### Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE: **NEW ASSIGNMENT** NATURE OF CONVEYANCE: ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Palm Beach Tan, Inc.		12/30/2005	CORPORATION: TEXAS

### RECEIVING PARTY DATA

Name:	Mystic Tan, Inc.
Street Address:	13800 Senlac Drive, Suite 300
City:	Farmers Branch
State/Country:	TEXAS
Postal Code:	75234
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2836028	М
Registration Number:	2582098	М
Serial Number:	78516315	MYSTIC SPA
Serial Number:	76468222	M MYSTIC TAN
Registration Number:	2788486	M MYSTIC TAN
Registration Number:	2377171	MYSTIC TAN
Registration Number:	2863411	MYSTIC TAN
Registration Number:	2758671	MYSTIC TAN
Registration Number:	2781608	MYSTIC TAN
Serial Number:	76469113	SUNSPRAY
Registration Number:	2837036	SUNSPRAY
Serial Number:	76469105	SUNSPRAY UV-FREE TANNING
Registration Number:	2837104	SUNSPRAY UV-FREE TANNING
Registration Number:	2837106	SUNSPRAY UV-FREE TANNING

TRADEMARK

**REEL: 003223 FRAME: 0770** 

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Registration Number:	2837105	SUNSPRAY UV-FREE TANNING
Serial Number:	76573888	TAN ON DEMAND
Serial Number:	76439705	TAN ON DEMAND
Serial Number:	78428412	HYPERTAN

### **CORRESPONDENCE DATA**

Fax Number: (214)855-4300

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: jmuennink@jenkens.com

Correspondent Name: Cathryn A. Berryman/Jenkens & Gilchrist

Address Line 1: 1445 Ross Ave., Suite 3700 Address Line 4: Dallas, TEXAS 75202

ATTORNEY DOCKET NUMBER:	32272-00005
NAME OF SUBMITTER:	Attorney for Applicant
Signature:	/Cathryn A. Berryman/
Date:	01/10/2006

### Total Attachments: 13

source=palm beach mystic tan assgn#page1.tif source=palm beach mystic tan assgn#page2.tif source=palm beach mystic tan assgn#page3.tif source=palm beach mystic tan assgn#page4.tif source=palm beach mystic tan assgn#page5.tif source=palm beach mystic tan assgn#page6.tif source=palm beach mystic tan assgn#page7.tif source=palm beach mystic tan assgn#page8.tif source=palm beach mystic tan assgn#page9.tif source=palm beach mystic tan assgn#page10.tif source=palm beach mystic tan assgn#page11.tif source=palm beach mystic tan assgn#page12.tif source=palm beach mystic tan assgn#page12.tif source=palm beach mystic tan assgn#page13.tif

### ASSIGNMENT OF INTERNATIONAL AND UNITED STATES TRADEMARKS

This Assignment of International and United States Trademarks is made and entered into as of December 30, 2005 by PALM BEACH TAN, INC., a Texas corporation having principal offices at 13800 Senlac Drive, Suite 300, Farmers Branch, Texas 75234 ("Assignor"), in favor of MYSTIC TAN, INC., with principal offices at 13800 Senlac Drive, Suite 300, Farmers Branch, Texas 75234 ("Assignee").

WHEREAS, Assignor is the owner of certain trademarks, including but not limited to those set forth in <u>Schedule 1</u> attached hereto and incorporated herein by reference, used in connection with tanning products and services (collectively, the "<u>Marks</u>") that are the subject of the international and United States registration(s) and/or application(s) set forth on <u>Schedule 1</u> (collectively, the "Registrations"); and

WHEREAS, pursuant to a separate agreement between Assignor and Assignee, Assignee is the successor to the entire portion of Assignor's business to which the Marks pertain, which business is ongoing and existing; and

WHEREAS, Assignee is desirous of acquiring the entire right, title and interest in and to the Mark and the Registrations, together with the goodwill of the portion of Assignor's business connected with the use of and symbolized by the Marks.

NOW, THEREFORE, for and in consideration of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers unto Assignee, its successors, assigns and legal representatives, the entire right, title and interest, including domestic and foreign rights, in and to the Marks and to the Registrations, including without limitations: (i) all goodwill of the entire portion of Assignor's business to which the Marks pertain; (ii) any and all trademark applications and/or renewals and all registrations or certificates that may be issued or granted therefor; (iii) all income, royalties, damages and payments now or hereafter due or payable in respect to the Marks and the Registrations; (iv) all causes of action, either in law or in equity, for damages for past, present or future infringement of the Marks and the Registrations, throughout the entire world; and (v) the right throughout the world to file applications and/or renewals and obtain trademark registrations in the Marks in Assignee's own name throughout the world, including, without limitation, all rights of priority.

