

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Randall International, L.P.		07/10/2009	LIMITED PARTNERSHIP: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	LUJC International, Inc.		
<b>Street Address:</b>	2885 Loker Avenue East		
<b>City:</b>	Carlsbad		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92010		
<b>Entity Type:</b>	CORPORATION: CALIFORNIA		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2213234	SPA FRESH	
Registration Number:	2409272	TEA & ICE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(310)820-5988		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	310-207-3800		
<b>Email:</b>	maria_papi@bstz.com, tm_filings@bstz.com		
<b>Correspondent Name:</b>	Willmore F. Holbrow III		
<b>Address Line 1:</b>	12400 Wilshire Blvd.		
<b>Address Line 2:</b>	Suite 700		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90025		
<b>ATTORNEY DOCKET NUMBER:</b>	004858.G000		
<b>NAME OF SUBMITTER:</b>	Willmore F. Holbrow III		
<b>Signature:</b>	/Willmore F. Holbrow/		

CH \$65.00 2213234

Date:

03/08/2010

Total Attachments: 3

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## ASSIGNMENT OF TRADEMARKS

WHEREAS, Randall International, L.P., a Delaware limited partnership ("Assignor") is the owner of the trademarks itemized in Exhibit A hereto, which includes trademarks that are registered in the United States Patent and Trademark Office, and/or in certain jurisdictions outside the United States, in addition to certain unregistered marks ("the Marks");

WHEREAS, Assignor is using and has used the Marks in connection with its offer and sale of goods and services continuously since the date of its acquisition of such Marks and associated goodwill; and

WHEREAS, Assignor has entered into an agreement (the "Agreement") with LUJC International, Inc., a California corporation ("Assignee") under which Assignor has agreed to sell and Assignee has agreed to purchase certain assets of Assignor, including certain inventory, the Marks, and the goodwill associated with such Marks, and all conditions of closing of such sale have been met;


NOW, THEREFORE, in consideration of the payment of the purchase price for such assets and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby irrevocably assigns to Assignee all right, title and interest within and without the United States in and to said Marks and goodwill associated with the products sold under said Marks and the registrations thereof.

This assignment is effective as of the effective date of the Agreement, namely, July 10, 2009.

RANDALL INTERNATIONAL, L.P.,  
a Delaware limited partnership

By: MRB Distribution, LLC, a Delaware limited  
liability company, General Partner

By: MRB Manager, LLC, a Delaware limited  
liability company, Sole Member

By:   
\_\_\_\_\_  
Marc Brutton, Manager

STATE OF CALIFORNIA )  
 ) ss  
COUNTY OF SAN DIEGO )

On FEBRUARY 24, 2010 before me, MARCELLE SAMAKOSKY, a Notary Public in and for said state, personally appeared MARC BRITTEN, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/~~their~~ authorized capacity(ies), and that by his/~~her~~/~~their~~ signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Marcelle Samakosky  
Signature of Notary Public



EXHIBIT "A"

CHART OF MARKS

<u>MARK</u>	<u>COUNTRY</u>	<u>REG. NO.</u>
ALL SPORTS DEFENSE	United States	2,845,113
GOLFER'S DEFENSE	United States	1,949,001
GOLFER'S DEFENSE	Japan	4508833
KID'S DEFENSE	United States	2,845,129
OCEAN SPA	Canada	TMA534889
SKIERS DEFENSE	United States	2,449,243
SPECTATOR'S DEFENSE	United States	2,845,128
SURFER'S DEFENSE	United States	3,149,558
TENNIS DEFENSE	United States	2,407,254
SPA FRESH	United States	2,213,234
TEA & ICE	United States	2,409,272
SPA AMERICA	United States	1,993,834
SPA CLINIC	United States	2,526,310
TANGIERS	United States	2,526,107
SPATIQUE	United States	2,907,011
BEAUTIFO	United States	Unregistered
PURE NATURE SPA	United States	Unregistered
SUN PETALS	United States	Unregistered