

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM354361

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Assignment of Intellectual Property Security Agreement		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Electric Capital Corporation		08/21/2015	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Antares Capital LP		
<b>Street Address:</b>	500 W. Monroe Street		
<b>Internal Address:</b>	17th Floor		
<b>City:</b>	Chicago		
<b>State/Country:</b>	ILLINOIS		
<b>Postal Code:</b>	60661		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: DELAWARE		
<b>PROPERTY NUMBERS Total: 46</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	85236297	SIDEKICK	
<b>Serial Number:</b>	85236300	AVAP	
<b>Serial Number:</b>	85151771	LIVESUNLESS	
<b>Serial Number:</b>	85099851	EVOLV.	
<b>Serial Number:</b>	85099867	EVOLV.	
<b>Registration Number:</b>	3802197	VERSASPA	
<b>Registration Number:</b>	3768816	M	
<b>Registration Number:</b>	3630829	VERSASPA	
<b>Registration Number:</b>	3838530	VERSASPA	
<b>Registration Number:</b>	3564600	M	
<b>Registration Number:</b>	3564601	M MYSTIC	
<b>Registration Number:</b>	3554083	M	
<b>Registration Number:</b>	3383341	VERSASPA	
<b>Registration Number:</b>	3302162	MYSTICREADY	
<b>Registration Number:</b>	3317724	HYPERMOIST	
<b>Registration Number:</b>	3348375	MYSTICSUNLESS	
<b>Registration Number:</b>	3302164	MYSTICGLO	
<b>Registration Number:</b>	3213327	MYSTICFRESH	
<b>TRADEMARK</b>			

CH \$1165.00 85236297

Property Type	Number	Word Mark
Registration Number:	3403434	MYSTICSPRAY
Registration Number:	3367042	MYSTICAROMA
Registration Number:	3472298	MYSTIC TAN M
Registration Number:	3201276	THE AUTHENTIC MYSTIC TAN EXPERIENCE
Registration Number:	3319973	MYSTIC SPRAY
Registration Number:	3437732	MY-MYST
Registration Number:	3103615	MAGNETAN
Registration Number:	3313669	MYSTICGLO
Registration Number:	3085187	INNOVATION
Registration Number:	3262412	GOLD RUSH
Registration Number:	3151731	HYPERTAN
Registration Number:	2955869	CLEARMYST
Registration Number:	2955870	PREMIUM TANNING MYST
Registration Number:	2955871	ORIGINAL TANNING MYST
Registration Number:	3174512	TAN ON DEMAND
Registration Number:	2860416	MAGIC TAN
Registration Number:	3055866	M MYSTIC TAN
Registration Number:	2788486	M MYSTIC TAN
Registration Number:	2781608	MYSTIC TAN
Registration Number:	2758671	MYSTIC TAN
Registration Number:	2836028	M
Registration Number:	2863411	MYSTIC TAN
Registration Number:	3162996	TAN ON DEMAND
Registration Number:	2582098	M
Registration Number:	2679366	MAGNETAN
Registration Number:	3608337	MYSTIC TAN
Registration Number:	3302165	MYSTICLIFE
Serial Number:	85032938	BEAUTY IN A BOTTLE

**CORRESPONDENCE DATA**

Fax Number: 3026365454

*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.*

Phone: 800-927-9801 x 62348

Email: jean.paterson@cscglobal.com

Correspondent Name: Corporation Service Company

Address Line 1: 1090 Vermont Avenue NW, Suite 430

Address Line 4: Washington, D.C. 20005

ATTORNEY DOCKET NUMBER: 772438-84A

<b>NAME OF SUBMITTER:</b>	Jean Paterson
<b>SIGNATURE:</b>	/jep/
<b>DATE SIGNED:</b>	09/09/2015
<b>Total Attachments: 6</b> source=84A GE-Antares Capital-TM#page2.tif source=84A GE-Antares Capital-TM#page3.tif source=84A GE-Antares Capital-TM#page4.tif source=84A GE-Antares Capital-TM#page5.tif source=84A GE-Antares Capital-TM#page6.tif source=84A GE-Antares Capital-TM#page7.tif	

**ASSIGNMENT OF INTELLECTUAL PROPERTY  
SECURITY AGREEMENT**

This ASSIGNMENT OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Assignment"), dated as of August 21, 2015, is by GENERAL ELECTRIC CAPITAL CORPORATION (individually, "GECC"), acting in its capacity as the current and resigning administrative agent (in such capacity, the "Retiring Agent") and ANTARES CAPITAL LP, a Delaware limited partnership (individually, "Antares"), acting in its capacity as the successor administrative agent (in such capacity, the "Successor Agent").

