

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT FOR SECURITY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hollywood Tans Brands, LLC		05/08/2009	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Ableco Finance LLC, as agent
Street Address:	299 Park Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10171
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	2228843	HOLLYWOOD TANS
Registration Number:	2492716	HT
Registration Number:	3541626	HT
Registration Number:	2725161	HT HOLLYWOOD TANS
Registration Number:	3074282	HT HOLLYWOOD TANS
Registration Number:	3504965	HT TANNING
Serial Number:	77255146	HT TANS
Registration Number:	3505164	TANETICS
Registration Number:	2590596	YOU DON'T HAVE TO GO TO HOLLYWOOD...TO GET A HOLLYWOOD TAN!

CORRESPONDENCE DATA

Fax Number: (212)593-5955
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 212-756-2494

900135884

**TRADEMARK
 REEL: 004001 FRAME: 0347**

CH \$240.00 2228843

Email: watt.wanapha@srz.com
Correspondent Name: Watt Wanapha, Esq.
Address Line 1: 919 Third Avenue
Address Line 2: 22nd Floor
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	014951.0783
NAME OF SUBMITTER:	Watt Wanapha, Esq. (014951.0783)
Signature:	/kc for ww/
Date:	06/09/2009

Total Attachments: 7

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ASSIGNMENT FOR SECURITY
TRADEMARKS

WHEREAS, HOLLYWOOD TANS BRANDS, LLC (the "Assignor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks")

WHEREAS, the Assignor has entered into a Security Agreement, dated May 8, 2009 (as amended, restated or otherwise modified from time to time, the "Security Agreement"), in favor of Ableco Finance LLC, as agent for certain lenders (in such capacity, together with any successors and assigns, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the Agent and Lenders (as such terms are defined in the Security Agreement) a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);


NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee for the benefit of the Agent and the Lenders a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of May 8, 2009.

HOLLYWOOD TANS BRANDS, LLC

By:


Name: Lewis Shender
Title: President

STATE OF New York

COUNTY OF New York ss.:

On this 8th day of May, 2008, before me personally came Lewis Shender, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that ~~she~~ is the President of Hollywood Tans Brands, LLC, a Delaware LLC, and that ~~she~~ executed the foregoing instrument in the firm name of Hollywood Tans Brands, LLC, and that s/he had authority to sign the same, and ~~she~~ acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.





Notary


STANLEY TOBIAS
Notary Public, State of New York
No. 41-4976753
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires January 22, 2011



Schedule 1A
See attached

INTELLECTUAL PROPERTY AND LICENSES; TRADE NAMES

Trademarks

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Patent No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
Hollywood Tans Brands, LLC	USA	HOLLYWOOD TANS	2,228,843	April 3, 1998	March 2, 1999
Hollywood Tans Brands, LLC	USA	HT	2,492,716	January 5, 2001	September 25, 2001
Hollywood Tans Brands, LLC	USA	HT	3,541,626	February 21, 2008	December 2, 2008
Hollywood Tans Brands, LLC	USA	HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	2,725,161	June 10, 2003	October 06, 2003
Hollywood Tans Brands, LLC	USA	HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	3,074,282	July 21, 2003	March 28, 2006
Hollywood Tans Brands, LLC	USA	HT TANNING	3,504,965	February 21, 2008	September 23, 2008
Hollywood Tans Brands, LLC	USA	HT TANS	77/255,146	August 14, 2007	Pending.
Hollywood Tans Brands,	USA	TANETICS	3,505,164	March 12, 2008	September 23, 2008

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Patent No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
LLC					
Hollywood Tans Brands, LLC	USA	YOU DON'T HAVE TO GO TO HOLLYWOOD. ..TO GET A HOLLYWOOD TAN!	2,590,596	July 6, 2000	July 9, 2002
Hollywood Tans Brands, LLC	Canada	HOLLYWOOD TANS	TMA683032	February 6, 2001	March 6, 2007
Hollywood Tans Brands, LLC	Canada	HT	TMA683034	February 6, 2001	March 6, 2007
Hollywood Tans Brands, LLC	Canada	HT HOLLYWOOD TANS (Stylized)  HOLLYWOOD TANS	TMA683035	February 6, 2001	March 6, 2007
Hollywood Tans Brands, LLC	Canada	YOU DON'T HAVE TO GO TO HOLLYWOOD ...TO GET A HOLLYWOOD TAN!	TMA683019	February 6, 2001	March 6, 2007
Hollywood Tans Brands, LLC	CTM	HOLLYWOOD TANS	2,456,374	November 9, 2001	February 24, 2003
Hollywood Tans Brands, LLC	CTM	HT	2,456,317	November 9, 2001	July 7, 2003
Hollywood Tans Brands, LLC	CTM	HOLLYWOOD TANS	6763486	March 19, 2008	Pending.
Hollywood Tans Brands,	CTM	HT HOLLYWOOD	2,456,325	November 9,	February 4, 2003

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Patent No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
LLC		TANS (Stylized)		2001	
Hollywood Tans Brands, LLC	CTM	YOU DON'T HAVE TO GO TO HOLLYWOOD ...TO GET A HOLLYWOOD TAN!	2,456,333	November 9, 2001	May 28, 2003
Hollywood Tans Brands, LLC	Israel	HOLLYWOOD TANS	153,308	November 11, 2001	April 3, 2003
Hollywood Tans Brands, LLC	Israel	HT	153,307	November 11, 2001	April 3, 2003
Hollywood Tans Brands, LLC	Israel	HT HOLLYWOOD TANS (Stylized) 	153,305	November 11, 2001	May 5, 2004
Hollywood Tans Brands, LLC	Turkey	HOLLYWOOD TANS	2003/22875	August 28, 2003	August 28, 2003
Hollywood Tans Brands, LLC	Turkey	HT	2003/21733	August 18, 2003	August 18, 2003
Hollywood Tans Brands, LLC	Turkey	HT HOLLYWOOD TANS (Stylized) 	2003/22874	August 28, 2003	August 28, 2003
Hollywood Tans Brands, LLC	Turkey	YOU DON'T HAVE TO GO TO HOLLYWOOD ...TO GET A HOLLYWOOD	2003/22876	August 28, 2003	August 28, 2003

<u>Owner</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Patent No.</u>	<u>Filing Date</u>	<u>Registration Date</u>
		TAN!			