

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
Paradox Origination Funding LLC		11/30/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Paradox Lending LLC
Street Address:	885 Second Street, 49th Floor
City:	New York
State/Country:	NEW YORK
Postal Code:	10017
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 156

Property Type	Number	Word Mark
Registration Number:	2363714	ABANDON
Registration Number:	2735334	ACCOMPLICE
Registration Number:	2849422	ACRYLISAFE
Registration Number:	2437514	AGAVE NECTAR
Registration Number:	2671309	AGAVE TWISTER
Registration Number:	2594600	ALMOND SPICE
Registration Number:	2646423	AMBROSIA
Registration Number:	2856755	ARCTIC FEVER
Serial Number:	78484400	AUTOBRONZER
Registration Number:	1762294	BALI
Registration Number:	2849772	BARING IT ALL
Registration Number:	3007747	BATH 360
Registration Number:	2846594	BED SHINE

CH \$3915.00 2363714

Serial Number:	78372630	BODY DETAILING IN UNDER 4 MINUTES
Registration Number:	2974570	BOTTLED BLONDE
Registration Number:	2614888	BRONZEXTEND
Registration Number:	2671385	BUTTER
Registration Number:	2139877	BUTTER
Registration Number:	2902381	C1FX
Registration Number:	3042435	C2FX
Registration Number:	2986073	CAL CARE
Serial Number:	76452016	CAL CARE CLEAN
Registration Number:	2856511	CAL CARE PROFESSIONAL CLEANING SYSTEM
Registration Number:	1697287	CALIFORNIA SPA
Registration Number:	1487357	CALIFORNIA TAN
Serial Number:	78530892	CALIFORNIA TAN SUNLESS
Registration Number:	1717376	
Registration Number:	2433839	CAPPUCCINO
Registration Number:	2468118	CARAMEL SPICE
Registration Number:	2899049	CHILLIN' WITH THE BOYS
Registration Number:	1851257	CLASSIC RAGE
Registration Number:	2620577	COCONUT COLADA
Registration Number:	2303167	COMMENCE
Serial Number:	78425513	CT SEVEN
Serial Number:	78626040	CT SEVEN SMILE
Registration Number:	2115632	CUO2
Serial Number:	78484363	CUSTOMBRONZER
Registration Number:	2770372	DARK KICKIN' ALE
Registration Number:	2770373	DARK 'N DAZED
Registration Number:	2541412	DARK SEXY TAN
Serial Number:	78518925	DEEP KARMA
Registration Number:	2219693	DEVELOP
Serial Number:	78694578	DISCOVER BEAUTY BEYOND THE SUN
Registration Number:	2433851	EMERALD BAY
Registration Number:	2617751	EMERALD BAY
Serial Number:	78396657	EMERALD BAY BRONZING BLIZZARD
Registration Number:	2547838	EMERALD BAY FIERY PAPAYA SPREAD
Registration Number:	2518013	EMERALD BAY PAPAYA SPREAD

Registration Number:	2458190	EMERALD BAY SIMMERING SUGAR CANE GLAZE
Registration Number:	2617561	EMERALD BAY TANNING TEQUILA
Registration Number:	2386312	ENTRANCE
Registration Number:	2849752	ENVY MY DRAMATIC DARKNESS
Registration Number:	3006602	ENVY MY FORBIDDEN FIRE
Registration Number:	3120296	EXPERIENCE A GOLDEN STATE
Registration Number:	2893865	EZ-DOSE-IT
Registration Number:	1845318	EXPOSURE
Registration Number:	2585700	FEROCIOUS
Registration Number:	2518036	FORBIDDEN
Registration Number:	2321828	FUSION
Registration Number:	2856753	GANJA
Serial Number:	78661077	GET BRONZE!
Serial Number:	78626035	GET DARK!
Registration Number:	2849266	GINGER SPICE
Registration Number:	2974567	GIVIN' LIP
Registration Number:	2203324	GREASE
Registration Number:	2727850	HEAT SHOCK
Registration Number:	2211768	HEAVY DUTY
Registration Number:	2269587	HEAVY DUTY TANNING OIL
Registration Number:	1825708	HELIODERM
Registration Number:	1839788	HELIO THERAPY
Serial Number:	76643405	HELIO THERAPY
Registration Number:	2974588	HEMPOLOGY
Registration Number:	2741057	HOT ACTION COMPLEX
Registration Number:	2945440	HOT CHOCOLATE
Serial Number:	78210389	HYPNOTIZE
Registration Number:	3077322	HYSTERIA
Registration Number:	2601402	ILLUMINATE
Registration Number:	1765485	INSURANCE
Registration Number:	2206192	IST
Registration Number:	1775679	JUST FACES
Registration Number:	2968291	KAMIKAZI KOOLER
Registration Number:	2891544	L.I.P.
Registration Number:	2601496	LIPO B

Registration Number:	3007971	LIQUIDOX
Registration Number:	2517922	LUXURIOUS TANNING TEMPTATIONS
Registration Number:	2738059	MARGARITA MADNESS
Registration Number:	2457755	MATAHARI
Registration Number:	3113145	MAYHEM
Registration Number:	2676736	MELABRONZE
Registration Number:	2418073	MELEATYROSINE
Serial Number:	78583560	MINX
Serial Number:	78705636	MOBILEBRONZER
Registration Number:	2727849	MOJO DARKENING SAUCE
Registration Number:	1798531	PEEPERS
Registration Number:	3015422	PRO-SPECS
Serial Number:	76277056	PRO-VITASUN
Serial Number:	76255629	PURE CHOCOLATE
Serial Number:	78583692	PURE SUTRA
Registration Number:	2902261	PURIFEYES
Registration Number:	3007748	RADICAL RAIN
Registration Number:	1854390	RAGE
Serial Number:	78598157	READY TO WEAR
Registration Number:	2680008	RICH LIFTING COMPLEX
Registration Number:	2458176	ROYAL JAMAICAN HEMP
Registration Number:	3002586	RUM ON THE ROCKS
Registration Number:	2375551	SOLMATE
Registration Number:	2849267	SPIKED BUTTER
Serial Number:	78210386	SPONTANEOUS COMBUSTION
Registration Number:	2211877	SUB ZERO
Registration Number:	3115270	SUDDENLY SOBER
Registration Number:	2582874	SUDDENLY SUN
Registration Number:	2896302	SULTRY SEXY TAN
Registration Number:	2019962	SUMMER ILLUSION
Registration Number:	2628571	SUN HEMP
Registration Number:	2743569	SUNBURST SORBET
Registration Number:	2588920	SUNSETS
Registration Number:	2067540	TAN & TONE LEGS
Serial Number:	78503180	TAN 'N TONIC

