

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351324

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Suntrust Bank		08/13/2015	Administrative Agent:
RECEIVING PARTY DATA			
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		
PROPERTY NUMBERS Total: 17			
Property Type	Number	Word Mark	
Registration Number:	1918556	PALM BEACH TAN	
Registration Number:	2019344	PLANET TAN	
Registration Number:	2039168		
Registration Number:	3559443	PALM BEACH TAN PREMIER	
Registration Number:	3323091		
Registration Number:	4557794	LOVELY BETTY	
Registration Number:	3468828	LIFE NEEDS COLOR	
Registration Number:	3468829	LIFE NEEDS COLOR ALL YEAR LONG	
Registration Number:	3579877	STAY & SAVE	
Registration Number:	3579878	MAKE EVERY MOMENT GLOW	
Registration Number:	3810526	THE TANNING EXPERTS	
Registration Number:	3999875	PALM BEACH TAN SUNLESS	
Registration Number:	4259378	PREMIER PERKS	
Registration Number:	4137754	PLANET TAN PREMIER PERKS	
Registration Number:	4137758	PALM BEACH TAN PREMIER PERKS	
Registration Number:	4137759	PLANET TAN PREMIER	
Registration Number:	4501982	PALM BEACH TAN SUNLESS	
CORRESPONDENCE DATA			

OP \$440.00 1918556

Fax Number:

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

Email: ssexton@kslaw.com

Correspondent Name: King & Spalding

Address Line 1: 1180 Peachtree Street NE

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER:	52990.015908
NAME OF SUBMITTER:	Sally Sexton
SIGNATURE:	/sallysexton/
DATE SIGNED:	08/13/2015

Total Attachments: 4

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RELEASE OF SECURITY INTEREST IN TRADEMARKS

THIS RELEASE OF SECURITY INTEREST IN TRADEMARKS (this “Release”), is made as of August 13, 2015 (“Effective Date”), in favor of Palm Beach Tan, Inc. (the “Obligor”) by SunTrust Bank, (“SunTrust”), as Administrative Agent for the Lenders.

WHEREAS, pursuant to the Security Agreement, dated as of February 15, 2012 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Security Agreement”), among the Borrower, Guarantors, and the Lenders from time to time party thereto and SunTrust, as Administrative Agent for the Lenders, and the other parties thereto, the Lenders agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Obligor entered into a certain Security and Pledge Agreement, dated as of February 15, 2012, (as the same may be amended, restated, supplemented or otherwise modified from time to time, the “Security and Pledge Agreement”), in favor of the Administrative Agent, to guarantee the Secured Obligations of the Borrower; and

WHEREAS, pursuant to the Security and Pledge Agreement, the Obligor was required to enter into that certain Notice of Grant of Security Interest in Trademarks, dated as of February 15, 2012 (“Trademark Security Interest”), for the purpose of recording the security interests of the Administrative Agent with respect to all of the Trademarks owned by Obligor (the “Pledged Trademarks”), including the trademark registrations and trademark applications set forth on Schedule A hereto, with the United States Patent & Trademark Office;

WHEREAS, the Trademark Security Interest was recorded with the United States Patent & Trademark Office on February 17, 2012 at Reel/Frame 4719/0154; and

WHEREAS, the Administrative Agent now desires to terminate and release the entirety of its security interests in the Pledged Trademarks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Administrative Agent hereby agrees with the Obligor as follows:

Section 1. Defined Terms. Capitalized terms used herein without definition are used as defined in the Credit Agreement or the Security and Pledge Agreement.

Section 2. Release of Security Interest in Trademark Collateral. Administrative Agent hereby releases any and all security interests it has against the Pledged Trademarks, including the trademark registrations and trademark applications listed on Schedule A; and re-assigns to Obligor any right, title and interest it may have in, to and under such Pledged Trademarks. Administrative Agent understands and agrees that this Agreement may be recorded by or for the Obligor with the United States Patent & Trademark Office or any similar office or agency.

Section 3. Further Assurances. Upon request by the Obligor, the Administrative Agent hereby agrees to duly execute, acknowledge and deliver any further documents and to do such other acts as may be reasonably necessary to effect the termination and release of its security interests contemplated hereby.

Section 4. Governing Law. This Release shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Administrative Agent has caused this Release to be executed and delivered by its duly authorized representative as of the date first set forth above.

SUNTRUST BANK,
as Administrative Agent

By: Tesha Winslow
Name: Tesha Winslow
Title: Director

[SIGNATURE PAGE TO RELEASE OF SECURITY INTEREST IN TRADEMARKS]

TRADEMARK
REEL: 005599 FRAME: 0197

**SCHEDULE A
TO
RELEASE OF SECURITY INTEREST IN TRADEMARKS**

Trademark Registrations and Applications

Obligor	Trademark	Country	Application No. and/or Registration No.	Application filing date. and/or Registration Date
Palm Beach Tan, Inc.	Palm Beach Tan	USA	1,918,556	09/12/1995
Palm Beach Tan, Inc.	Planet Tan	USA	2,019,344	11/26/1996
Palm Beach Tan, Inc.		USA	2,039,168	02/18/1997
Palm Beach Tan, Inc.	Palm Beach Tan Premier	USA	3,559,443	01/13/2009
Palm Beach Tan, Inc.		USA	3,323,091	10/30/2007
Palm Beach Tan, Inc.	Lovely Betty	USA	4,557,794	07/01/2014
Palm Beach Tan, Inc.	Life Needs Color	USA	3,468,828	07/15/2008
Palm Beach Tan, Inc.	Life Needs Color All Year Long	USA	3,468,829	07/15/2008
Palm Beach Tan, Inc.	Stay & Save	USA	3,579,877	02/24/2009
Palm Beach Tan, Inc.	Make Every Moment Glow	USA	3,579,878	02/24/2009
Palm Beach Tan, Inc.	The Tanning Experts	USA	3,810,526	06/29/2010
Palm Beach Tan, Inc.	PBT Sunless	USA	3,999,875	07/19/2011
Palm Beach Tan, Inc.	Premier Perks	USA	4,259,378	12/11/2012
Palm Beach Tan, Inc.	Planet Tan Premier Perks	USA	4,137,754	05/08/2012
Palm Beach Tan, Inc.	Palm Beach Tan Premier Perks	USA	4,137,758	03/22/2011
Palm Beach Tan, Inc.	Planet Tan Premier	USA	4,137,759	05/08/2012
Palm Beach Tan, Inc.	Palm Beach Tan Sunless	USA	4,501,982	03/25/2014