

**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 |

**CONVEYING PARTY DATA**

| Name                            | Formerly | Execution Date | Entity Type             |
|---------------------------------|----------|----------------|-------------------------|
| HOLLYWOOD TANNING SYSTEMS, INC. |          | 06/22/2007     | CORPORATION: NEW JERSEY |

**RECEIVING PARTY DATA**

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | HOLLYWOOD TANS, LLC                 |
| <b>Street Address:</b> | 11 ENTERPRISE COURT                 |
| <b>City:</b>           | SEWELL                              |
| <b>State/Country:</b>  | NEW JERSEY                          |
| <b>Postal Code:</b>    | 08080                               |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: DELAWARE |

**PROPERTY NUMBERS Total: 5**

| Property Type        | Number  | Word Mark   |
|----------------------|---------|---|
| Registration Number: | 2228843 | HOLLYWOOD TANS  |
| Registration Number: | 2492716 | HT  |
| Registration Number: | 2725161 | HT HOLLYWOOD TANS   |
| Registration Number: | 3074282 | HT HOLLYWOOD TANS   |
| Registration Number: | 2590596 | YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN! |

**CORRESPONDENCE DATA**

Fax Number: (212)755-7306  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-326-3939  
 Email: NYTEF@JONESDAY.COM  
 Correspondent Name: JONES DAY  
 Address Line 1: 222 EAST 41ST STREET  
 Address Line 4: NEW YORK, NEW YORK 10017

CH \$140.00 2228843

|                         |                        |
|-------------------------|------------------------|
| ATTORNEY DOCKET NUMBER: | 797812-600004          |
| NAME OF SUBMITTER:      | Stephen F. Kampmeier   |
| Signature:              | /Stephen F. Kampmeier/ |
| Date:                   | 06/26/2007             |

**Total Attachments: 6**

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## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT (this "Agreement") is made and entered into this 22nd day of June, 2007 (the "Effective Date"), by and between HOLLYWOOD TANNING SYSTEMS, INC., a New Jersey corporation having a place of business at 11 Enterprise Court, Sewell, NJ 08080 ("Assignor"), and HOLLYWOOD TANS, LLC, a limited liability company organized under the laws of Delaware having a place of business at 11 Enterprise Court, Sewell, NJ 08080 ("Assignee") (each a "Party," and collectively the "Parties").

WHEREAS, Assignor is the owner of the trademark(s) and registration(s) thereof in the United States Patent and Trademark Office as set forth in **Schedule A** attached hereto together with the goodwill of the business connected with and symbolized by said trademarks (the "Trademarks");

WHEREAS, Assignor and Assignee are parties to that certain Contribution and Asset Purchase Agreement, dated as of April 18, 2007, as amended June 22, 2007, between Tan Holdings, LLC, Assignor, and those holders of all of the issued and outstanding stock of Assignor (the "Purchase Agreement") (capitalized terms used herein but not otherwise defined herein shall have the meanings set forth in the Purchase Agreement);

WHEREAS, pursuant to the Purchase Agreement, Assignee agreed to purchase the Business from Assignor, including all of Assignor's right, title and interest in and to the Trademarks;

WHEREAS, Assignee is desirous of acquiring the Trademarks and the registration(s) thereof together with the goodwill of the business connected with and symbolized by the Trademarks; and

WHEREAS, the execution and delivery of this Agreement is a condition to Closing.

NOW THEREFORE, in consideration of the mutual promises and covenants set forth in the Purchase Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell and assign unto the Assignee, all right, title and interest in and to the Trademarks together with all the rights for recovery, damages and profits for past infringements, if any.

[Signature Page Follows]

United States

IN WITNESS WHEREOF, Assignor, by its duly authorized officer, has executed this Agreement  
as of the Effective Date.

HOLLYWOOD TANNING SYSTEMS, INC.

By:  \_\_\_\_\_

Name: Ralph A. Venuto, Jr.

Title: President

United States

**NOTARY CERTIFICATE  
HOLLYWOOD TANNING SYSTEMS, INC.**

State of New Jersey                    )  
  ) ss:  
County of Gloucester                    )

On this 10<sup>th</sup> day of June, 2007, before me appeared Ralph A. Venuto, Jr., a person who signed the foregoing Assignment document, who acknowledged that he/she signed it as a free act on behalf of Hollywood Tanning Systems, Inc.





Notary Public

**MICHELLE L. MEASE  
NOTARY PUBLIC OF NEW JERSEY  
MY COMMISSION EXPIRES NOVEMBER 10, 2009  
I.D. #2232530**

My Commission Expires \_\_\_\_\_

## SCHEDULE A

TRADEMARKS AND TRADEMARK REGISTRATIONS

| Trademark  | Registration Number | Registration Date |
|--|---------------------|-------------------|
| HOLLYWOOD TANS   | 2,228,843           | 03/02/99          |
| HT   | 2,492,716           | 09/25/01          |
| HT HOLLYWOOD TANS<br>(Stylized)<br> | 2,725,161           | 06/10/03          |
| HT HOLLYWOOD TANS<br>(Stylized)<br> | 3,074,282           | 03/28/06          |
| YOU DON'T HAVE TO GO<br>TO HOLLYWOOD... TO<br>GET A HOLLYWOOD<br>TAN!  | 2,590,596           | 07/09/02          |

United States

**POWER OF ATTORNEY**

The undersigned hereby appoints **Jones Day** its attorneys to prosecute applications for registration, to transact all business in the Patent and Trademark Office in connection therewith, and to receive the certificates of registration and all other documents related thereto. All correspondence regarding these matters is to be addressed to the firm's office at 222 East 41<sup>st</sup> Street, New York, New York 10017.

ATTORNEYS' TELEPHONE: (212) 326-3939

HOLLYWOOD TANS, LLC

By: \_\_\_\_\_

Name: Ezra S. Field

Title: Manager

DATED JUNE 22, 2007.

