

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Sun & Skin Care Research, LLC		04/06/2012	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Regions Bank		
Street Address:	1180 W. Peachtree Street, NW		
Internal Address:	Suite 1000		
City:	Atlanta		
State/Country:	GEORGIA		
Postal Code:	30309		
Entity Type:	Bank: ALABAMA		
PROPERTY NUMBERS Total: 29			
Property Type	Number	Word Mark	
Registration Number:	3416131	SOLAPLEX	
Registration Number:	3241910	MAUI WAVE	
Registration Number:	3287216	INSTANT DRY SPF 50 MIST	
Registration Number:	3270519	INSTANT DRY SPF 30 MIST	
Registration Number:	3183002	GRADUAL GLOW	
Registration Number:	3183001	EVER GLOW	
Registration Number:	2912866	HEAT WAVE	
Registration Number:	2910608	FACE POTION	
Registration Number:	2865642	OCEAN POTION	
Registration Number:	2663419	OCEAN POTION	
Registration Number:	2724181	OCEAN POTION	
Registration Number:	3699711	SEACURE	
Registration Number:	2766091	OCEAN POTION	

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Registration Number:	799637	NO-AD
Registration Number:	2286720	NO-AD
Registration Number:	4080651	RX SUNCARE COLOR SAVER AND CONDITIONER HAIRGUARD HPF
Registration Number:	3667466	RX SUNCARE
Registration Number:	2329957	NO-AD AROMA BATH & SHOWER THERAPY
Registration Number:	2224283	NO-ADDICTION
Registration Number:	2293449	NO-AD BABIES
Registration Number:	2082581	
Registration Number:	2082580	
Registration Number:	2082579	
Registration Number:	2082578	
Registration Number:	2082577	
Registration Number:	2082576	
Registration Number:	1674732	
Serial Number:	85193424	INSTANT DRY SPF30 MIST
Serial Number:	85109458	NO-SQUITO

CORRESPONDENCE DATA

Fax Number: 6785337787

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

Phone: 404-420-4316

Email: sls@phrd.com

Correspondent Name: Steve Schaaf, Paralegal

Address Line 1: Parker, Hudson, Rainer & Dobbs LLP

Address Line 2: 285 Peachtree Center Ave. NE, Suite 1500

Address Line 4: Atlanta, GEORGIA 30303

ATTORNEY DOCKET NUMBER:	3717.220
NAME OF SUBMITTER:	Bobbi Acord Noland
Signature:	/BAN/
Date:	08/10/2012

Total Attachments: 6

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TRADEMARK
REEL: 004840 FRAME: 0510

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Agreement") dated as of April 6, 2012 by and between **SUN & SKIN CARE RESEARCH, LLC**, a Delaware limited liability company (the "Grantor"), having its chief executive office at 861 Greensboro Road, Cocoa, Florida 32926, and **REGIONS BANK**, an Alabama bank, as lender (in such capacity, together with its successors and assigns in such capacity, the "Lender"), with offices at 1180 W. Peachtree Street, N.W., Suite 1000, Atlanta, Georgia 30309.

This Agreement is executed pursuant to the terms of the Loan and Security Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement") by and among Grantor, Grantor's Subsidiaries joined thereto from time to time as borrowers (together with Grantor, collectively, "Borrowers" and each individually, a "Borrower"), and Lender. Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Loan Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Lender a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) all Trademarks and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark of the Grantor (excluding trademark applications for which Grantor has not filed and had accepted under applicable law a "Statement of Use" or "Amendment to Allege Use"), including, without limitation, each Trademark listed on Schedule A;
- (ii) all reissues, continuations and extensions of the foregoing;
- (iii) all claims by the Grantor against third parties (a) for past, present or future infringement or dilution of any Trademark, including, without limitation, any Trademark listed on Schedule A or (b) injury to the goodwill associated with any Trademark; and
- (iv) all products and proceeds of the foregoing.