Serial Number:	78603242	TAN TOWERS
Serial Number:	78611345	TANNING TOWERS
Registration Number:	1846093	THE POSITIVE EFFECTS OF THE SUN
Registration Number:	2614890	THERMABRONZE
Registration Number:	2614891	THERMOSLIM
Registration Number:	2852068	TOASTED TWISTER
Registration Number:	2776285	TOTAL IMMERSION
Registration Number:	2787607	TOTAL SUBMERSION
Registration Number:	2409044	
Registration Number:	2949697	TOWEL FRESH
Registration Number:	1827151	TROPICAL EXPOSURE
Registration Number:	1856162	TROPICAL FEVER
Registration Number:	1856163	TROPICAL FUSION
Registration Number:	1870949	TROPICAL RAGE
Registration Number:	2076134	UNISON
Registration Number:	2100488	
Registration Number:	2102394	
Serial Number:	78163448	TOWELGENIC
Registration Number:	2739591	TRF2000
Registration Number:	2083218	
Registration Number:	2083219	
Registration Number:	2130864	VENGEANCE
Registration Number:	2081529	VENGEANCE
Registration Number:	2012779	VHO
Registration Number:	2105680	VITATAN
Registration Number:	2518019	WICKED ELIXIR
Serial Number:	78226609	X ENDURANCE
Registration Number:	2890188	X POWER
Registration Number:	3006356	X SPEED
Registration Number:	2915116	X-TREME TANNING CATALYST
Registration Number:	2714781	ZOE
Registration Number:	2207345	ZOEFACE
Serial Number:	78825735	CHOCO-LATTA-LOVE
Serial Number:	78825724	DARK 'TIL DAWN
Serial Number:	78825715	GUILTY PLEASURE

Serial Number:	78583701	DEEP SUTRA
Serial Number:	78871568	MOJO DARK BRONZING SAUCE
Serial Number:	78875876	SHIVER

CORRESPONDENCE DATA

Fax Number: (704)444-8847
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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ATTORNEY DOCKET NUMBER:	5006325-107
NAME OF SUBMITTER:	Manley Roberts
Signature:	/Manley Roberts/
Date:	11/30/2006

Total Attachments: 23

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EXHIBIT A
United States Trademarks

Owner: California Tan, Inc.

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
1.	ABANDON	US	75/504649	R	2363714	6/18/1998
2.	ACCOMPLICE	US	76/251882	R	2735334	5/4/2001
3.	ACRYLISAFE	US	78/163461	R	2849422	9/12/2002
4.	AGAVE NECTAR	US	75/629486	R	2437514	1/28/1999
5.	AGAVE TWISTER	US	76/255510	R	2671309	5/11/2001
6.	ALMOND SPICE	US	75/535234	R	2594600	8/12/1998
7.	AMBROSIA	US	75/912646	R	2646423	2/8/2000
8.	ARCTIC FEVER	US	78/124540	R	2856755	4/26/2002
9.	AUTOBRONZER	US	78/484400	P	N/A	9/15/2004
10.	BALI	US	74/131260	R	1762294	1/17/1991
11.	BARING IT ALL	US	78/229329	R	2849772	3/24/2003
12.	BATH 360	US	78/163425	R	3007747	9/5/2002
13.	BED SHINE	US	78/163403	R	2846594	9/12/2002
14.	BODY DETAILING IN UNDER 4 MINUTES	US	78/372630	P	N/A	2/24/2004
15.	BOTTLED BLONDE	US	78/378554	R	2974570	3/4/2004
16.	BRONZEXTEND	US	76/277520	R	2614888	6/27/2001
17.	BUTTER	US	76/277523	R	2671385	6/27/2001
18.	BUTTER	US	75/247473	R	2139877	2/25/1997
19.	C1FX	US	78/227764	R	2902381	3/19/2003
20.	C2FX	US	78/227762	R	3042435	3/19/2003
21.	CAL CARE	US	78/141787	R	2986073	7/8/2002
22.	CAL CARE CLEAN CAL CARE	US	76/452016	P	N/A	9/24/2002
23.	PROFESSIONAL CLEANING SYSTEM	US	76/452015	R	2856511	9/24/2002
24.	CALIFORNIA SPA	US	74/057765	R	1697287	5/10/1990
25.	CALIFORNIA TAN	US	73/687315	R	1487357	10/1/1987

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
26.	CALIFORNIA TAN SUNLESS	US	78/530892	P	N/A	12/10/2004
27.	CALIFORNIA TAN WAVE DESIGN	US	74/171420	R	1717376	5/30/1991
28.	CAPPUCCINO	US	75/444221	R	2433839	3/4/1998
29.	CARAMEL SPICE	US	75/433464	R	2468118	2/12/1998
30.	CHILLIN' WITH THE BOYS	US	76/545748	R	2899049	9/22/2003
31.	CLASSIC RAGE	US	74/404570	R	1851257	6/18/1993
32.	COCONUT COLADA	US	76/255996	R	2620577	5/11/2001
33.	COMMENCE	US	75/247472	R	2303167	2/25/1997
34.	CT SEVEN	US	78/425513	P	N/A	5/26/2004
35.	CT SEVEN SMILE	US	78/626040	P	N/A	5/9/2005
36.	CU02	US	75/145646	R	2115632	8/6/1996
37.	CUSTOMBRONZER	US	78/484363	P	N/A	9/15/2004
38.	DARK KICKIN' ALE	US	78/122994	R	2770372	4/19/2002
39.	DARK 'N DAZED	US	78/122995	R	2770373	4/19/2002
40.	DARK SEXY TAN	US	75/912643	R	2541412	2/8/2000
41.	DEEP KARMA	US	78/518925	P	N/A	11/17/2004
42.	DEVELOP	US	75/310637	R	2219693	6/17/1997
43.	DISCOVER BEAUTY BEYOND THE SUN	US	78/694578	P	N/A	8/17/2005
44.	EMERALD BAY	US	75/461950	R	2433851	4/3/1998
45.	EMERALD BAY AND DESIGN	US	76/287618	R	2617751	7/19/2001
46.	EMERALD BAY BRONZING BLIZZARD	US	78/396657	P	N/A	4/5/2004
47.	EMERALD BAY FIERY PAPAYA SPREAD	US	75/683321	R	2547838	4/15/1999
48.	EMERALD BAY PAPAYA SPREAD	US	75/649008	R	2518013	2/26/1999
49.	EMERALD BAY SIMMERING SUGAR CANE GLAZE	US	75/697314	R	2458190	5/4/1999
50.	EMERALD BAY TANNING TEQUILA	US	76/258812	R	2617561	5/16/2001
51.	ENTRANCE	US	75/549696	R	2386312	9/8/1998
52.	ENVY MY DRAMATIC DARKNESS	US	78/224372	R	2849752	3/11/2003
53.	ENVY MY FORBIDDEN FIRE	US	78/372651	R	3006602	2/24/2004

