

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Designer Skin, LLC		11/14/2006	LIMITED LIABILITY COMPANY: ARIZONA
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Acme Wholesale, LLC		
<b>Street Address:</b>	9811 W. Charleston Blvd.		
<b>Internal Address:</b>	Suite Z-1008		
<b>City:</b>	Las Vegas		
<b>State/Country:</b>	NEVADA		
<b>Postal Code:</b>	89117		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: NEVADA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3038413	BB BOUTIQUE BRONZING AMBIANCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)571-9424		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	(212) 571-0068		
<b>Email:</b>	tms@usulaw.com		
<b>Correspondent Name:</b>	Charles H. Knull		
<b>Address Line 1:</b>	299 Broadway		
<b>Address Line 2:</b>	Suite 1700		
<b>Address Line 4:</b>	New York, NEW YORK 10007		
<b>ATTORNEY DOCKET NUMBER:</b>	DS/BBBOUTIQUE ASSIGNMENT		
<b>NAME OF SUBMITTER:</b>	Charles H. Knull		
<b>Signature:</b>	/chknnull/		

CH \$40.00 3038413

Date:

11/22/2006

Total Attachments: 1

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**ASSIGNMENT**

WHEREAS, **Designer Skin, LLC**, a limited liability company organized under the laws of Arizona with an office at 1325 West 21<sup>st</sup> Street, Tempe, AZ 85282 (hereinafter called the ASSIGNOR) is the owner of and has adopted, used and is using the following trademarks, registered in the United States Patent and trademark Office:

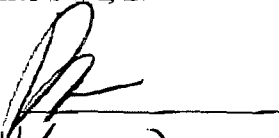
<u>Trademark</u>	<u>Registration No.</u>
BB BOUTIQUE BRONZING AMBIANCE	3,038,413

AND WHEREAS, **Acme Wholesale, LLC**, a limited liability company organized under the laws of Nevada with an office at 9811 W. Charleston Blvd Suite Z-1008, Las Vegas, NV 89117 (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademark and the applications thereof.

NOW, THEREFORE, in consideration of U.S. \$2 and other good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto said ASSIGNEE, its successors and assigns, its right, title and interest in and to the said trademarks, together with that part o the good will of the ASSIGNOR'S business connected with the use of and symbolized by the said trademarks.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 14 day of November 2006.

Designer Skin, LLP

By:   
Title: Vice President