

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cal Tan, LLC		10/18/2010	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	Australian Gold, LLC
Street Address:	6270 Corporate Drive
City:	Indianapolis
State/Country:	INDIANA
Postal Code:	46278
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 99

Property Type	Number	Word Mark
Registration Number:	2849422	ACRYLISAFE
Registration Number:	2594600	ALMOND SPICE
Registration Number:	2646423	AMBROSIA
Registration Number:	3102403	AUTOBRONZER
Registration Number:	3007747	BATH 360
Registration Number:	3584161	BEACHES & CREAM
Registration Number:	3537921	BEACHES 'N CREAM
Registration Number:	2846594	BED SHINE
Registration Number:	3606587	BIKINI BABE BRONZER
Registration Number:	2614888	BRONZEXTEND
Registration Number:	2139877	BUTTER
Registration Number:	2671385	BUTTER
Registration Number:	2986073	CAL CARE
Registration Number:	2856511	CAL CARE PROFESSIONAL CLEANING SYSTEM

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TRADEMARK
REEL: 004298 FRAME: 0734

Registration Number:	1487357	CALIFORNIA TAN
Registration Number:	1697287	CALIFORNIA SPA
Registration Number:	3151997	CALIFORNIA TAN SUNLESS
Registration Number:	2902381	C1FX
Registration Number:	3042435	C2FX
Registration Number:	2899049	CHILLIN' WITH THE BOYS
Registration Number:	3309536	CHOCO-LATTA-LOVE
Registration Number:	2620577	COCONUT COLADA
Registration Number:	3107798	CT SEVEN
Registration Number:	2115632	CUO2
Registration Number:	3166187	CUSTOMBRONZER
Registration Number:	3584219	CYPHER
Registration Number:	2770373	DARK 'N DAZED
Registration Number:	2541412	DARK SEXY TAN
Registration Number:	3321264	DARK 'TIL DAWN
Registration Number:	3704502	DEEP KARMA
Registration Number:	3584224	DEFINITELY DARK
Registration Number:	3235161	DISCOVER BEAUTY BEYOND THE SUN
Registration Number:	3577785	DREAMBOAT
Registration Number:	2433851	EMERALD BAY
Registration Number:	3805338	EMERALD BAY
Registration Number:	2617561	EMERALD BAY TANNING TEQUILA
Registration Number:	3006602	ENVY MY FORBIDDEN FIRE
Registration Number:	3120296	EXPERIENCE A GOLDEN STATE
Registration Number:	2893865	EZ-DOSE-IT
Registration Number:	3409984	FATAL TEASE
Registration Number:	2856753	GANJA
Registration Number:	3220725	GET BRONZE!
Registration Number:	3131246	GET DARK!
Registration Number:	2974567	GIVIN' LIP
Registration Number:	3314413	GUILTY PLEASURE
Registration Number:	3822949	HD AVA
Registration Number:	3822948	HD GINGER
Registration Number:	3822950	HD HARLOW
Registration Number:	3170454	HELIO THERAPY

Registration Number:	3471906	HELIX
Registration Number:	3077322	HYSTERIA
Registration Number:	2601402	ILLUMINATE
Registration Number:	1765485	INSURANCE
Registration Number:	3518594	IONYX
Registration Number:	1775679	JUST FACES
Registration Number:	2891544	L.I.P.
Registration Number:	3007971	LIQUIDOX
Registration Number:	2517922	LUXURIOUS TANNING TEMPTATIONS
Registration Number:	2457755	MATAHARI
Registration Number:	3113145	MAYHEM
Registration Number:	3353379	MINX
Registration Number:	1717376	
Registration Number:	3243044	MOBILEBRONZER
Registration Number:	3632645	METRO 365
Registration Number:	3445040	MOJO
Registration Number:	3346021	MOJO DARK BRONZING SAUCE
Registration Number:	1798531	PEEPERS
Registration Number:	2909220	PLAYING IT COOL
Registration Number:	3632646	POLARIS P3
Registration Number:	3588350	POTENC
Registration Number:	3015422	PRO-SPECS
Registration Number:	3462251	PURE KARMA
Registration Number:	2902261	PURIFEYES
Registration Number:	2868010	PUSHING THE LIMITS
Registration Number:	3007748	RADICAL RAIN
Registration Number:	1854390	RAGE
Registration Number:	3002586	RUM ON THE ROCKS
Registration Number:	2574136	SEDUCTRESS
Registration Number:	3370686	SHIVER
Registration Number:	3115270	SUDDENLY SOBER
Registration Number:	2582874	SUDDENLY SUN
Registration Number:	3440219	SULTRY SUTRA
Registration Number:	2588920	SUNSETS
Registration Number:	3440217	SWEET SUTRA