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
54.	EXPERIENCE A GOLDEN STATE	US	78684739	R	3120296	8/3/2005
55.	EXPOSURE	US	74/436122	R	1845318	9/14/1993
56.	EZ-DOSE-IT	US	78/163415	R	2893865	9/12/2002
57.	FEROCIOUS	US	75/569257	R	2585700	10/13/1998
58.	FORBIDDEN	US	75/663706	R	2518036	3/19/1999
59.	FUSION	US	75/674793	R	2321828	4/6/1999
60.	GANJA	US	78/124278	R	2856753	4/25/2002
61.	GET BRONZE!	US	78/661077	P	N/A	6/29/2005
62.	GET DARK!	US	78/626035	P	N/A	5/9/2005
63.	GINGER SPICE	US	78/124541	R	2849266	4/26/2002
64.	GIVIN' LIP	US	78/378120	R	2974567	3/3/2004
65.	GREASE	US	75/314191	R	2203324	6/24/1997
66.	HEAT SHOCK	US	76/251898	R	2727850	5/4/2001
67.	HEAVY DUTY	US	75/273141	R	2211768	4/7/1997
68.	HEAVY DUTY TANNING OIL	US	75/315408	R	2269587	6/26/1997
69.	HELIODERM	US	74/274517	R	1825708	5/11/1992
70.	HELIO THERAPY	US	74/274518	R	1839788	5/11/1992
71.	HELIO THERAPY	US	76/643405	P	N/A	6/25/2005
72.	HEMPOLOGY	US	78/381573	R	2974588	3/10/2004
73.	HOT ACTION COMPLEX	US	76/277054	R	2741057	6/27/2001
74.	HOT CHOCOLATE	US	76/231007	R	2945440	3/27/2001
75.	HYPNOTIZE	US	78/210389	P	N/A	2/3/2003
76.	HYSTERIA	US	78/210385	R	3077322	2/3/2003
77.	ILLUMINATE	US	75/486109	R	2601402	5/15/1998
78.	INSURANCE	US	74/304138	R	1765485	8/11/1992
79.	IST	US	75/265731	R	2206192	3/28/1997
80.	JUST FACES	US	74/193864	R	1775679	8/12/1991
81.	KAMIKAZI KOOLER	US	78/218893	R	2968291	2/25/2003

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
82.	L.I.P.	US	76/255995	R	2891544	5/11/2001
83.	LIPO B	US	75/599631	R	2601496	12/4/1998
84.	LIQUIDOX	US	78/397089	R	3007971	4/6/2004
85.	LUXURIOUS TANNING TEMPTATIONS	US	75/597191	R	2517922	11/30/1998
86.	MARGARITA MADNESS	US	76/251885	R	2738059	5/4/2001
87.	MATAHARI	US	75/504650	R	2457755	6/18/1998
88.	MAYHEM	US	78/598143	R	3,113,145	3/30/2005
89.	MELABRONZE	US	76/277078	R	2676736	6/27/2001
90.	MELEATYROSINE	US	75/549693	R	2418073	9/8/1998
91.	MINX	US	78/583560	P	N/A	3/9/2005
92.	MOBILEBRONZER	US	78/705636	P	N/A	9/1/2005
93.	MOJO DARKENING SAUCE	US	76/251897	R	2727849	5/4/2001
94.	PEEPERS	US	74/193865	R	1798531	8/12/1991
95.	PRO-SPECS	US	78/476647	R	3015422	8/31/2004
96.	PRO-VITASUN	US	76/277056	P	N/A	6/27/2001
97.	PURE CHOCOLATE	US	76/255629	P	N/A	5/11/2001
98.	PURE SUTRA	US	78/583692	P	N/A	3/9/2005
99.	PURIFEYES	US	78/163558	R	2902261	9/12/2002
100.	RADICAL RAIN	US	78/163441	R	3007748	9/12/2002
101.	RAGE	US	74/389974	R	1854390	5/13/1993
102.	READY TO WEAR	US	78/598157	P	N/A	3/30/2005
103.	RICH LIFTING COMPLEX	US	76/277055	R	2680008	6/27/2001
104.	ROYAL JAMAICAN HEMP	US	75/690625	R	2458176	4/26/1999
105.	RUM ON THE ROCKS	US	78/232196	R	3002586	3/31/2003
106.	SOLMATE	US	74/652842	R	2375551	3/29/1995
107.	SPIKED BUTTER	US	78/124542	R	2849267	4/26/2002
108.	SPONTANEOUS COMBUSTION	US	78/210386	P	N/A	2/3/2003
109.	SUB ZERO	US	75/322477	R	2211877	7/10/1997

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
110.	SUDDENLY SOBER	US	78/535805	R	3115270	12/20/2004
111.	SUDDENLY SUN	US	75/766287	R	2582874	8/2/1999
112.	SULTRY SEXY TAN	US	78/124544	R	2896302	4/26/2002
113.	SUMMER ILLUSION	US	74/699521	R	2019962	7/7/1995
114.	SUN HEMP	US	75/597188	R	2628571	11/30/1998
115.	SUNBURST SORBET	US	76/251883	R	2743569	5/4/2001
116.	SUNSETS	US	75/684000	R	2588920	4/16/1999
117.	TAN & TONE LEGS	US	74/589893	R	2067540	10/24/1994
118.	TAN 'N TONIC	US	78/503180	R	N/A	10/20/2004
119.	TAN TOWERS	US	78/603242	P	N/A	4/6/2005
120.	TANNING TOWERS THE POSITIVE EFFECTS OF THE	US	78/611345	P	N/A	4/18/2005
121.	SUN	US	74/313062	R	1846093	9/11/1992
122.	THERMABRONZE	US	76/277522	R	2614890	6/27/2001
123.	THERMOSLIM	US	76/277524	R	2614891	6/27/2001
124.	TOASTED TWISTER	US	78/218834	R	2852068	2/25/2003
125.	TOTAL IMMERSION	US	76/251884	R	2776285	5/4/2001
126.	TOTAL SUBMERSION	US	78/124543	R	2787607	4/26/2002
127.	TOUCH OF BALI LOGO	US	75/388812	R	2409044	11/12/1997
128.	TOWEL FRESH	US	78/163473	R	2949697	9/12/2002
129.	TOWELGENIC	US	78/163448	P	N/A	9/5/2002
130.	TRF2000	US	76/277072	R	2739591	6/27/2001
131.	TROPICAL EXPOSURE	US	74/405234	R	1827151	6/22/1993
132.	TROPICAL FEVER	US	74/403737	R	1856162	6/17/1993
133.	TROPICAL FUSION	US	74/403738	R	1856163	6/17/1993
134.	TROPICAL RAGE	US	74/304133	R	1870949	8/11/1992
135.	UNISON	US	74/652841	R	2076134	3/29/1995
136.	UNISON BOTTLE DESIGN UNISON BOTTLE DESIGN (COLOR	US	75/046455	R	2100488	6/30/1997
137.	INDICATED)	US	75/050964	R	2102394	1/22/1996

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
138.	UNISON DESIGN	US	75/049060	R	2083218	1/26/1996
139.	UNISON DESIGN IN COLOR	US	75/049109	R	2083219	1/26/1996
140.	VENGEANCE	US	74/589900	R	2130864	10/24/1994
141.	VENGEANCE	US	75/149431	R	2081529	8/13/1996
142.	VHO	US	74/652843	R	2012779	3/29/1995
143.	VITATAN	US	74/586914	R	2105680	10/18/1994
144.	WICKED ELIXIR	US	75/652144	R	2518019	3/20/1999
145.	X ENDURANCE	US	78/226609	S	N/A	3/17/2003
146.	X POWER	US	78/167973	R	2890188	9/25/2002
147.	X SPEED	US	78/167978	R	3006356	9/25/2002
148.	XTREME TANNING CATALYST	US	78/168408	R	2915116	9/25/2002
149.	ZOE	US	75/402187	R	2714781	12/8/1997
150.	ZOEFACE	US	75/429859	R	2207345	2/6/1998

Owner: Dark Horse Industries, Inc.

