



RECOF
TR. 103462697

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

11/16/07

1. Name of conveying party(ies):

Tan World, Inc.

- Individual(s)
- General Partnership
- Corporation- State: Iowa
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) US

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: TWI Franchising, Inc.

Internal

Address: _____

Street Address: 2500 Glenn Avenue, Suite 75

City: Sioux City

State: IA

Country: US Zip: 51106-2771

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship US
- Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) November 8, 2007

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
76/676,292

B. Trademark Registration No.(s)
2,063,374; 2,645,741; 2,964,814; 2,982,728; 2,996,728

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):
Sun Design; Tan World; Super Tan World; Tan World & Design; Your World. Your Tan.; The Look. The feel.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: G. Brian Pingel

Internal Address: Regency West 5

Street Address: 4500 Westown Parkway - Ste. 277

City: West Des Moines

State: IA Zip: 50266

Phone Number: 515-242-2400

Fax Number: 515-242-2448

Email Address: _____

6. Total number of applications and registrations involved:

6

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 165.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-3021

Authorized User Name BrownWinick Law Firm

9. Signature:

Signature

G. Brian Pingel

Name of Person Signing

11/19/2007 M02TACH 0000005 76676292
November 12, 2007

01 FC:8521
02 FC:8522

Date

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT

WHEREAS, **TAN WORLD, INC.**, an Iowa corporation, having its principal offices at 2500 Glenn Avenue, Suite 75, Sioux City, Iowa 51106-2771, has adopted, used, is using and is the owner of the following trademarks, trademark registrations and trademark application now pending in the United States Patent and Trademark Office:

<u>Mark</u>	<u>Reg. No.</u>	<u>Date of Reg. No.</u>
Tan World	2,063,374	May 20, 1997
Super Tan World	2,645,741	November 5, 2002
Tan World & Design	2,964,814	July 5, 2005
Your World. Your Tan.	2,982,728	August 9, 2005
The Look. The Feel.	2,996,728	September 20, 2005

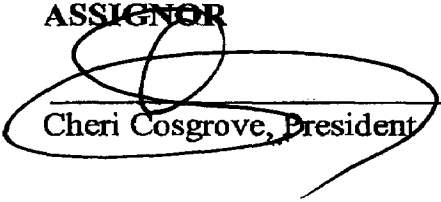
<u>Mark</u>	<u>Appln. No.</u>	<u>Date of Filing</u>
Sun Design	76/676,292	May 1, 2007

WHEREAS, **TWI FRANCHISING, INC.**, a corporation organized and existing under the laws of Iowa and having a place of business at 2500 Glenn Avenue, Suite 75, Sioux City, Iowa 51106-2771 called "Assignee", is desirous of acquiring the entire right, title and interest in and to said trademarks, registrations and application and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business associated with such marks.

THEREFORE, for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor has sold, assigned, transferred and does hereby sell, assign, and transfer unto Assignee, its successors or assigns, the entire right, title and interest in said trademarks, registrations and application and in and to any registrations, renewals and extensions that may be granted thereon, together with the goodwill of the business associated with such marks and any right to recover for past infringement thereof.

Dated this 8TH day of November, 2007.

**TAN WORLD, INC.
ASSIGNOR**


Cheri Cosgrove, President