

008183-000691.ESHUSTER.gck.336591

WEMHH-1594 (Rev. 6/04)
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Form PTO-1594 (Rev. 03/01) **RECORDATION FORM COVER SHEET** U.S. DEPARTMENT OF COMMERCE
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To the Director of the U.S. Patent and Trademark Office. Please record the attached documents or the new address(es) below.

<p>1. Name of conveying party(ies): <u>Advanced Technology Systems, Inc.</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>Name: <u>Australian Gold, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>6270 Corporate Drive</u> City: <u>Indianapolis</u> State: <u>Indiana</u> Zip: <u>46278</u></p> <p><input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Indiana</u> <input type="checkbox"/> Other _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p>
<p>3. Nature of conveyance: <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>Execution Date: <u>March 10, 2005</u></p>	

4. Application number(s) or registration number(s) and identification or description of the Trademark:

<p>A. Trademark Application No.(s) <u>75/564,343; 76/222,127; 76/424,914; 76/506,783; 76/506,784; 76/506,785; 78/359,209; 78/359,213; 78/359,217; 78/399,368; 78/399,370; 78/399,444; 78/399,449; 78/426,291; 78/450,378; 78/443,910; 78/497,595</u></p>	<p>B. Trademark Registration No.(s) <u>1,928,801; 2,384,201; 2,384,202; 2,384,203; 2,491,523; 2,396,542; 2,400,983; 2,406,839; 2,458,755; 2,458,350; 2,460,487; 2,566,036; 2,615,956; 2,739,284; 2,743,478; 2,744,671; 2,751,260; 2,836,992; 2,847,762; 2,858,682; 2,865,588; 2,925,267</u></p>
Additional number(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is Known)
SB (in Design); BRONZE FACES; CHOCOLATE MALTED MILK; CRÈME DE L'ESSENCE; PROLONGE; ESSENCE BY SWEDISH BEAUTY; DARK DESIRE; MIDNIGHT GLAZE; TWILIGHT GLAZE; SWEDISH BEAUTY INSPIRED; SWEDISH BEAUTY RAVISHING; SWEDISH BEAUTY BEAUTIFUL SKIN; SWEDISH BEAUTY ELEGANCE; SWEDISH BEAUTY ENDLESS; LIPSTUCK; SWEDISH BEAUTY UNFORGIVEN; CHOCOLATE CRÈME; SWEDISH BEAUTY; ZINGER; SINFUL; TANTALIZE; EXTREME DARE; DIAMOND STAR; SWEDISH INTENSIFIER; TAN DROPS; BROWNING LINE; BROWNING SYRUP; THE FIRST TINGLE POWER; CHOCOLATE SILK; BROWNING FURY; BRONZE BODIES; SWEDISH BRONZING CRÈME; FROSTED HEMP; SAFFIRE; SWEDISH HEMP CRÈME; BROWNING SILK; DONFIRE; PURELIFT; OPAL.

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Elizabeth A. Shuster, Reg. No. 52,672</u> Internal Address: <u>Woodard, Emhardt, Moriarty, McNett & Henry LLP</u> Street Address: <u>Bank One Center/Tower</u> <u>111 Monument Circle, Suite 3700</u> City: <u>Indianapolis</u> State: <u>IN</u> Zip: <u>46204</u> Phone Number: <u>(317) 634-3456</u> Fax Number: <u>(317) 637-7561</u> Email Address: <u>eshuster@uspatent.com</u></p>	<p>6. Total number of applications and registrations involved: <u>39</u></p> <p>7. Total fee (37 CFR 3.41) <u>\$990.00</u></p> <p><input checked="" type="checkbox"/> Authorized to be charged by credit card <input type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed</p>	
<p>8. Payment Information:</p> <p>a. Credit Card Last 4 Numbers: <u>1193</u> Expiration Date: <u>04/06</u></p> <p>b. Deposit Account Number _____ Authorized User Name _____</p>		

9. Signature: Elizabeth A. Shuster March 21, 2005
Elizabeth A. Shuster, Reg. No. 52,672
Name of Person Signing

Total Number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Director of the U.S. Patent and Trademark Office, Mail Stop Assignment Recordation Services
Washington, D.C. 20231
VIA FACSIMILE (703) 308-5995

OP \$990.00 76664343

008183-000691.ESHUSTER.gsk.332682

ASSIGNMENT

WHEREAS, Advanced Technology Systems, Inc., an Indiana corporation located at 6270 Corporate Drive Indianapolis, Indiana 46278 (hereinafter "Assignor"), is the owner of the United States Trademark registrations and applications listed on Schedule A; and,