	Trademark	Country	Serial Number
151.	CHOCO-LATTA- LOVE	US	78/825735
152.	DARK 'TIL DAWN	US	78/825724
153.	GUILTY PLEASURE	US	78/825715
154.	DEEP SUTRA	US	78/583701
155.	MOJO DARK BRONZING SAUCE	US	78/871568
156.	SHIVER	US	78/875876

NOTICE OF ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

This **NOTICE OF ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY** dated as of November 30, 2006 (this "Notice"), is made by **PARADOX ORIGINATION FUNDING LLC**, a Delaware limited liability company (the "Assignor"), as resigning agent for the benefit of itself and the Lenders (as defined in the Intellectual Property Security Agreement referred to below) and **PARADOX LENDING LLC**, a Delaware limited liability company (the "Assignee"), as successor agent ("Agent") for the benefit of itself and the Lenders (as defined in the Intellectual Property Security Agreement referred to below).

WHEREAS, **CALIFORNIA TAN, INC.**, a Delaware corporation ("California Tan"), **CALIFORNIA TAN HOLDING CORP.**, a Delaware corporation (" Holding"), and **DARK HORSE INDUSTRIES, INC.**, a California corporation (together with California Tan and Holding, each individually a "Grantor", and collectively the "Grantors") are party to a Loan and Security Agreement dated as of August 31, 2006 among Grantors, the Lenders parties thereto and Assignor (as the same may be amended, modified, supplemented or restated from time to time, the "Loan and Security Agreement") and an Intellectual Property Security Agreement of even date therewith among Grantors and the Assignor (as the same may be amended, modified, supplemented or restated from time to time, the "Intellectual Property Security Agreement");

WHEREAS, as of the date hereof and pursuant to the terms of the Loan and Security Agreement, the Assignor has resigned as agent under the Loan and Security Agreement and the Intellectual Property Security Agreement (the "Resignation") and the Assignee has succeeded as agent under the Loan and Security Agreement and the Intellectual Property Security Agreement (the "Succession");

WHEREAS, pursuant to the Resignation and the Succession, the Assignor has assigned to the Assignee all of the Liens and security interests in favor of the Assignor, as Agent, pursuant to the Paradox Term Documents (as defined in the Loan and Security Agreement), and the parties hereto have executed and delivered this Notice for the purpose of recording and confirming the assignment by the Assignor to the Assignee of the grant of the security interest made to the Assignor and the Lenders in the Collateral (as defined in the Intellectual Property Security Agreement) by the Grantors under the Intellectual Property Security Agreement with the United States Copyright Office;

NOW, THEREFORE, in consideration of the mutual conditions and agreements set forth herein, and for good and valuable consideration, the receipt of which is hereby acknowledged, the Assignor and the Assignee, each on its own behalf and on behalf of the Lenders (and each of their respective successors or assigns), hereby agree as follows:

The Assignor hereby assigns to the Assignee its security interest in all of the trademarks,

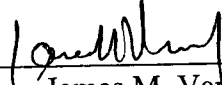
trademark applications and trademark licenses described on Exhibit A attached hereto, all of the patents, patent applications and patent licenses described on Exhibit B attached hereto; and, all of the copyrights, copyright applications and copyright licenses described on Exhibit C attached hereto (collectively, the "Intellectual Property"); and

The Assignee hereby accepts the assignment of the Assignor's security interest in the Intellectual Property from the Assignor.

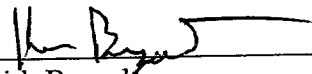
[Signature page follows.]

Agreed to and accepted this 30th day of November, 2006.

PARADOX ORIGATION FUNDING LLC

By: 
Name: James M. Vance
Title: Vice President

PARADOX LENDING LLC

By: 
Name: Keith Bergek
Title: President

**EXHIBIT A
United States Trademarks**

Owner: California Tan, Inc.

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
1.	ABANDON	US	75/504649	R	2363714	6/18/1998
2.	ACCOMPLICE	US	76/251882	R	2735334	5/4/2001
3.	ACRYLISAFE	US	78/163461	R	2849422	9/12/2002
4.	AGAVE NECTAR	US	75/629486	R	2437514	1/28/1999
5.	AGAVE TWISTER	US	76/255510	R	2671309	5/11/2001
6.	ALMOND SPICE	US	75/535234	R	2594600	8/12/1998
7.	AMBROSIA	US	75/912646	R	2646423	2/8/2000
8.	ARCTIC FEVER	US	78/124540	R	2856755	4/26/2002
9.	AUTOBRONZER	US	78/484400	P	N/A	9/15/2004
10.	BALI	US	74/131260	R	1762294	1/17/1991
11.	BARING IT ALL	US	78/229329	R	2849772	3/24/2003
12.	BATH 360	US	78/163425	R	3007747	9/5/2002
13.	BED SHINE	US	78/163403	R	2846594	9/12/2002
14.	BODY DETAILING IN UNDER 4 MINUTES	US	78/372630	P	N/A	2/24/2004
15.	BOTTLED BLONDE	US	78/378554	R	2974570	3/4/2004
16.	BRONZEXTEND	US	76/277520	R	2614888	6/27/2001
17.	BUTTER	US	76/277523	R	2671385	6/27/2001
18.	BUTTER	US	75/247473	R	2139877	2/25/1997
19.	C1FX	US	78/227764	R	2902381	3/19/2003
20.	C2FX	US	78/227762	R	3042435	3/19/2003
21.	CAL CARE	US	78/141787	R	2986073	7/8/2002
22.	CAL CARE CLEAN CAL CARE	US	76/452016	P	N/A	9/24/2002
23.	PROFESSIONAL CLEANING SYSTEM	US	76/452015	R	2856511	9/24/2002
24.	CALIFORNIA SPA	US	74/057765	R	1697287	5/10/1990
25.	CALIFORNIA TAN	US	73/687315	R	1487357	10/1/1987

