hereby assigns to California Tan and its successors and assigns all of Assignor's rights, title and interest in and to the Mark and the Registration, together with that part of the goodwill and portion of Assignor's business connected with the use of and symbolized by the Mark, as well as the right to sue for past infringement and to recover and hold all damages, profits and other compensation arising therefrom. The same shall be held and enjoyed by California Tan for its own use, and for the use of its successors and assigns, as the same would have been held and enjoyed by Assignor if this assignment had not been made. This assignment is made to California Tan and its successors and assigns, to have and to hold such assets for its own use and benefit forever.

Assignor represents and warrants: (a) that he has, and hereby conveys to California Tan, good and marketable title to the Mark, free and clear of any liens and/or encumbrances; (b) that he has not been, and currently is not, a party to any litigation that relates in any way to the Mark, nor has he been threatened with any such litigation; and (c) to Assignor's knowledge, the Mark does not infringe on the intellectual property rights of any person or entity.

ASSIGNOR

Date: 11/12/00

Bruce Kendall
Bruce Kendall

Accepted:

CALIFORNIA TAN, INC.

Stephanie Snyder
Stephanie Snyder
Chief Financial Officer

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