Assignor represents and warrants to Assignee that: (i) it is a corporation duly organized, validly existing and in good standing under the laws of the State of Texas; and (ii) it has the full right, power and authority to enter into this Assignment and grant the rights granted in this Assignment.

Assignor further agrees to execute any and all powers of attorney, applications, assignments, declarations, affidavits, and any other agreements, documents or instruments in connection therewith necessary or appropriate to perfect such rights, title and interest assigned hereby in Assignee, its successors, assigns and legal representatives.

TRADEMARK ASSIGNMENT - Page 1
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Assignor hereby agrees to communicate to Assignee, and its successors, assigns and legal representatives, any facts known to Assignor respecting any use of or to the Marks and the Registrations; and, at the expense of Assignee, to testify in any legal proceedings, sign all lawful agreements, documents or instruments, execute all renewals and applications, make all lawful oaths and generally do everything possible to vest title in Assignee and to aid Assignee, its successors, assigns and legal representatives to obtain and enforce proper protection for the Marks and the Registrations in all countries.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment on December 30, 2005.

•		
		PALM BEACH TAN, INC.
		By:
		Printed Name: Jary L. Trajan Title:
STATE OF TEXAS	)	
DALLAS COUNTY	)	

### CERTIFICATE OF ACKNOWLEDGMENT

Before me, the undersigned Notary Public, on this day personally appeared beyond to the foregoing instrument, and who acknowledged to me that he or she executed the instrument for the purposes and considerations expressed in it, doing so as of PALM BEACH TAN, INC., and on its behalf.

Notary Public, State of Texas

My community 10 129 phos 8 29 - 2009

[Seal]

		MYSTIC TAN, INC.  By:
		Printed Name: B. J. FIN PERSONS Title: Menacor
STATE OF TEXAS	)	
DALLAS COUNTY	)	

### CERTIFICATE OF ACKNOWLEDGMENT

Before me, the undersigned Notary Public, on this day personally appeared Beautinter of known to me through personal acquaintance to be the person whose name is subscribed to the foregoing instrument, and who acknowledged to me that he or she executed the instrument for the purposes and considerations expressed in it, doing so as of MYSTIC TAN, INC., and on its behalf.

[Seal] Notary Public, State of Texas

My commission 29-2009

SCHEDULE 1
MARKS & REGISTRATIONS

Australia SUN	Australia MY	Australia MY	Australia MY	Australia	Australia	Conjugación
SUNSPRAY	MYSTIC TAN	MYSTIC TAN	MYSTIC SPA	THE TANK		
1027550	937596	809512	829942	937598	937597	Appr.Reg. No.
10/29/2004	12/12/2002	10/17/1999	03/30/2000	12/12/2002	12/12/2002	Hiling Date
Class 3: Lotions and skin products, namely exfoliating lotions, self-tanning lotions, moisturizing lotions and sun-tanning preparations  Class 11: Tanning booths  Class 44: Class 44: Class 544: Class 545: Class 646: Class 647: Class 648: Clas	Class 3: Tanning solutions for use in tanning booths; exfoliating lotions self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products.  Class 11: Tanning booths	Class 42: Artificial tanning services	Class 42: Day spa services, namely, tanning services, message services, and hair, nail and skin care services	Class 3: Tanning solutions for use in tanning booths.  Class 11: Tanning booths	Class 3: Exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sunscreen; skin moisturizer, lotions, and skin care products	Goods/Services
Registered 1027550	Registered 937596 06/18/2003	Registered 809512 08/20/2001	Registered 829942 03/30/2000	Registered 937598 06/18/2003	Registered 937597 12/22/2003	Cursput: 4. Status:

TRADEMARK REEL: 003223 FRAME: 0775

Schedule 1 – Marks & Registrations – Page 1 DALLAS2 1134180v2 32272-00004

	European Community		Canada	Canada	Canada	Canada	Canada	Canada	Compression of the second
	EVOLUTION		SUNSPRAY	MYSTIC TAN	MYSTIC TAN	MYSTIC SPA		3	Wark Tag Transport
	4376273		1,235,592	1,163,266	1,027,553	1,053,051	1,163,264	1,163,265	App Reg No-
	05/04/2005		10/29/2004	12/23/2002	09/01/1999	03/30/2000	12/23/2002	12/23/2002	Etiling Balter Gaods Se
<u>Class 37.</u> Installation, repair and servicing of tanning booths.	Class 11.  Tanning booths and parts and fittings therefore.	Services: Tanning booth services; tanning salon services	Goods: Lotions and skin products, namely exfoliating lotions, self-tanning lotions, moisturizing lotions and sun-tanning preparations	Goods: Tanning booths; lotions and skin products, namely exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers; tanning bronzing spray for skin treatment to be used in tanning booths	Services: Artificial tanning services	Services: Day spa services, namely, tanning services, massage services, and hair, nail and skin care services	Goods: Tanning booths; tanning solutions for use in tanning booths; Tanning booths	Goods: Lotions and skin care products, namely, moisturizing lotions, exfoliating lotions, self-tanning lotions, tan-enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers	
	Pending		Pending	Allowed	Registered TMA551563 09/26/2001	Allowed	Pending	Allowed 10/15/2004	Current Status