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
26.	CALIFORNIA TAN SUNLESS	US	78/530892	P	N/A	12/10/2004
27.	CALIFORNIA TAN WAVE DESIGN	US	74/171420	R	1717376	5/30/1991
28.	CAPPUCCINO	US	75/444221	R	2433839	3/4/1998
29.	CARAMEL SPICE	US	75/433464	R	2468118	2/12/1998
30.	CHILLIN' WITH THE BOYS	US	76/545748	R	2899049	9/22/2003
31.	CLASSIC RAGE	US	74/404570	R	1851257	6/18/1993
32.	COCONUT COLADA	US	76/255996	R	2620577	5/11/2001
33.	COMMENCE	US	75/247472	R	2303167	2/25/1997
34.	CT SEVEN	US	78/425513	P	N/A	5/26/2004
35.	CT SEVEN SMILE	US	78/626040	P	N/A	5/9/2005
36.	CU02	US	75/145646	R	2115632	8/6/1996
37.	CUSTOMBRONZER	US	78/484363	P	N/A	9/15/2004
38.	DARK KICKIN' ALE	US	78/122994	R	2770372	4/19/2002
39.	DARK 'N DAZED	US	78/122995	R	2770373	4/19/2002
40.	DARK SEXY TAN	US	75/912643	R	2541412	2/8/2000
41.	DEEP KARMA	US	78/518925	P	N/A	11/17/2004
42.	DEVELOP	US	75/310637	R	2219693	6/17/1997
43.	DISCOVER BEAUTY BEYOND THE SUN	US	78/694578	P	N/A	8/17/2005
44.	EMERALD BAY	US	75/461950	R	2433851	4/3/1998
45.	EMERALD BAY AND DESIGN	US	76/287618	R	2617751	7/19/2001
46.	EMERALD BAY BRONZING BLIZZARD	US	78/396657	P	N/A	4/5/2004
47.	EMERALD BAY FIERY PAPAYA SPREAD	US	75/683321	R	2547838	4/15/1999
48.	EMERALD BAY PAPAYA SPREAD	US	75/649008	R	2518013	2/26/1999
49.	EMERALD BAY SIMMERING SUGAR CANE GLAZE	US	75/697314	R	2458190	5/4/1999
50.	EMERALD BAY TANNING TEQUILA	US	76/258812	R	2617561	5/16/2001
51.	ENTRANCE	US	75/549696	R	2386312	9/8/1998
52.	ENVY MY DRAMATIC DARKNESS	US	78/224372	R	2849752	3/11/2003
53.	ENVY MY FORBIDDEN FIRE	US	78/372651	R	3006602	2/24/2004

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
54.	EXPERIENCE A GOLDEN STATE	US	78684739	R	3120296	8/3/2005
55.	EXPOSURE	US	74/436122	R	1845318	9/14/1993
56.	EZ-DOSE-IT	US	78/163415	R	2893865	9/12/2002
57.	FEROCIOUS	US	75/569257	R	2585700	10/13/1998
58.	FORBIDDEN	US	75/663706	R	2518036	3/19/1999
59.	FUSION	US	75/674793	R	2321828	4/6/1999
60.	GANJA	US	78/124278	R	2856753	4/25/2002
61.	GET BRONZE!	US	78/661077	P	N/A	6/29/2005
62.	GET DARK!	US	78/626035	P	N/A	5/9/2005
63.	GINGER SPICE	US	78/124541	R	2849266	4/26/2002
64.	GIVIN' LIP	US	78/378120	R	2974567	3/3/2004
65.	GREASE	US	75/314191	R	2203324	6/24/1997
66.	HEAT SHOCK	US	76/251898	R	2727850	5/4/2001
67.	HEAVY DUTY	US	75/273141	R	2211768	4/7/1997
68.	HEAVY DUTY TANNING OIL	US	75/315408	R	2269587	6/26/1997
69.	HELIODERM	US	74/274517	R	1825708	5/11/1992
70.	HELIO THERAPY	US	74/274518	R	1839788	5/11/1992
71.	HELIO THERAPY	US	76/643405	P	N/A	6/25/2005
72.	HEMPOLOGY	US	78/381573	R	2974588	3/10/2004
73.	HOT ACTION COMPLEX	US	76/277054	R	2741057	6/27/2001
74.	HOT CHOCOLATE	US	76/231007	R	2945440	3/27/2001
75.	HYPNOTIZE	US	78/210389	P	N/A	2/3/2003
76.	HYSTERIA	US	78/210385	R	3077322	2/3/2003
77.	ILLUMINATE	US	75/486109	R	2601402	5/15/1998
78.	INSURANCE	US	74/304138	R	1765485	8/11/1992
79.	IST	US	75/265731	R	2206192	3/28/1997
80.	JUST FACES	US	74/193864	R	1775679	8/12/1991
81.	KAMI KAZI KOOLER	US	78/218893	R	2968291	2/25/2003

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	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
82.	L.I.P.	US	76/255995	R	2891544	5/11/2001
83.	LIPO B	US	75/599631	R	2601496	12/4/1998
84.	LIQUIDOX	US	78/397089	R	3007971	4/6/2004
85.	LUXURIOUS TANNING TEMPTATIONS	US	75/597191	R	2517922	11/30/1998
86.	MARGARITA MADNESS	US	76/251885	R	2738059	5/4/2001
87.	MATAHARI	US	75/504650	R	2457755	6/18/1998
88.	MAYHEM	US	78/598143	R	3,113,145	3/30/2005
89.	MELABRONZE	US	76/277078	R	2676736	6/27/2001
90.	MELEATYROSINE	US	75/549693	R	2418073	9/8/1998
91.	MINX	US	78/583560	P	N/A	3/9/2005
92.	MOBILEBRONZER	US	78/705636	P	N/A	9/1/2005
93.	MOJO DARKENING SAUCE	US	76/251897	R	2727849	5/4/2001
94.	PEEPERS	US	74/193865	R	1798531	8/12/1991
95.	PRO-SPECS	US	78/476647	R	3015422	8/31/2004
96.	PRO-VITASUN	US	76/277056	P	N/A	6/27/2001
97.	PURE CHOCOLATE	US	76/255629	P	N/A	5/11/2001
98.	PURE SUTRA	US	78/583692	P	N/A	3/9/2005
99.	PURIFEYES	US	78/163558	R	2902261	9/12/2002
100.	RADICAL RAIN	US	78/163441	R	3007748	9/12/2002
101.	RAGE	US	74/389974	R	1854390	5/13/1993
102.	READY TO WEAR	US	78/598157	P	N/A	3/30/2005
103.	RICH LIFTING COMPLEX	US	76/277055	R	2680008	6/27/2001
104.	ROYAL JAMAICAN HEMP	US	75/690625	R	2458176	4/26/1999
105.	RUM ON THE ROCKS	US	78/232196	R	3002586	3/31/2003
106.	SOLMATE	US	74/652842	R	2375551	3/29/1995
107.	SPIKED BUTTER	US	78/124542	R	2849267	4/26/2002
108.	SPONTANEOUS COMBUSTION	US	78/210386	P	N/A	2/3/2003
109.	SUB ZERO	US	75/322477	R	2211877	7/10/1997

