

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Fifth Third Bank, as Agent		02/13/2012	banking corporation: OHIO

RECEIVING PARTY DATA

Name:	Palm Beach Tan Holdings, Inc.
Street Address:	633 East State Highway 121 South, Suite 500
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	CORPORATION: DELAWARE

Name:	Palm Beach Tan, Inc.
Street Address:	633 East State Highway 121 South, Suite 500
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	CORPORATION: TEXAS

Name:	Palm Beach Tan Franchising, Inc.
Street Address:	633 East State Highway 121 South, Suite 500
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	CORPORATION: DELAWARE

Name:	PBT Atlantic Acquisition, LLC
Street Address:	633 East State Highway 121 South, Suite 500
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019

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Entity Type: LIMITED LIABILITY COMPANY: DELAWARE

Name:	PBT Acquisition I, LLC
Street Address:	633 East State Highway 121 South, Suite 500
City:	Coppell
State/Country:	TEXAS
Postal Code:	75019
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1918556	PALM BEACH TAN
Registration Number:	2977106	PALM BEACH TAN
Registration Number:	2889829	PALM BEACH TAN A STATE OF MIND
Registration Number:	3112390	THE ORIGINAL HOME OF MYSTIC TAN
Registration Number:	2977105	
Registration Number:	2039168	
Registration Number:	3069546	THE TANNING EXPERTS
Registration Number:	3559443	PALM BEACH TAN PREMIER
Registration Number:	3468829	LIFE NEEDS COLOR ALL YEAR LONG
Registration Number:	3468828	LIFE NEEDS COLOR
Registration Number:	3579877	STAY & SAVE
Registration Number:	3579878	MAKE EVERY MOMENT GLOW
Registration Number:	2019344	PLANET TAN
Registration Number:	3323091	
Serial Number:	77100585	LOVELY BETTY
Serial Number:	77868329	THE TANNING EXPERTS
Serial Number:	85006451	PALM BEACH TAN SUNLESS
Serial Number:	85006453	PALM BEACH SUNLESS
Serial Number:	85030891	PBT SUNLESS
Registration Number:	2789956	STAY & SAVE
Registration Number:	3103361	CINCINNATI TAN COMPANY
Registration Number:	3108875	CINCINNATI TAN COMPANY

CORRESPONDENCE DATA

Fax Number: (404)572-5135

Phone: (404) 572-3458

Email: slake@kslaw.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Susan Lake, Paralegal

Address Line 1: 1180 Peachtree Street

Address Line 2: King & Spalding

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	52990-015908
NAME OF SUBMITTER:	Susan Lake
Signature:	/Susan Lake/
Date:	02/17/2012

Total Attachments: 3
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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS TERMINATION AND RELEASE OF SECURITY INTERESTS IN TRADEMARKS (this "Release") is made in favor of **Palm Beach Tan Holdings, Inc.**, a Delaware corporation ("Holdings"), **Palm Beach Tan, Inc.**, a Texas corporation ("Borrower"), **Palm Beach Tan Franchising, Inc.**, a Delaware corporation ("PBTf"), **PBT Atlantic Acquisition, LLC**, a Delaware limited liability company ("PBTAA"), **PBT Acquisition I, LLC**, a Texas limited liability company ("PBTAI"; Borrower, Holdings, PBTf, PBTAA and PBTAI are referred to herein, collectively, as the "Grantors" and, individually, as a "Grantor"), by **Fifth Third Bank**, in its capacity as agent (in such capacity, the "Agent") for certain financial institutions (the "Lenders").

WHEREAS, each Grantor has granted to Agent, for the benefit of itself and Lenders, a lien on and security interest in all of such Grantor's right, title and interest in and to the trademarks and trademark registrations set forth on Schedule 1 attached hereto (collectively, the "Trademarks");

WHEREAS, Agent's lien and security interest in the Trademarks was recorded with the United States Patent and Trademark Office on July 22, 2010 at Reel/Frame 4247/0118 and on February 15, 2011 at Reel/Frame 4478/0181.

WHEREAS, Grantors have paid all of its outstanding indebtedness to Agent and the Lenders.

WHEREAS, Agent wishes to terminate, cancel and release all liens and security interests it has in and on the Trademarks and to reassign to each Grantor all right, title and interest such Grantor has in and to the Trademarks.


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Agent hereby terminates, cancels and releases all liens and security interests it has in and on the Trademarks and reassigns to each Grantor all right, title and interest such Grantor has in and to the Trademarks.

Agent shall take all further actions, and provide to each Grantor, its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by such Grantor to more fully and effectively effectuate the purposes of this Release.

* * * * *

IN WITNESS WHEREOF, Agent has caused this Release to be executed by its duly authorized representatives as of this 13 day of February, 2012.

FIFTH THIRD BANK, as Agent

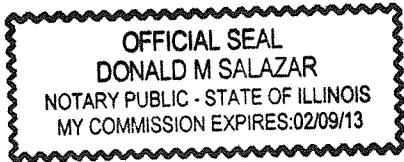
By: 
Name: DOUGLAS MOTL
Title: VICE PRESIDENT

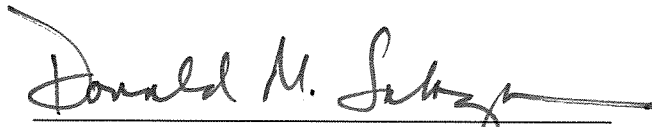
ACKNOWLEDGMENT

STATE OF ILLINOIS)

COUNTY OF COOK)

On this _____ day of February, 2012, before me personally appeared DOUGLAS MOTL, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Fifth Third Bank, who being by me duly sworn did depose and say that he/she is an authorized officer of said bank, that the said instrument was signed on behalf of said bank as authorized by its board of directors and that he/she acknowledged said instrument to be the free act and deed of said bank.




Notary Public
My Commission Expires: 2-9-2013

(NOTARIAL SEAL)

SCHEDULE 1

Trademarks

Trademark	Reg/Ser. Num.	Reg. Date
PALM BEACH TAN	1918556	September 12, 1995
PALM BEACH TAN	2977106	July 26, 2005
PALM BEACH TAN A STATE OF MIND	2889829	September 28, 2004
THE ORIGINAL HOME OF MYSTIC TAN	3112390	July 4, 2006
Miscellaneous Design (Palm tree logo)	2977105	July 26, 2005
Miscellaneous Design (Palm tree logo)	2039168	February 18, 1997
THE TANNING EXPERTS	3069546	March 14, 2006
PALM BEACH TAN PREMIER (and Design)	3559443	January 13, 2009
LIFE NEEDS COLOR ALL YEAR LONG	3468829	July 15, 2008
LIFE NEEDS COLOR	3468828	July 15, 2008
STAY & SAVE	3579877	February 24, 2009
MAKE EVERY MOMENT GLOW	3579878	February 24, 2009
PLANET TAN	2019344	November 26, 1996
Miscellaneous Design (Female Figure)	3323091	October 30, 2007
LOVELY BETTY (and Design)	77/100585	February 6, 2007
THE TANNING EXPERTS	77/868329	November 9, 2009
PALM BEACH TAN SUNLESS	85/006451	April 5, 2010
PALM BEACH SUNLESS	85/006453	April 5, 2010
PBT SUNLESS	85/030891	May 5, 2010
STAY & SAVE	2789956	December 2, 2003
CINCINNATI TAN COMPANY	3103361	June 13, 2006
CINCINNATI TAN COMPANY	3108875	June 27, 2006

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