**RECITALS:**

WHEREAS, Sunless, Inc. (formerly known as MT Industries, Inc.), a Delaware corporation, as "Grantor", and Retiring Agent are parties to those certain intellectual property security agreements identified in Exhibit A attached hereto (as the same have been and may hereafter be amended, restated, supplemented or otherwise modified from time to time, collectively, the "Agreements") covering certain intellectual property set forth on Exhibit B attached hereto; and

WHEREAS, pursuant to that certain Omnibus Agency Transfer Agreement by and among GECC, as the Retiring Agent, and Antares, as Successor Agent, Retiring Agent has assigned to Successor Agent all of its rights, remedies, duties and other obligations under, among other documents, the Agreements, in each instance, in its capacity as administrative agent and, if applicable, collateral agent.

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Retiring Agent hereby assigns and transfers to Successor Agent and its successors and assigns, all of its rights, title and interest in and to the Agreements.

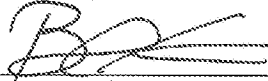
This Assignment may be executed in any number of counterparts, each of which when so executed shall be deemed an original and all of which taken together shall constitute one and the same instrument.

*- Remainder of Page Intentionally Left Blank; Signature Page Follows -*

IN WITNESS WHEREOF, Retiring Agent and Successor Agent have caused this Assignment to be duly executed as of the date first above written.

RETIRING AGENT:

GENERAL ELECTRIC CAPITAL  
CORPORATION

By:   
Name: Brad Kline  
Its: Duly Authorized Signatory

SUCCESSOR AGENT:

ANTARES CAPITAL LP

By:   
Name: Brad Kline  
Title: Duly Authorized Signatory

EXHIBIT A

Copyright Security Agreement dated as of July 29, 2011 and filed with the United States Copyright Office on August 11, 2011 in Volume 3607, Document No. 14.

Trademark Security Agreement dated as of July 29, 2011 and filed with the United States Patent and Trademark Office on August 25, 2011, at Reel 4611, Frame 0308.

Patent Security Agreement dated as of July 29, 2011 and filed with the United States Patent and Trademark Office on August 25, 2011 at Reel 26804, Frame 0895.

EXHIBIT B

COPYRIGHTS

Title	Registration No.	Registration Date
MyMyst photo	VA1708417	4/5/10
VersaSpa booth photo	VA1705987	3/22/10
Mystic Tan booth-Sandi	VA1242824	2/13/04

TRADEMARKS AND TRADEMARK APPLICATIONS

Mark	Application No.	Application Date	Registration No.	Registration Date
SIDEKICK	85236297	2/8/11	N/A	N/A
AVAP	85236300	2/8/11	N/A	N/A
LIVESUNLESS	85151771	10/13/11	N/A	N/A
EVOLV.	85099851	8/4/10	N/A	N/A
EVOLV.	85099867	8/4/10	N/A	N/A
VERSASPA	77793040	7/30/09	3802197	6/15/10
M	77631514	12/11/08	3768816	3/30/10
VERSASPA	77599993	10/24/08	3630829	6/2/09
VERSASPA	77599981	10/24/08	3838530	8/24/10
M	77514689	7/3/08	3564600	1/20/09
M MYSTIC	77514694	7/3/08	3564601	1/20/09
M	77495028	6/10/08	3554083	12/30/08
VERSASPA	78940140	7/28/06	3383341	2/12/087
MYSTICREADY	78879664	5/9/06	3302162	10/2/07
HYPERMOIST	78879970	5/9/06	3317724	10/23/07
MYSTICSUNLESS	78879971	5/9/06	3348375	12/04/07
MYSTICGLO	78879973	5/9/06	3302164	10/2/07
MYSTICFRESH	78879975	5/9/06	3213327	2/27/07
MYSTICSPRAY	78879977	5/9/06	3403434	3/25/08
MYSTICAROMA	78879980	5/9/06	3367042	1/8/08
MYSTIC TAN M	78879983	5/9/06	3472298	7/22/08
THE AUTHENTIC MYSTIC TAN EXPERIENCE	78800193	1/26/06	3201276	1/23/07
MYSTIC SPRAY	78621654	5/3/05	3319973	10/23/07
MY-MYST	78621657	5/3/05	3437732	5/27/08
MAGNETAN	78621658	5/3/05	3103615	6/13/06
MYSTICGLO	78621660	5/3/05	3313669	10/16/07
INNOVATION	78620614	5/2/05	3085187	4/25/06
GOLD RUSH	78592814	3/22/05	3262412	7/10/07
HYPERTAN	78428412	6/2/04	3151731	10/3/06