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
110.	SUDDENLY SOBER	US	78/535805	R	3115270	12/20/2004
111.	SUDDENLY SUN	US	75/766287	R	2582874	8/2/1999
112.	SULTRY SEXY TAN	US	78/124544	R	2896302	4/26/2002
113.	SUMMER ILLUSION	US	74/699521	R	2019962	7/7/1995
114.	SUN HEMP	US	75/597188	R	2628571	11/30/1998
115.	SUNBURST SORBET	US	76/251883	R	2743569	5/4/2001
116.	SUNSETS	US	75/684000	R	2588920	4/16/1999
117.	TAN & TONE LEGS	US	74/589893	R	2067540	10/24/1994
118.	TAN 'N TONIC	US	78/503180	R	N/A	10/20/2004
119.	TAN TOWERS	US	78/603242	P	N/A	4/6/2005
120.	TANNING TOWERS	US	78/611345	P	N/A	4/18/2005
121.	THE POSITIVE EFFECTS OF THE SUN	US	74/313062	R	1846093	9/11/1992
122.	THERMABRONZE	US	76/277522	R	2614890	6/27/2001
123.	THERMOSLIM	US	76/277524	R	2614891	6/27/2001
124.	TOASTED TWISTER	US	78/218834	R	2852068	2/25/2003
125.	TOTAL IMMERSION	US	76/251884	R	2776285	5/4/2001
126.	TOTAL SUBMERSION	US	78/124543	R	2787607	4/26/2002
127.	TOUCH OF BALI LOGO	US	75/388812	R	2409044	11/12/1997
128.	TOWEL FRESH	US	78/163473	R	2949697	9/12/2002
129.	TOWELGENIC	US	78/163448	P	N/A	9/5/2002
130.	TRF2000	US	76/277072	R	2739591	6/27/2001
131.	TROPICAL EXPOSURE	US	74/405234	R	1827151	6/22/1993
132.	TROPICAL FEVER	US	74/403737	R	1856162	6/17/1993
133.	TROPICAL FUSION	US	74/403738	R	1856163	6/17/1993
134.	TROPICAL RAGE	US	74/304133	R	1870949	8/11/1992
135.	UNISON	US	74/652841	R	2076134	3/29/1995
136.	UNISON BOTTLE DESIGN	US	75/046455	R	2100488	6/30/1997
137.	UNISON BOTTLE DESIGN (COLOR INDICATED)	US	75/050964	R	2102394	1/22/1996

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

C819489

TRADEMARK
REEL: 003436 FRAME: 0272

	Trademark	Country	Serial Number	Status	Registration Number	Date Filed
138.	UNISON DESIGN	US	75/049060	R	2083218	1/26/1996
139.	UNISON DESIGN IN COLOR	US	75/049109	R	2083219	1/26/1996
140.	VENGEANCE	US	74/589900	R	2130864	10/24/1994
141.	VENGEANCE	US	75/149431	R	2081529	8/13/1996
142.	VHO	US	74/652843	R	2012779	3/29/1995
143.	VITATAN	US	74/586914	R	2105680	10/18/1994
144.	WICKED ELIXIR	US	75/652144	R	2518019	3/20/1999
145.	X ENDURANCE	US	78/226609	S	N/A	3/17/2003
146.	X POWER	US	78/167973	R	2890188	9/25/2002
147.	X SPEED	US	78/167978	R	3006356	9/25/2002
148.	XTREME TANNING CATALYST	US	78/168408	R	2915116	9/25/2002
149.	ZOE	US	75/402187	R	2714781	12/8/1997
150.	ZOEFACE	US	75/429859	R	2207345	2/6/1998

Owner: Dark Horse Industries, Inc.

	Trademark	Country	Serial Number
151.	CHOCO-LATTA- LOVE	US	78/825735
152.	DARK 'TIL DAWN	US	78/825724
153.	GUILTY PLEASURE	US	78/825715
154.	DEEP SUTRA	US	78/583701
155.	MOJO DARK BRONZING SAUCE	US	78/871568
156.	SHIVER	US	78/875876

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

EXHIBIT B
United States Patents

None.

**Exhibit C
United States Copyrights**

Owner: California Tan, Inc.

	Title of Work	Registration No.	Effective Date of Registration
1.	Accomplice Label	TX 5-663-715	9/9/2002
2.	Almond Spice Artwork	VA 1-314-303	5/3/2005
3.	Almond Spice Text	TX 6-179-634	5/3/2005
4.	Almond Spice Artwork Label	VA 1-164-326	9/30/2002
5.	Almond Spice Label	TX 5-876-275	11/5/2003
6.	Ambrosia Artwork	VA 1-314-304	5/3/2005
7.	Ambrosia Text	TX 6-179-657	5/3/2005
8.	Ambrosia Artwork	VA 1-175-794	9/9/2002
9.	Ambrosia Label	TX 5-776-305	6/13/2003
10.	Ambrosia Dark Bronzer Artwork	VA 1-314-305	5/3/2005
11.	Ambrosia Dark Bronzer Text	TX 6-179-649	5/3/2005
12.	Ambrosia Dark Bronzer Label	VA 1-254-648	11/5/2003
13.	Ambrosia Dark Bronzer Label	TX 5-876-265	11/5/2003
14.	Ambrosia Dark Deluxe Artwork	VA 1-314-306	5/3/2005
15.	Step Two Ambrosia Label	TX 5-663-713	9/9/2002
16.	Ambrosia Dark Deluxe Text	TX 6-179-648	5/3/2005
17.	Ambrosia Dark Frost Artwork	VA 1-314-307	5/3/2005
18.	Ambrosia Dark Frost	TX 6-099-755	1/21/2005
19.	Ambrosia Lip Savour Artwork	VA 1-314-308	5/3/2005
20.	Ambrosia Lip Savour	TX 6-094-442	1/21/2005
21.	Arctic Fever Label	TX 5-776-082	6/13/2003
22.	Baring it All Label	TX 5-876-260	11/5/2003
23.	Baring it All Label	VA 1-254-660	11/5/2003
24.	Baring it All Label	VA 1-294-818	1/21/05
25.	Beach Bum Rum Artwork	VA 1-314-309	5/3/2005
26.	Beach Bum Rum Text	TX 6-179-647	5/3/2005
27.	Beach Bum Rum Artwork Label	VA 1-175-799	9/30/2002
28.	Beach Bum Rum Label	TX 5-876-274	11/5/2003
29.	Beach Bum Rum Label	TX 5-617-648	9/30/02
30.	Beach Rum Cooler	TX 6-094-448	1/21/2005
31.	Beach Rum Cooler	VA 1-295-517	1/21/2005
32.	Bronze Bling Accelerator Artwork	VA 1-338-717	12/21/2005
33.	Bronze Bling Accelerator Text	TX 6-272-567	11/21/2005
34.	Butter Artwork	VA 1-314-310	5/3/2005
35.	Butter Text	TX 6-179-650	5/3/2005
36.	C1FX Bronzer Text	TX 6-179-655	5/3/2005
37.	C1FX Label	TX 5-876-273	11/5/2003
38.	C2FX Bronzer Text	TX 6-179-654	5/3/2005
39.	C2FX Label	TX 5-876-290	11/5/2003
40.	Caramel Spice Artwork	VA 1-314-311	5/3/2005