Registration Number:	3031965	TAN 'N TONIC
Registration Number:	1846093	THE POSITIVE EFFECTS OF THE SUN
Registration Number:	2852068	TOASTED TWISTER
Registration Number:	3741783	TOFFEE BUTTER
Registration Number:	2776285	TOTAL IMMERSION
Registration Number:	3444718	TOTAL INSURANCE
Registration Number:	2787607	TOTAL SUBMERSION
Registration Number:	2863657	TOWELGENIC
Registration Number:	2739591	TRF2000
Registration Number:	2105680	VITATAN
Registration Number:	3815322	WHAT-A-MELON
Registration Number:	3636427	X FORCE
Registration Number:	2890188	X POWER
Registration Number:	3006356	X SPEED
Registration Number:	2915116	X-TREME TANNING CATALYST

CORRESPONDENCE DATA

Fax Number: (317)637-7561
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (317) 634-3456
Email: dsneed@uspatent.com
Correspondent Name: Charles J. Meyer
Address Line 1: 111 Monument Circle, Suite 3700
Address Line 4: Indianapolis, INDIANA 46204

ATTORNEY DOCKET NUMBER:	8183-1
NAME OF SUBMITTER:	Charles J. Meyer
Signature:	/Charles J. Meyer/
Date:	10/19/2010

Total Attachments: 6
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ASSIGNMENT

WHEREAS, Cal Tan, LLC, an Indiana limited liability company, having an address of 6270 Corporate Drive, Indianapolis, Indiana 46278 (hereinafter "Assignor"), is the owner of the Trademark Registrations and applications listed on the enclosed Exhibit A including corresponding United States and foreign registered and common law trademark rights, all corresponding United States and Foreign registrations and applications, and the corresponding goodwill; and,


WHEREAS, Australian Gold, LLC, an Indiana limited liability company having a principal place of business at 6270 Corporate Drive, Indianapolis, Indiana 46278 (hereinafter "Assignee"), desires to acquire said marks and the registrations thereon;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN

Be it known that for and in consideration of the sum of One and No/100 Dollars (\$1.00) and other good and valuable consideration said Cal Tan, LLC, hereby acknowledges the aforesaid contribution, assignment and transfer, and by these presents does contribute, assign and transfer unto Australian Gold, LLC the entire right, title and interest in and to the above named U.S. and foreign trademarks and Certificates of Registration, together with the goodwill of the business symbolized by said marks, together with all rights of action, in law or in equity, for any past or future infringement thereof. Assignor agrees to promptly execute and deliver to Assignee or its legal representatives all papers, instruments or affidavits required to carry out and record this transfer and assignment of the Trademark Properties to Assignee.

Said trademarks and registrations are to be held and enjoyed by Australian Gold, LLC for its own use and benefit and for its successors and assigns to the full end of the present or extended term of said trademarks, as fully and entirely as the same would have been held by Cal Tan, LLC if this assignment and contribution had not been made.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed and effective as of the 18th day of October, 2010.

By: 

Title: General Counsel

STATE OF INDIANA _____)
) SS:
COUNTY OF MARION _____)

Before me, a Notary Public, in and for said County and State, personally appeared Assignor, to me personally known, and who executed the foregoing Assignment in my presence and acknowledged the execution thereof as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Deana R. Barker
Deana R. Barker

Notary Public

My Commission Expires:

September 14, 2013

EXHIBIT A

Trademark	Ser./Reg./App. No.
ACRYLISAFE	SN:78-163481 RN:2,849,422
ALMOND SPICE	SN:75-535234 RN:2,594,600
AMBROSIA	SN:75-912646 RN:2,646,423
AUTOBRONZER	SN:78-484400 RN:3,102,403
BATH 360	SN:78-163425 RN:3,007,747
BEACHES & CREAM	SN:77-304363 RN:3,584,161
BEACHES 'N CREAM	SN:77-181347 RN:3,537,921
BED SHINE	SN:78-163403 RN:2,846,594
BIKINI BABE BRONZER	SN:77-174623 RN:3,606,587
BRONZEXTEND	SN:76-277520 RN:2,614,888
BUTTER	SN:75-247473 RN:2,139,877
BUTTER	SN:76-277523 RN:2,671,385
CAL CARE	SN:78-141787 RN:2,986,073
CAL CARE PROFESSIONAL CLEANING SYSTEM	SN:76-452015 RN:2,856,511
CALIFORNIA TAN	SN:73-687315 RN:1,487,357
CALIFORNIA SPA	SN:74-057765 RN:1,697,287
CALIFORNIA TAN SUNLESS	SN:78-530892 RN:3,151,997
C1FX	SN:78-227764 RN:2,902,381
C2FX	SN:78-227762 RN:3,042,435
CHILLIN' WITH THE BOYS	SN:76-545748 RN:2,899,049
CHOCO-LATTA-LOVE	SN:78-825735 RN:3,309,536
COCONUT COLADA	SN:76-255996 RN:2,620,577
CT SEVEN	SN:78-425513 RN:3,107,798
CUO2 (Stylized)	SN:75-145646 RN:2,115,632
CUSTOMBRONZER	SN:78-484363 RN:3,166,187
CYPHER	SN:77-320105 RN:3,584,219
DARK 'N DAZED	SN:78-122995 RN:2,770,373
DARK SEXY TAN	SN:75-912643

