

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Paradox Lending LLC		12/15/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	California Tan, Inc.
Street Address:	12777 W. Jefferson Blvd., 3rd Fl.
Internal Address:	Legal Department
City:	Los Angeles
State/Country:	CALIFORNIA
Postal Code:	90066
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 150

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

OP \$3765.00 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
Serial Number:	74171420	
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

TRADEMARK

REEL: 003465 FRAME: 0459

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:	1845318	EXPOSURE
Registration Number:	2893865	EZ-DOSE-IT
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
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
Serial Number:	78163448	TOWELGENIC
Registration Number:	2739591	TRF2000
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	
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
Registration Number:	2849267	SPIKED BUTTER

CORRESPONDENCE DATA

Fax Number: (310)824-0082

TRADEMARK
REEL: 003465 FRAME: 0462

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 310-824-2508
Email: ccole@caltan.com
Correspondent Name: Christa Cole
Address Line 1: 12777 W. Jefferson Blvd., 3rd Fl.
Address Line 2: Legal Department
Address Line 4: Los Angeles, CALIFORNIA 90066

ATTORNEY DOCKET NUMBER:	PARADOX RELEASE
NAME OF SUBMITTER:	Christa Cole
Signature:	/christa cole/
Date:	01/22/2007

Total Attachments: 7

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**TERMINATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

This TERMINATION OF SECURITY INTEREST IN INTELLECTUAL PROPERTY, dated as of December 15, 2006, is made by **PARADOX LENDING LLC** ("Paradox").

WHEREAS, **California Tan, Inc.** granted a security interest in intellectual property to Paradox Origination Funding LLC ("POF") pursuant to that certain Intellectual Property Security Agreement dated as of August 31, 2006 in all of the trademarks, trademark applications and trademark licenses described on Exhibit A attached hereto, and, all of the copyrights, copyright applications and copyright licenses described on Exhibit B attached hereto (collectively, the "Intellectual Property"); and

WHEREAS, POF assigned its security interest in intellectual property to Paradox by Notice of Assignment of Security Interest in Intellectual Property dated as of November 30, 2006; and

WHEREAS, Paradox has agreed to terminate and release its security interest in all of such Intellectual Property;

NOW, THEREFORE, for valuable consideration, Paradox hereby terminates and releases all mortgages, liens and security interests granted to Paradox in the Intellectual Property.

IN WITNESS WHEREOF, Paradox has caused this Termination of Security Interest to be duly executed as of the date first set forth above.

PARADOX LENDING LLC


By: 
Name: EDWARD P. MONTAN
Title: VICE PRESIDENT

EXHIBIT A
United States Trademarks

	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	US	75/046455	R	2100488	6/30/1997
137.	UNISON BOTTLE DESIGN (COLOR 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