NOTICE OF ASSIGNMENT OF SECURITY INTEREST

	Title of Work	Registration No.	Effective Date of Registration
41.	Caramel Spice Text	TX 6-179-653	5/3/2005
42.	Caramel Spice Label	TX 5-876-288	11/5/2003
43.	Caramel Spice Artwork	VA 1-164-327	9/30/2002
44.	Chaser Text	TX 6-272-574	11/21/2005
45.	Chaser Artwork	VA 1-338-723	11/21/2005
46.	Classic Rage	Txu 555 853	11/19/1992
47.	Climax Text	TX 6-179-635	5/3/2005
48.	Climax Label	VA 1-254-650	11/5/2003
49.	Climax Label	TX 5-776-083	6/13/2003
50.	Climax Label	TX 5-876-289	11/5/03
51.	CT Seven Accelerator	TX 6-094-447	1/21/2005
52.	CT Seven Bronzer Accelerator Text	TX 6-272-568	11/21/2005
53.	CT Seven Bronzer Maximizer Text	TX 6-272-569	11/21/2006
54.	CT Seven Face Text	TX: 6-272-570	11/21/2005
55.	CT Seven Maximizer	TX 6-099-757	1/21/2005
56.	Dark Ganja Label	TX 5-776-303	6/13/2003
57.	Dark Kickin' Ale Label	TX 5-776-304	6/13/2003
58.	Dark 'n Dazed Label	TX 5-776-297	6/13/2003
59.	Dark Sexy Legs Label	TX 5-776-300	6/13/2003
60.	Dark Sexy Legs Text	TX 6-272-565	11/21/2005
61.	Dark Sexy Shimmer Text	TX 6-272-455	11/21/2005
62.	Dark Sexy Tan Text	TX 6-272-456	11/21/2005
63.	Heliotherapy Dark Tanning Oil Artwork	VA 1-338-718	11/21/2005
64.	Envy My Dramatic Darkness Label	TX 5-876-285	11/5/2003
65.	Envy My Flawless Face Label	TX 5-876-284	11/5/2003
66.	Envy My Flawless Face Hang Tag	TX 5-876-283	11/5/2003
67.	Envy My Golden Glow Label	TX 5-876-272	11/5/2003
68.	Envy My Golden Glow Hang Tag	TX 5-876-287	11/5/2003
69.	Everclear Elixir Text	TX 6-272-571	11/21/2005
70.	Everclear Elixir Artwork	VA 1-338-728	12/21/2005
71.	Feeling Lucky Label	TX 5-876-257	11/5/2003
72.	Feeling Lucky	VA 1-294-819	1/21/2005
73.	Ferocious Artwork Label	VA 1-164-325	9/30/2002
74.	Flirting With Fire Label	TX 5-876-256	11/5/2003
75.	Flirting With Fire Label	VA 1-254-659	11/05/03
76.	Flirting With Fire Label	VA 1-294-820	1/21/05
77.	Ganja Label	TX 5-776-306	6/13/2003
78.	Get Bronze! Accelerator Text	TX 6-272-561	11/21/2005
79.	Get Bronze! Accelerator Artwork	VA 1-338-719	12/21/2005
80.	Get Bronze! Maximizer Text	TX 6-272-454	11/21/2005
81.	Get Bronze! Maximizer Artwork	VA 1-338-720	12/21/2005
82.	Get Dark! Accelerator Text	TX 6-272-560	11/21/2005
83.	Get Dark! Accelerator Artwork	VA 1-338-715	12/21/2005
84.	Get Dark! Maximizer Text	TX 6-272-559	11/21/2005

	Title of Work	Registration No.	Effective Date of Registration
85.	Get Dark! Maximizer Artwork	VA 1-338-721	11/21/2005
86.	Getting Even	VA 1-294-825	1/21/2005
87.	Heat Shock Artwork Label	VA 1-175-797	9/30/2002
88.	Heat Shock Label	TX 5-663-712	9/9/2002
89.	Heliotherapy Oil	Txu 547 825	11/19/2002
90.	Heliotropic Spray Gel	Txu 547 826	11/19/1992
91.	Helix Text	TX 6-179-652	5/3/2005
92.	Helix Label	VA 1-254-647	11/5/2003
93.	Helix Label	TX 5-876-270	11/5/2003
94.	Helix Label	TX 5-776-290	6/13/03
95.	Hempology Accelerator (Green) Artwork	VA 1-314-312	5/3/2005
96.	Hempology Accelerator	TX 6-094-443	1/21/2005
97.	Hempology Bronzing Maximizer Text	TX 6-272-573	11/21/2005
98.	Hempology Hot Maximizer (Red) Artwork	VA 1-314-323	5/3/2005
99.	Hempology Hot Maximizer	TX 6-094-445	1/21/2005
100.	Hempology Maximizer (Purple) Artwork	VA 1-314-313	5/3/2005
101.	Hempology Maximizer	TX 6-094-446	1/21/2005
102.	Hot Chocolate Artwork	VA 1-314-314	5/3/2005
103.	Hot Chocolate Text	TX 6-179-651	5/3/2005
104.	Hot Chocolate Label	TX 5-876-268	11/5/2003
105.	Hot Chocolate Label	TX 5-776-084	6/13/03
106.	Hysteria Text	TX 6-272-566	11/21/2005
107.	Hysteria Artwork	VA 1-338-723	12/21/2005
108.	Illuminate Text	TX 6-179-640	5/3/2005
109.	Illuminate Label	TX 5-663-717	9/9/2002
110.	Insurance Label	TX 5-776-292	6/13/2003
111.	Ionyx Accelerator Text	TX 6-317-652	11/21/2005
112.	Ionyx Accelerator Artwork	VA 1-338-726	11/21/2005
113.	Ionyx Maximizer Text	TX 6-317-653	11/21/2005
114.	Ionyx Maximizer Artwork	VA 1-338-727	11/21/2005
115.	Kamikazi Kooler Label	TX 5-876-269	11/5/2003
116.	Kamikazi Kooler Label	VA 1-254-654	11/5/2003
117.	LIP spf 25 Lip Balm Text	TX 6-179-645	5/3/2005
118.	LiquidOx Accelerator	TX 6-094-440	1/21/2005
119.	LiquidOx Accelerator Label	VA 1-315-257	4/26/2005
120.	LiquidOx Maximizer	TX 6-094-441	1/21/2005
121.	LiquidOx Maximizer Label	VA 1-315-258	4/26/2005
122.	Luminous Cleansing Body Scrub Text	TX 6-272-576	11/21/2005
123.	Margarita Madness Artwork	VA 1-175-795	9/9/2002
124.	Margarita Madness Text	TX 5-663-711	9/9/2002
125.	Maxgel Label	TX 5-776-291	6/13/2003
126.	MaxLotion Artwork	VA 1-314-315	5/3/2005
127.	MaxLotion Text	TX 6-179-646	5/3/2005
128.	MaxLotion Label	VA 1-254-651	11/5/2003