	European Community	European Community	European Community	European Community	Committy
	MYSTIC TAN	MYSTIC TAN			Married Company of the Company of th
	2989168	1326933	2982478	2982486	App Regano.
	12/11/2002	09/29/1999	12/17/2002	12/17/2002	Filing Dates
Class 3 Lottons and kinthroducts manuely eviolating lottons with an including platfons with a constraint and a containing platfons with a constraint with a	Class 3: Tanning solutions for use in tanning booths; exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products  Class 11: Tanning booths	Class 42: Artificial tanning services	Class 3: Tanning solutions for use in tanning booths; exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products.  Class 11: Tanning booths	<u>Class 7</u> : Exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers; lotions and skin care products	Could's be vices
	Registered 12/11/2002	Registered 1326933 12/04/2000	Registered 2982478 12/17/2002	Registered 2982486 12/17/2002	Currents

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Germany	Germany	Germany	France	France	France	France	Country
MYSTIC SPA		9	MYSTIC TAN	MYSTIC SPA			Mari
30026053.9/42	30261780.9/03	30261781.7/03	03/3206304	00/3018618	03/3206306	03/3206305	App Rep No.
04/03/2000	12/18/2002	12/18/2002	01/27/2003	03/31/2000	01/27/2003	01/27/2003	Hiling Date
Class 42:  Beauty care and hygiene, in particular service of a body tanning studio; massage services, hair, nail and skin care	Class 3: Agents for body and beauty care, namely, tanning solutions for use in tanning booths  Class 11: Tanning booths	Class 3: Agents for body and beauty care; namely, tanning solutions for use in tanning booths	Class 3: Tanning solutions for use in tanning booths  Class 11: Tanning booths	<u>Class 42</u> :  Day spa services, namely, tanning services, massage services, and hair, nail and skin care services	Class 3: Tanning solutions for use in tanning booths Class 11: Tanning booths	<u>Class 3:</u> Tanning solutions for use in tanning booths	Goods Services
Registered 30026053.9/42 04/03/2000	Registered 30261780 04/29/2003	Registered 30261781 04/29/2003	Registered 033206304 07/04/2003	Suspended	Registered 033206306 07/04/2003	Registered 03/3206305 04/09/2004	Current Status

Italy	Italy	Germany	Country.
MYSTIC TAN		MYSTIC TAN	Marks 4
MI2003C008878	MI2003C008879	30261782.5/03	App Reg No g
09/11/2003	09/11/2003	12/18/2002	Luing Date
Class 3: Lotions and skin care products, namely exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers, tanning bronzing spray for skin treatment to be used in tanning booths; tanning solutions for use in tanning booths  Class 11: Tanning booths  Class 42: Tanning salon services	Class 3: Lotions and skin care products, namely exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers, tanning bronzing spray for skin treatment to be used in tanning booths; tanning solutions for use in tanning booths  Class 11: Tanning booths  Class 42: Tanning salon services	Class 3: Agents for body and beauty care, namely, tanning solutions for use in tanning booths  Class 11: Tanning booths	Goods Services:
Pending	Pending	Registered 30261782.5/03 04/29/2003	Current Samus

6

## SCHEDULE 1 MARKS & REGISTRATIONS

	Korea (South)	Japan	Japan	Japan	Japan	Connuc 4
			MYSTIC TAN	A TANK	3	Nark Tarin America
		9562/2003	1486/2003	9560/2003	9561/2003	Ann Ace No
		01/10/2003	01/10/2003	02/10/2003	02/10/2003	Filing Dates
(SIASSE)  Framing Columns (Opins Indumin Doodis  Framing Columns (Opins Indumin Doodis  Framing Columns Indumin Doodis  Framing Columns Induming Indumina In	Opposition resolved against App. No. 2003-0047893 owned by Jae-Hyun Park in favor of Palm Beach Tan on June 16, 2005	Class 3: Tanning solutions for use in tanning booths  Class 11: Tanning booths	Class 40: Artificial tanning services  Class 44: Beauty salons	Class 3: Toilet water  Class 11: Tanning booths	Class 3: Toilet water, cosmetic creams, cosmetic preparations for skin care, beauty masks	Goods Services: 3
An and a second		Registered 4743638 01/23/2004	Registered 4703275 08/22/2003	Registered 4744840 01/30/2004	Registered 4697165 08/01/2003	Current Status 4

