

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT FOR SECURITY		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Hollywood Tans, LLC		06/22/2007	LIMITED LIABILITY COMPANY:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Ableco Finance LLC		
<b>Street Address:</b>	299 Park Avenue		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10171		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY:		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
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!	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-756-2494		
<b>Email:</b>	watt.wanapha@srz.com		
<b>Correspondent Name:</b>	Watt Wanapha		
<b>Address Line 1:</b>	919 Third Avenue		
<b>Address Line 2:</b>	19th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10022		

**CH \$140.00 2228843**

ATTORNEY DOCKET NUMBER:	014951.0783
NAME OF SUBMITTER:	Watt Wanapha (014951.0783)
Signature:	/kc for ww/
Date:	06/29/2007
<b>Total Attachments: 5</b> source=Trademark Assignment for Security for Hollywood Tans LLC#page1.tif source=Trademark Assignment for Security for Hollywood Tans LLC#page2.tif source=Trademark Assignment for Security for Hollywood Tans LLC#page3.tif source=Trademark Assignment for Security for Hollywood Tans LLC#page4.tif source=Trademark Assignment for Security for Hollywood Tans LLC#page5.tif	

ASSIGNMENT FOR SECURITY

TRADEMARKS

WHEREAS, Hollywood Tans, LLC (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Security Agreement, dated June 22, 2007 (as amended, restated or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agent and Lenders (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agent and the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Signature Page to follow]

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of June 20, 2007.

HOLLYWOOD TANS, LLC

By:



  
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Name: Ezra S. Field

Title: Manager

## Schedule 1A

<i>Mark</i>	<i>Country</i>	<i>(Application No.) Registration No.</i>	<i>(Application Date) Registration Date</i>	<i>Class</i>	<i>Remarks</i>
HOLLYWOOD TANS	USA	2,228,843	03/02/99	42	REGISTERED Renewal due: 03/02/09
HT	USA	2,492,716	09/25/01	11	REGISTERED Section 8 & 15 due: 09/25/07
HT HOLLYWOOD TANS (Stylized) 	USA	2,725,161	06/10/03	3	REGISTERED Section 8 & 15 due: 06/10/09
HT HOLLYWOOD TANS (Stylized) 	USA	3,074,282	03/28/06	44	REGISTERED Section 8 & 15 due: 03/28/12
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	USA	2,590,596	07/09/02	42	REGISTERED Section 8 & 15 due: 07/09/08
HOLLYWOOD TANS	Canada	TMA683032	03/06/07	N/A	REGISTERED Renewal due: 03/06/22
HT	Canada	TMA683034	03/06/07	N/A	REGISTERED Renewal due: 03/06/22
HT HOLLYWOOD TANS (Stylized) 	Canada	TMA683035	03/06/07	N/A	REGISTERED Renewal due: 03/06/22
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	Canada	TMA683019	03/06/07	N/A	REGISTERED Renewal due: 03/06/22

HOLLYWOOD TANS	CTM	2,456,374	02/24/03	42	REGISTERED Renewal due: 11/09/11
HT	CTM	2,456,317	07/07/03	11	REGISTERED Renewal due: 11/09/11
HT HOLLYWOOD TANS (Stylized)	CTM	2,456,325	02/04/03	3	REGISTERED Renewal due: 11/09/11
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	CTM	2,456,333	05/28/03	42	REGISTERED Renewal due: 11/09/11
HOLLYWOOD TANS	Israel	153,308	04/03/03	44	REGISTERED Renewal due: 11/11/08
HT	Israel	153,307	04/03/03	11	REGISTERED Renewal due: 11/11/08
HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	Israel	153,305	05/05/04	3	REGISTERED Renewal due: 11/11/08
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	Israel	153,306	06/02/03	44	REGISTERED Renewal due: 11/11/08
HOLLYWOOD TANS	Poland	(294,694)	(04/25/02)	42	INACTIVE
HT	Poland	(249,695)	(04/25/02)	11	INACTIVE
HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	Poland	(249,696)	(04/25/02)	3	INACTIVE
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	Poland	(249,697)	(04/25/02)	42	INACTIVE

HOLLYWOOD TANS	Turkey	2003/22875	08/28/03	44	REGISTERED Renewal due: 08/28/13
HT	Turkey	2003/21733	08/18/03	11	REGISTERED Renewal due: 08/18/13
HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	Turkey	2003/22874	08/28/03	3	REGISTERED Renewal due: 08/28/13
YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	Turkey	2003/22876	08/28/03	44	REGISTERED Renewal due: 08/28/13

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