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129.	MaxLotion Label	TX 5-876-263	11/5/2003
130.	Mayhem Text	TX 6-272-563	11/21/2005
131.	Mayhem Artwork	VA 1-338-716	11/21/2005
132.	Minx Text	TX 6-272-562	11/21/2005
133.	Minx Artwork	VA 1-338-724	12/21/2005
134.	Mojo Darkening Sauce Text	TX 5-663-714	9/9/2002
135.	Mojo Darkening Sauce Artwork	VA 1-175-796	9/9/2002
136.	On the Prowl Label	VA 1-254-656	11/5/03
137.	On the Prowl Label	VA 1-294-821	1/21/05
138.	On the Prowl Label	TX 5-876-259	11/5/2003
139.	Playing It Cool Label	TX 5-876-258	11/5/2003
140.	Playing It Cool Label	VA 1-254-658	11/5/03
141.	Playing It Cool Label	VA 1-294-822	1/21/05
142.	Pro-Specs Label	TX 5-876-264	11/5/2003
143.	Pushing the Limits	TX 5-876-262	11/5/2003
144.	Pushing the Limits	VA 1-254-657	11/5/03
145.	Pushing the Limits	VA 1-294-823	1/21/05
146.	Pure Chocolate Artwork	VA 1-314-316	5/3/2005
147.	Pure Chocolate Text	TX 6-179-658	5/3/2005
148.	Pure Chocolate Label	TX 5-663-716	9/9/02
149.	Pure Chocolate Label	TX 5-576-266	11/3/05
150.	Pure Chocolate Artwork Label	VA 1-175-800	9/30/2002
151.	Pyro Artwork	VA 1-314-302	5/3/2005
152.	Pyro Text	TX 6-179-637	5/3/2005
153.	Pyro Label	TX 5-876-271	11/5/2003
154.	Pyro Label	VA 1-254-652	11/5/2003
155.	Radical Rain Label	TX 5-876-282	11/5/2003
156.	Radical Rain Label	VA 1-254-655	11/5/2003
157.	Rage Lotion Artwork	VA 1-314-317	5/3/2005
158.	Rage Lotion Text	TX 6-179-636	5/3/2005
159.	Rage Lotion Label	VA 1-254-653	11/5/2003
160.	Rage Lotion Label	TX 5-876-267	11/5/2003
161.	Rich Sexy Tan Text	TX 6-272-558	11/21/2005
162.	Rum on the Rocks Artwork	VA 1-314-318	5/3/2005
163.	Rum on the Rocks Text	TX 6-179-639	5/3/2005
164.	Rum on the Rocks Label	TX 5-876-281	11/5/2003
165.	Sexy Tan Label	TX 5-776-298	6/13/2004
166.	SPF 4	Txu 579 591	11/19/1992
167.	Spiked Butter Artwork	VA 1-314-319	5/3/2005
168.	Spiked Butter Text	TX 6-179-661	5/3/2005
169.	Stretching the Truth Label	TX 5-876-261	11/5/2003
170.	Stretching the Truth	VA 1-254-661	11/5/03
171.	Stretching the Truth	VA 1-294-824	1/21/05
172.	Suddenly Sober Artwork	VA 1-338-729	11/21/2005

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173.	Suddenly Sober Text	TX 6-272-575	11/21/2005
174.	Suddenly Sun Extender Label	TX 5-876-278	11/5/2003
175.	Suddenly Sun Self Tanner Label	TX 5-876-286	11/5/2003
176.	Toasted Honey Label	TX 5-776-294	6/13/2003
177.	Toasted Twister Label	TX 5-876-279	11/5/2003
178.	Toasted Twister Label	VA 1-254-649	11/5/2003
179.	Total Immersion Artwork	VA 1-314-320	5/3/2005
180.	Total Immersion Text	TX 6-179-638	5/3/2005
181.	Total Immersion Artwork Label	VA 1-175-798	9/30/2002
182.	Total Immersion Label	TX 5-663-718	9/9/2002
183.	Total Insurance Artwork	VA 1-314-321	5/3/2005
184.	Total Insurance Text	TX 6-179-656	5/3/2005
185.	Total Submersion Artwork	VA 1-314-322	5/3/2005
186.	Total Submersion Text	TX 6-179-660	5/3/2005
187.	Tropical Fury	Txu 555 851	11/19/1992
188.	Tropical Sizzle	Txu 555 852	11/19/1992
189.	Volcanic Tanning Mud Artwork Label	VA 1-164-328	9/30/2002
190.	Volcanic Tanning Mud Label	TX 5-617-647	9/30/2002
191.	X Appeal Label	TX 5-876-280	11/5/2003
192.	X Appeal Face Text	TX 6-179-643	5/3/2005
193.	X Endurance Body Label	TX 5-876-276	11/5/2003
194.	X Endurance Body Text	TX 6-179-642	5/3/2005
195.	X Power Text	TX 6-179-641	5/3/2005
196.	X Power Label	TX 5-776-296	6/13/2003
197.	X Power Bronzer Text	TX 6-179-659	5/3/2005
198.	X Power Bronzer Label	TX 5-876-227	11/5/2003
199.	X Speed Text	TX 6-179-644	5/3/2005
200.	X Speed Bronzer	TX 6-094-444	1/21/2005
201.	California Tan website; Caltan website	TX 5-412-892	8/27/2001
202.	California Tan consumer brochure, 1997	TX 5-455-483	2/20/2002
203.	California Tan, Inc. Pocket Guide 2001	TX 5 759-725	6/19/2003
204.	California Tan consumer brochure, 1995	TX 5-477-204	2/20/2002
205.	California Tan, Inc. consumer brochure, 2000	TX 5-764-335	6/19/2003
206.	97 kitten shot	VA 1-068-074	3/22/2002
207.	California Tan website; Caltan website	TX 5-533-901	1/22/2002
208.	Tropical Rage Label	TX 5-776-293	6/13/2003
209.	California Tan consumer brochure, 1996	TX 5-477-205	2/20/2002
210.	Look and feel your best	TX 5-477-203	2/20/2002
211.	Look and feel your best	VA 1-138-229	12/6/2001
212.	X Speed Label	TX 5-776-295	6/13/2003
213.	Sultry Sexy Tan Label	TX 5-776-299	6/13/2003
214.	Radical Rain Label	TX 5-776-301	6/13/2003
215.	CuO2 Label	TX 5-776-302	6/13/2003
216.		TX 5-776-307	6/13/2003

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217.	X Power Bronzer Label	TX 5-876-277	11/5/2003
218.	Golden Glow Hang Tag	TX 5-876-287	11/5/2003
219.	Bronze Sexy Diva Text From Website	TX 6-272-564	11/21/2005
220.	Heliotherapy Dark Tanning Spray Oil Text From Website	TX 6-272-572	11/21/2005
221.	Matahari, Introduce the Fantasy	VA 1-079-107	11/15/2001
222.	Become the Fantasy	VA 1-106-398	11/15/2001
223.	California Tan Kitten Shot	VA 1-114-725	8/27/2001
224.	Three Brands One Vision	VA 1-138-228	12/1/2001
225.	Hempology Bronzing Maximizer Artwork from Image Archive	VA 1-338-722	11/21/2005
226.	Chaser Artwork from Image Archive	VA 1-338-725	11/21/2005

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