

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
St. Tropez, Inc.		03/20/2006	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	RSP (D) Limited
Street Address:	4 Tissington Close, Beeston
City:	Nottingham
State/Country:	UNITED KINGDOM
Postal Code:	NG9 6QG
Entity Type:	Private Limited Company: UNITED KINGDOM

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2584112	BRONZING MIST
Registration Number:	2909845	
Registration Number:	2578309	MIST IT ON
Registration Number:	2607124	WHIPPED BRONZE
Registration Number:	3046178	ST. TROPEZ
Registration Number:	3028411	ST. TROPEZ
Serial Number:	78779794	TAN OVER TIME
Serial Number:	76536324	ST. TROPEZ TANNING ESSENTIALS
Serial Number:	76536323	ST. TROPEZ THE INSTANT SELF TAN
Serial Number:	76556048	AERO BRONZE
Registration Number:	2591329	WHIP IT ON

CORRESPONDENCE DATA

Fax Number: (202)408-4400

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

TRADEMARK

REEL: 003367 FRAME: 0549

900055453

OP \$290.00 2584112

Phone: (202)408-4000
Email: docketing@finnegan.com
Correspondent Name: Finnegan, Henderson et al
Address Line 1: 901 New York Avenue, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20001

ATTORNEY DOCKET NUMBER: 02052.0461

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Jeremy J. Thornton

Signature: /Jeremy J.Thornton/

Date: 08/11/2006

Total Attachments: 7
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THIS DEED is made on

20 march

2006

BETWEEN

(1) **ST TROPEZ, INC**, a company registered in California, USA with registered number C1718296, whose registered office is at 27334 Muirfield Lane, Valencia, California, USA 91355 (the "Assignor"); and

(2) **RSP (D) LIMITED** (registered number 5707257) whose registered office is at 4 Tissington Close, Beeston, Nottingham NG9 6QG (the "Assignee")

BACKGROUND

The Assignor is the registered proprietor of the Registered Trade Marks.

1. DEFINITIONS

1.1 In this Deed, the following expression shall have the following meaning unless inconsistent with the context:

"Registered Trade Marks" the registered trade marks and the registered trade mark applications, particulars of which are contained in the Schedule

1.2 The Schedule to this Deed forms part of this Deed and will have the same force and effect as if expressly set out in the body of this Deed and any reference to this Deed will include the Schedule.

2 ASSIGNMENT

2.1 By way of an agreement between the Assignor and the Assignee of even date the Assignor assigns to the Assignee absolutely all of its right, title and interest in the Registered Trade Marks and the goodwill attaching thereto.

3 MISCELLANEOUS

3.1 This Deed and all representations, obligations and warranties contained in it shall enure for the benefit of the successors and assignees of the parties.

3.2 The parties to this Deed do not intend that any of its terms will be enforceable by virtue of the Contracts (Rights of Third Parties) Act 1999 by any person not a party to it.


3.3 The formation, existence, construction, performance, validity and all aspects whatsoever of this Deed or of any term of this Deed will be governed by the law of England and Wales.

3.4 The courts of England and Wales will have exclusive jurisdiction to settle any disputes that may arise out of or in connection with this Deed. The parties irrevocably agree to submit to that jurisdiction except that each party may seek injunctive relief in any court of competent jurisdiction.

This document is executed as a deed and delivered on the date stated at the beginning of this document.

SCHEDULE

The Registered Trade Marks

Territory	Mark	Reg Number	Reg Date	Class
UK	ST TROPEZ & Device	2146942B	20 November 1998	5
UK	ST TROPEZ & Device	2146942A	08 January 1999	3, 42
CTM	ST TROPEZ & Device	640763	19 February 1999	3, 5, 42
CTM	AERO BRONZE	3762283	8 August 2004	3
USA	BRONZING MIST	2584112	18 June 2002	3
USA	 (Fanciful shell design)	2909845	14 December 2004	3
USA	MIST IT ON	2578309	11 June 2002	3
USA	WHIP IT ON	2591329	09 July 2002	3
USA	WHIPPED BRONZE	2607124	13 August 2002	3
AUSTRALI A	AERO BRONZE	999369	11 October 2004	3
NORWAY	ST TROPEZ & Device	225520	13 January 2005	3, 5, 44
COLOMBIA	ST TROPEZ & Device	02091536	11 August 2004	3
JAPAN	ST TROPEZ & Device	4868563	3 June 2005	5 & 44
NEW ZEALAND	ST TROPEZ & Device	683922	5 February 2004	3, 5, 44

NEW ZEALAND	AERO BRONZE	711402	11 August 2005	3
SWITZERLAND	AERO BRONZE	522593	29 June 2004	3
UAE	AERO BRONZE	50179	8 January 2005	3
CHILE	AERO BRONZE	708516	11 November 2004	3
HONG KONG	AERO BRONZE	300204641	8 November 2004	3
USA	ST TROPEZ & Device	3028411	13 December 2005	3
USA	ST TROPEZ	3046178	17 January 2006	7
UAE	ST. TROPEZ	45734	23 March 2004	3
UAE	ST. TROPEZ	45732	23 March 2004	5
UAE	ST. TROPEZ	45733	23 March 2004	44
CHINA	ST TROPEZ & Device	3711666	7 November 2005	44
RUSSIA	AERO BRONZE	299293	9 December 2005	3

"CTM" means European Community Trade Mark

The Registered Trade Mark Applications

Territory	Mark	Number	App Date	Class	Goods
CTM	ST TROPEZ & Device AIRPORT	3303997	21 July 2003	3, 10, 11, 44	
CTM	ST TROPEZ & Device AIR	4400396	21 April 2005	3, 10, 11, 21, 44	
CTM	ST TROPEZ & Device	4400438	21 April 2005	3, 10, 11, 21, 44	

ULTIMATE AIR

CTM		4426292	05 May 2005	3, 10, 11, 21, 44
	(Fanciful shell design)			
USA	ST TROPEZ & Device	78501731	18 October 2004	3
USA	TAN OVER TIME	78779794	22 December 2005	3
USA	ST TROPEZ & Device TANNING ESSENTIALS	76536324	11 August 2003	3*
USA	ST TROPEZ THE INSTANT SELF TAN	76536323	11 August 2003	3
USA	AERO BRONZE	76556048	03 November 2003	3
AUSTRALI A	ST TROPEZ & Device	964275	31 July 2003	3, 5, 44
CANADA	ST TROPEZ	1215591	4 May 2004	3
CANADA	AERO BRONZE	1215371	30 April 2004	3
CHINA	ST TROPEZ	3711667	10 September 2003	5
JAPAN	ST TROPEZ & Device	2004-107516	25 November 2004	3
RUSSIA	ST TROPEZ & Device	2003715164	6 August 2003	3, 5, 44
SOUTH AFRICA	ST TROPEZ & Device	2003/12919	1 August 2003	3
SOUTH AFRICA	ST TROPEZ & Device	2003/12920	1 August 2003	5
SOUTH	ST TROPEZ &	2003/12921	1 August 2003	44

AFRICA Device

SOUTH AERO BRONZE 2004/06404 26 April 2004 3
AFRICA