EXHIBIT A

Trademark	Ser./Reg./App. No.
	RN:2,541,412
DARK 'TIL DAWN	SN:78-825724 RN:3,321,264
DEEP KARMA	SN:77-615805 RN:3,704,502
DEFINITELY DARK	SN:77-321361 RN:3,584,224
DISCOVER BEAUTY BEYOND THE SUN	SN:78-694578 RN:3,235,161
DREAMBOAT	SN:77-445708 RN:3,577,785
EMERALD BAY	SN:75-461950 RN:2,433,851
EMERALD BAY and Design	SN:77-564309 RN:3,805,338
EMERALD BAY TANNING TEQUILA	SN:76-258812 RN:2,617,561
ENVY MY FORBIDDEN FIRE	SN:78-372651 RN:3,006,602
EXPERIENCE A GOLDEN STATE	SN:78-684739 RN:3,120,296
EZ-DOSE-IT	SN:78-163415 RN:2,893,865
FATAL TEASE	SN:77-083480 RN:3,409,984
GANJA	SN:78-124278 RN:2,856,753
GET BRONZE!	SN:78-661077 RN:3,220,725
GET DARK!	SN:78-626035 RN:3,131,246
GIVIN' LIP	SN:78-378120 RN:2,974,567
GUILTY PLEASURE	SN:78-825715 RN:3,314,413
HD AVA	SN:77-737830 RN:3,822,949
HD GINGER	SN:77-737805 RN:3,822,948
HD HARLOW	SN:77-737862 RN:3,822,950
HELIO THERAPY	SN:76-643405 RN:3,170,454
HELIX	SN:77-352000 RN:3,471,906
HYSTERIA	SN:78-210385 RN:3,077,322
ILLUMINATE	SN:75-486109 RN:2,601,402
INSURANCE	SN:74-304138 RN:1,785,485
IONYX	SN:77-323340 RN:3,518,594
JUST FACES	SN:74-193864 RN:1,775,679
L.I.P.	SN:76-255896

EXHIBIT A

Trademark	Ser./Reg./App. No.
	RN:2,891,544
LIQUIDOX	SN:78-397089 RN:3,007,971
LUXURIOUS TANNING TEMPTATIONS	SN:75-597191 RN:2,517,922
MATAHARI	SN:75-504650 RN:2,457,755
MAYHEM	SN:78-598143 RN:3,113,145
MINX	SN:78-583560 RN:3,353,379
MISCELLANEOUS DESIGN	SN:74-171420 RN:1,717,376
MOBILEBRONZER	SN:78-705636 RN:3,243,044
METRO 365	SN:77-420085 RN:3,632,645
MOJO	SN:77-322954 RN:3,445,040
MOJO DARK BRONZING SAUCE	SN:78-871568 RN:3,346,021
PEEPERS	SN:74-193865 RN:1,798,531
PLAYING IT COOL	SN:78-229352 RN:2,909,220
POLARIS P3	SN:77-420118 RN:3,632,646
POTENC	SN:77-321351 RN:3,588,350
PRO-SPECS	SN:78-476647 RN:3,015,422
PURE KARMA	SN:78-518918 RN:3,462,251
PURIFEYES	SN:78-163558 RN:2,902,261
PUSHING THE LIMITS	SN:78-233691 RN:2,868,010
RADICAL RAIN	SN:78-163441 RN:3,007,748
RAGE	SN:74-389974 RN:1,854,390
RUM ON THE ROCKS	SN:78-232196 RN:3,002,586
SEDUCTRESS	SN:75-666469 RN:2,574,136
SHIVER	SN:78-875876 RN:3,370,686
SUDDENLY SOBER	SN:78-535805 RN:3,115,270
SUDDENLY SUN	SN:75-766267 RN:2,582,874
SULTRY SEXY TAN	SN:78-124544 RN:2,896,302
SULTRY SUTRA	SN:77-293915 RN:3,440,219
SUNSETS	SN:75-684000

EXHIBIT A

Trademark	Ser./Reg./App. No.
	RN:2,588,920
SWEET SUTRA	SN:77-293907 RN:3,440,217
TAN 'N TONIC	SN:78-503180 RN:3,031,965
THE POSITIVE EFFECTS OF THE SUN	SN:74-313062 RN:1,846,093
TOASTED TWISTER	SN:78-218834 RN:2,852,068
TOFFEE BUTTER	SN:77-637753 RN:3,741,783
TOTAL IMMERSION	SN:76-251884 RN:2,776,285
TOTAL INSURANCE	SN:77-298633 RN:3,444,718
TOTAL SUBMERSION	SN:78-124543 RN:2,787,607
TOWELGENIC	SN:78-163448 RN:2,863,657
TRF2000	SN:76-277072 RN:2,739,591
VITATAN	SN:74-586914 RN:2,105,680
WHAT-A-MELON	SN:77-674722 RN:3,815,322
X FORCE	SN:77-429618 RN:3,636,427
X POWER	SN:78-167973 RN:2,890,188
X SPEED	SN:78-167978 RN:3,006,356
X-TREME TANNING CATALYST	SN:78-168408 RN:2,915,116

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