Spain	Mexico	Mexico	Mexico	Mexico	Country Services
	MYSTIC TAN	MYSTIC TAN	9	9	Mark 1
2547884	717701	717702	717726	582024	App://RcgNo.
06/25/2003	05/16/2005	05/16/2005	05/16/2005	12/19/2002	Erling-Dates
Cosmetic products, namely exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, suntanning preparations, sun screen and skin moisturizers, tanning bronzing spray for skin treatment to be used in tanning booths; tanning solutions for use in tanning booths; tanning apparatus; beauty salon services	Class 11: Tanning booths	Class 3: Exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products	Class 11: Tanning booths	Class 3: Exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products	Filing Dates Good Services  1) 19 2002 Class 11  Fanuing broths
Registered 2547884 03/31/2004	Pending	Pending	Pending	Registered 804440 08/15/2003	Curent Status Abandon

		<del></del>	γ					Spain	
	UK	UK UK		UK		Country			
	MYSTIC TAN		9	MYSTIC TAN			Mark Transfer		
	2318,242	2227582		2318875	2318876			2547883	App Reg No.
	12/11/2002	03/30/2000		12/17/2002	12/17/2002			06/23/2003	Filing Date
Class 11: Tanning booths	Class 3: Tanning solutions for use in tanning booths; exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products	Class 42: Tanning services, massage services; hair, nail and skin care services	Class 11: Tanning booths	Class 3: Tanning solutions for use in tanning booth; exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products	Class 3: Exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen, moisturizers, lotions and skin care products.	Class 44: Beauty salon services	Class 11: Tanning apparatus	Cosmetic products, namely exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, suntanning preparations, sun screen and skin moisturizers, tanning bronzing spray for skin treatment to be used in tanning booths; tanning solutions for use in tanning booths	Goods Services
	Registered 2547883 05/11/2004 Registered 2318876 12/17/2002 Registered 2318875 12/17/2002 Registered 2227582 11/03/2000 Registered 2318242 06/13/2003			Registered 2547883	Current Salus				

USA	USA	USA	USA	USA	USA	USA	USA	USA	Comptry.
MYSTIC TAN	MYSTIC TAN	MYSTIC TAN			MYSTIC SPA			HYPERTAN	Windson Commence
76/464,915	76/464,916	75/692,612	76/464,912	76/468,222	78/516,315	76/306,358	76/464,917	78/428,412	App Reg. No.
11/06/2002	11/06/2002	04/27/1999	11/06/2002	11/20/2002	11/12/2004	08/29/2001	11/06/2002	06/02/2004	
Class 3: Lotions and skin products, namely, exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers	Class 3: Tanning bronzing spray for skin treatment to be used in tanning booths	Class 42: Tanning salons	Class 11: Tanning booths	Class 3: Tanning bronzing and bronzer-free spray for skin treatment to be used in tanning booths	Class 44: Tanning services, skincare services	<u>Class 42:</u> Tanning salon services	Class 3: Lotions and skin products, namely, exfoliating lotions, self-tanning lotions, tan enhancing moisturizing lotions, sun-tanning preparations, sun screen and skin moisturizers	Class 3: Lotion; namely, sunless tan accelerator	HingDate Goods Services
Registered 2758671 09/02/2003	Registered 2863411 07/13/2004	Registered 2377171 08/15/2000	Registered 2788486 12/02/2003	Pending	Pending	Registered 2582098 06/18/2002	Registered 2836028 04/27/2004	Pending	Current Table

USA	USA	USA	USA	USA	USA	USA	USA	USA	Colmuy
TAN ON DEMAND	TAN ON DEMAND	SUNSPRAY UV-FREE TANNING	SUNSPRAY UV-FREE TANNING	SUNSPRAY	SUNSPRAY	SUNSPRAY	SUNSPRAY	MYSTIC TAN	
76/439,705	76/573,888	76/469,107	76/469,108	76/469,104	76/469,105	76/432,257	76/469,113	76/464,914	App Regillos
08/13/2002	02/04/2004	11/21/2002	11/21/2002	11/21/2002	11/21/2002	07/19/2002	11/21/2002	11/06/2002	Filmg/Date
Class 44: Tanning salon services	Class 3: Tanning bronzing and bronzer-free spray for skin treatment to be used in tanning booths	Class 44: Tanning Salon Services	Class 11: Tanning booths	Class 44: Tanning salon services	Class 11: Tanning booths	Class 44: Tanning salon services	Class 11: Tanning booths	Class 11: Tanning booths	Goods Services - +
Pending	Pending	Registered 2837105 04/27/2004	Registered 2837106 04/27/2004	Registered 2837104 04/27/2004	Pending	Registered 2837036 04/27/2004	Allowed application	Registered 2781608 11/11/2003	Cunton Status

TRADEMARK REEL: 003223 FRAME: 0784

**RECORDED: 01/10/2006**