The rights and remedies of the Lender with respect to the security interest granted herein are without prejudice to, and are in addition to, those set forth in the Loan Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Loan Agreement, the provisions of the Loan Agreement shall govern.

This Agreement may be executed in any number of counterparts and by different parties to this Agreement on separate counterparts, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same agreement. Any manually executed signature page to this Agreement delivered by a party by facsimile or other electronic transmission shall be deemed to be an original signature hereto.

This Agreement shall be governed by and construed in accordance with the internal laws of the State of Georgia.

[signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the date first above written.

SUN & SKIN CARE RESEARCH, LLC, as Grantor

By: 

Name: Thomas S. Harbin, III


Title: Manager

[Signatures continued on following page.]

Agreed and Accepted as of the date first above written.

REGIONS BANK,

as Lender

By: 
Name: Phyliss Hasen
Title: Senior Vice President

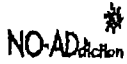







Schedule A to Trademark Security Agreement


TRADEMARKS

<u>Grantor</u>	<u>Trademark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Class</u>
Sun & Skin Care Research, LLC	Solaplex	U.S.	3416131	003
Sun & Skin Care Research, LLC	Maui Wave	U.S.	3241910	003
Sun & Skin Care Research, LLC	Instant Dry SPF 50 Mist	U.S.	3287216	003
Sun & Skin Care Research, LLC	Instant Dry SPF 30 Mist	U.S.	3270519	003
Sun & Skin Care Research, LLC	Gradual Glow	U.S.	3183002	003
Sun & Skin Care Research, LLC	Ever Glow	U.S.	3183001	003
Sun & Skin Care Research, LLC	Heat Wave	U.S.	2912866	003
Sun & Skin Care Research, LLC	Face Potion	U.S.	2910608	003
Sun & Skin Care Research, LLC	Ocean Potion	U.S.	2865642	003
Sun & Skin Care Research, LLC	Ocean Potion	U.S.	2663419	025
Sun & Skin Care Research, LLC	Ocean Potion	U.S.	2724181	003
Sun & Skin Care Research, LLC	Seacure	U.S.	3699711	003
Sun & Skin Care Research, LLC	Ocean Potion	U.S.	2766091	003
Sun & Skin Care Research, LLC	NO-AD	U.S.	0799637	051
Sun & Skin Care Research, LLC	NO-AD	U.S.	2286720	003
Sun & Skin Care Research, LLC	Instant Dry SPF 30 Mist	U.S.	85/193,424*	003
Sun & Skin Care Research, LLC	RX Suncare Color Saver and Conditioner Hairguard HPF	U.S.	4080651	003
Sun & Skin Care Research, LLC	RX Suncare design	U.S.	3667466	003
Sun & Skin Care Research, LLC	NO-SQUITO	U.S.	85/109,458*	003

* Application serial mark.

See attached for additional U.S. trademarks.

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>CLASS</u>
UNITED STATES	SPLASH & DISCOVER	3295336	3
	SUN PALS	3262429	3
	NO-AD AROMA BATH & SHOWER THERAPY	2329957	3
	NO-AD	2286720	3
	 NO-AD _{Addiction}	2224283	36 (Scholarships) 42 (Drug Awareness)
	 NO-AD babies	2293449	3
	 Red or pink (single color used on packaging, labels or signs)	2082581	3
	 Yellow or gold (single color used on packaging, labels or signs)	2082580	3
	 Green (single color used on packaging, labels or signs)	2082579	3
	 Blue (single color used on packaging, labels or signs)	2082578	3
	 Orange (single color used on packaging, labels or signs)	2082577	3
	 Violet or purple (single color used on packaging, labels or signs)	2082576	3

<u>COUNTRY</u>	<u>TRADEMARK</u>	<u>REG. NO.</u>	<u>CLASS</u>
		1674732	3
	NO-AD	0799637	3