Mark	Application No.	Application Date	Registration No.	Registration Date
CLEARMYST	76573881	2/4/04	2955869	5/24/05
PREMIUM TANNING MYST	76573886	2/4/04	2955870	5/24/05
ORIGINAL TANNING MYST	76573887	2/4/04	2955871	5/24/05
TAN ON DEMAND	76573888	2/4/04	3174512	11/21/06
MAGIC TAN	78293662	8/28/03	2860416	7/6/04
M MYSTIC TAN	76468222	11/20/02	3055866	1/31/06
M MYSTIC TAN	76464912	11/6/02	2788486	12/2/03
MYSTIC TAN	76464914	11/6/02	2781608	11/11/03
MYSTIC TAN	76464915	11/6/02	2758671	9/2/03
M	76464917	11/6/02	2836028	4/27/04
MYSTIC TAN	76464916	11/6/02	2863411	7/13/04
TAN ON DEMAND	76439705	8/13/02	3162996	10/24/06
M	76306358	8/29/01	2582098	6/18/02
MAGNETAN	75778289	8/17/99	2679366	1/28/03
MYSTIC TAN	77453871	4/21/08	3608337	4/21/09
MYSTICLIFE	78879979	5/9/06	3302165	10/2/07
BEAUTY IN A BOTTLE	85032938	5/7/10	N/A	N/A

#### PATENT REGISTRATIONS

Patent Description	Application No.	Application Date	Registration No.	Registration Date
HAND HELD SKIN TREATMENT SPRAY SYSTEM WITH PROPORTIONAL AIR AND LIQUID CONTROL	12910754	10/22/10	N/A	N/A
SKIN TREATMENT SPARY NOZZLE SYSTEM FOR AUTOMATIC SPRAY GANTRY	12910282	10/22/10	N/A	N/A
HAND HELD SKIN TREATMENT SPRAY SYSTEM	12910354	10/22/10	N/A	N/A
GANTRY TOWER SPRAYING SYSTEM WITH CARTRIDGE/RECEPTACLE ASSEMBLY	11413450	4/28/06	7886684	2/15/11
AUTOMATIC BODY SPRAY SYSTEM EXCESS LIQUID REMOVAL	12837134	7/15/10	N/A	N/A



Patent Description	Application No.	Application Date	Registration No.	Registration Date
AUTOMATED SKIN SPRAY AND DRY SYSTEM	12763535	4/20/10	N/A	N/A
AUTOMATIC BODY SPRAY SYSTEM	12623687	11/23/09	N/A	N/A
SPRAY COATING AT LEAST ONE PORTION OF A SUBJECT	12624149	11/23/09	N/A	N/A
CONTAINER FOR SYSTEM FOR SPRAY COATING HUMAN SUBJECT	12624083	11/23/09	N/A	N/A
ELECTROSTATIC SPRAY NOZZLE WITH ADJUSTABLE FLUID TIP AND INTERCHANGEABLE COMPONENTS	11272274	11/10/05	7913938	3/29/11
MISTING APPARATUS FOR ELECTROSTATIC APPLICATION OF COATING MATERIALS TO BODY SURFACES	10873838	6/21/04	7462242	12/9/08
SINGLE-DOSE SPRAY SYSTEM FOR APPLICATION OF LIQUIDS ONTO THE HUMAN BODY	10841396	5/7/04	7387684	6/17/08
SINGLE-DOSE SPRAY SYSTEM FOR APPLICATION OF LIQUIDS ONTO THE HUMAN BODY	10841734	5/7/04	7297211	11/20/07
UNIFORM METERING SYSTEM FOR SPRAY APPLICATIONS	10310743	12/4/02	7004407	2/28/06
MISTING APPARATUS FOR ELECTROSTATIC APPLICATION OF COATING MATERIALS TO BODY SURFACES	10873838	6/21/04	7462242	12/9/08
MISTING APPARATUS FOR APPLICATION OF COATING MATERIALS TO SKIN SURFACE	09521283	3/7/00	6387081	5/14/02
BAG IN BOX CONTAINER SYSTEM	12412880	3/27/09	N/A	N/A
E/ AUTOMATIC BODY SPRAY SYSTEM	12546056	8/24/09	N/A	N/A

Sunless