

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hollywood Tans Group, LLC		05/08/2009	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Hollywood Tans Brands, LLC		
Street Address:	11 ENTERPRISE COURT		
City:	SEWELL		
State/Country:	NEW JERSEY		
Postal Code:	08080		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	3074282	HT HOLLYWOOD TANS	
Registration Number:	3505164	TANETICS	
Registration Number:	3541626	HT	
Registration Number:	3504965	HT TANNING	
Serial Number:	77255146	HT TANS	
Registration Number:	2725161	HT HOLLYWOOD TANS	
Registration Number:	2492716	HT	
Registration Number:	2590596	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	
Registration Number:	2228843	HOLLYWOOD TANS	
CORRESPONDENCE DATA			
Fax Number:	(310)277-4730		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	jarciniega@mwe.com		

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**TRADEMARK
 REEL: 004080 FRAME: 0117**

Correspondent Name: Jorge Arciniega, c/o MWE LLP
Address Line 1: 2049 Century Park East, Suite #3800
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER: 083841.0010

NAME OF SUBMITTER: Jorge Arciniega

Signature: /Jorge Arciniega/

Date: 10/16/2009

Total Attachments: 3
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INTER-COMPANY ASSIGNMENT AGREEMENT

This Assignment Agreement is made, executed and delivered this 8th day of May 2009, by and between Hollywood Tans Group, LLC, a Delaware limited liability company ("Assignor") and Hollywood Tans Brands, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, pursuant to an Asset Purchase Agreement (the "Asset Purchase Agreement"), dated as of May 8th, 2009, by and between Assignor and Credit Managers Association of California, doing business as CMA Business Credit Services ("CMA"), Assignor purchased certain assets and assumed certain liabilities of HT Liquidating, LLC, a Delaware limited liability company, which had made a general assignment for the benefit of creditors of Assignor to CMA, solely in its representative capacity and not in its corporate capacity, for the consideration described in the Asset Purchase Agreement;


WHEREAS, Assignee is an indirect subsidiary of Assignor;

WHEREAS, Assignor wishes to assign to Assignee the assets set forth in Schedule A (the "Assets") hereto and any liabilities or obligations pertaining thereto;

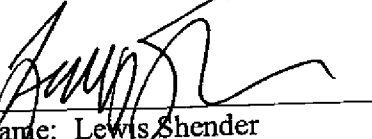
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby assigns to Assignee all of its rights, duties and obligations to the Assets and Assignee hereby accepts the assignment of the Assets and assumes any liabilities or obligations pertaining to the Assets.

IN WITNESS WHEREOF, the parties have caused this instrument to be executed by their duly authorized officers on the date first above written.

HOLLYWOOD TANS GROUP, LLC






Name: Lewis Shender
Title: President



HOLLYWOOD TANS BRANDS LLC


Name: Lewis Shender
Title: President

Schedule A

List of Assets

COUNTRY	MARK	APP. NO. APP. DATE	REG. NO. REG. DATE
Canada	HOLLYWOOD TANS	1091728 06 FEB 2001	683032 06 MAR 2007
Canada	HT	1091727 06 FEB 2001	683034 06 MAR 2007
Canada	HT HOLLYWOOD TANS (Stylized) 	1091726 06 FEB 2001	683035 06 MAR 2007
Canada	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	1091725 06 FEB 2001	683019 06 MAR 2007
CTM	HOLLYWOOD TANS	2456374 09 NOV 2001	2456374 24 FEB 2003
CTM	HOLLYWOOD TANS	6763486 19 MAR 2008	6763486 14 JAN 2009
CTM	HT	2456317 09 NOV 2001	2456317 07 JUL 2003
CTM	HT HOLLYWOOD TANS (Stylized) 	2456325 09 NOV 2001	2456325 04 FEB 2003
CTM	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	2456333 09 NOV 2001	2456333 28 MAY 2003
Israel	HOLLYWOOD TANS	153308 11 NOV 2001	153308 03 APR 2003
Israel	HT	153307 11 NOV 2001	153307 03 APR 2003
Israel	HT HOLLYWOOD TANS (Stylized) 	153305 11 NOV 2001	153305 05 MAY 2004
Turkey	HOLLYWOOD TANS	2003/22875 28 AUG 2003	2003/22875 28 AUG 2003
Turkey	HT	2003/21733 18 AUG 2003	2003/21733 18 AUG 2003
Turkey	HT HOLLYWOOD TANS (Stylized) 	2003/22874 28 AUG 2003	2003/22874 28 AUG 2003

COUNTRY	MARK	APP. NO. APP. DATE	REG. NO. REG. DATE
Turkey	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	2003/22876 28 AUG 2003	2003/22876 28 AUG 2003
USA	HOLLYWOOD TANS	75/466,944 13 APR 1998	2,228,843 02 MAR 1999
USA	HT	76/190,295 05 JAN 2001	2,492,716 25 SEP 2001
USA	HT	77/402,391 21 FEB 2008	3,541,626 02 DEC 2008
USA	HT HOLLYWOOD TANS (Stylized) 	76/190,359 10 JUN 2003	2,725,161 10 JUN 2003
USA	HT HOLLYWOOD TANS (Stylized) 	78/276,543 21 JUL 2003	3,074,282 28 MAR 2006
USA	HT TANNING	77/402,389 21 FEB 2008	3,504,965 23 SEP 2008
USA	HT TANS	77/255,146 14 AUG 2007	N/A
USA	TANETICS	77/420,574 12 MAR 2008	3,505,164 23 SEP 2008
USA	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!	76/083,614 06 JUL 2000	2,590,596 09 JUL 2002

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TITLE	COUNTRY	APP. NO. & FILING DATE	PATENT NO. & ISSUE DATE
TANNING BOOTH HAVING REDUCED TANNING TIME	USA	09/836,543 18 APR 2001	6,673,097 06 JAN 2004

- all promotional and advertising materials, including, without limitation, all brochures, plans, supplier lists, manuals, handbooks, and labels and packaging materials
- goodwill of the Business (as defined in the Asset Purchase Agreement, dated May 8, 2009, among Hollywood Tans Group, LLC, a Delaware limited liability company, HTRE, LLC, a Delaware limited liability company and Credit Managers Association of California, a California corporation doing business as CMA Business Credit Services, as assignee for the benefit of creditors of Hollywood Tans, LLC, a Delaware limited liability company) as a going concern.