WHEREAS, Australian Gold, Inc., an Indiana corporation located at 6270 Corporate Drive, Indianapolis, Indiana 46278 (hereinafter "Assignee"), desires to acquire said marks and registrations thereon;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN

Be it known that for and in consideration of the sum of One and No/100 Dollars (\$1.00) and other good and valuable consideration said Advanced Technology Systems, Inc., hereby acknowledges the aforesaid contribution, assignment and transfer, and by these presents does contribute, assign and transfer unto Australian Gold, Inc. the entire worldwide right, title and interest in and to the above named trademarks, including the Certificates of Registrations, together with the goodwill of the business symbolized by said marks, together with all rights of action, in law or in equity, for any past or future infringement thereof. Assignor agrees to promptly execute and deliver to Assignee or its legal representatives all papers, instruments or affidavits required to carry out and record this transfer and assignment of the Trademark Properties to Assignee.

Said trademarks and registrations are to be held and enjoyed by Australian Gold, Inc. for its own use and benefit and for its successors and assigns to the full end of the present or extended term for which said Certificate of Registrations have been granted, as fully and entirely as the same would have been held by Advanced Technology Systems, Inc. if this assignment and contribution had not been made.

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IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed and effective as of the 10th day of March, 2005.

WITNESS Assignor's hand:

ADVANCED TECHNOLOGY SYSTEMS, INC.

By: [Signature]
Printed: Richard A. Bell
Title: Vice president

STATE OF INDIANA)
) SS:
COUNTY OF Marion)

Before me, a Notary Public, in and for said County and State, personally appeared the above-named for Assignor, to me personally known, and who executed the foregoing Assignment in my presence and acknowledged the execution thereof as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

[Signature]
Notary Public
Sherry Lyn Loney

My Commission Expires:

August 1, 2007

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Schedule A

U.S. Trademark Registrations		
Tm. Reg. No.	Mark	Reg. Date
1,928,801	SWEDISH BEAUTY	10/24/1995
2,384,201	ZINGER	09/05/2000
2,384,202	SINFUL	09/05/2000
2,384,203	TANTALIZE	09/05/2000
2,491,523	EXTREME DARE	09/18/2001
2,396,542	DIAMOND STAR	10/17/2000
2,400,983	SWEDISH INTENSIFIER	10/31/2000
2,406,839	TAN DROPS	11/21/2000
2,458,755	BROWNING LINE	06/05/2001
2,458,350	BROWNING SYRUP	06/05/2001
2,460,487	THE FIRST TINGLE POWER	06/12/2001
2,566,036	CHOCOLATE SILK	04/30/2002
2,615,956	BROWNING FURY	09/03/2002
2,739,284	BRONZE BODIES	07/15/2003
2,743,478	SWEDISH BRONZING CRÈME	07/29/2003
2,744,671	FROSTED HEMP	07/29/2003
2,751,260	SAFIRE	08/12/2003
2,836,992	SWEDISH HEMP CRÈME	04/27/2004
2,847,762	BROWNING SILK	06/01/2004
2,858,682	BONFIRE	06/29/2004
2,865,588	PURELIFT	07/20/2004
2,925,267	OPAL	02/08/2005

U.S. Trademark Applications		
Tm. Application No.	Mark	Filed
75/564,343	SB (in Design)	10/05/1998
76/222,127	BRONZE FACES	03/09/2001
76/424,914	CHOCOLATE MALTED MILK	06/26/2002
76/506,783	CRÈME DE L'ESSENCE	04/16/2003
76/506,784	PROLONGE	04/16/2003
76/506,785	ESSENCE BY SWEDISH BEAUTY	04/16/2003
78/359,209	DARK DESIRE	01/29/2004
78/359,213	MIDNIGHT GLAZE	01/29/2004
78/359,217	TWILIGHT GLAZE	01/29/2004
78/399,368	SWEDISH BEAUTY INSPIRED	04/09/2004
78/399,370	SWEDISH BEAUTY RAVISHING	04/09/2004
78/399,444	SWEDISH BEAUTY BEAUTIFUL SKIN	04/09/2004
78/399,449	SWEDISH BEAUTY ELEGANCE	04/09/2004
78/426,291	SWEDISH BEAUTY ENDLESS	05/27/2004
78/450,378	LIPSTUCK	07/14/2004
78/443,910	SWEDISH BEAUTY UNFORGIVEN	06/30/2004
78/497,595	CHOCOLATE CRÈME	10/11/2004