

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
VRL International Limited		06/10/2011	CORPORATION: CAYMAN ISLANDS

RECEIVING PARTY DATA

Name:	SC Limited
Street Address:	Artemis House
Internal Address:	67 Fort Street
City:	Georgetown, Grand Cayman
State/Country:	CAYMAN ISLANDS
Entity Type:	CORPORATION: CAYMAN ISLANDS

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	3587651	1-800-GO-SUPER
Registration Number:	3592879	1-800-GO-SUPER
Registration Number:	3589269	6
Registration Number:	3593306	69
Registration Number:	3593307	9
Registration Number:	2221815	BABY BREAK
Registration Number:	2898915	BE WICKED FOR A WEEK
Registration Number:	2926185	BE WICKED FOR A WEEK
Registration Number:	3648716	BE WICKED FOR THE WEEKEND
Registration Number:	3652529	BE WICKED FOR THE WEEKEND
Registration Number:	3314756	BLUE MAHOE SPA
Registration Number:	3047768	BREEZES
Registration Number:	3384647	BREEZES
Registration Number:	3391293	BREEZES

TRADEMARK

900198483

REEL: 004594 FRAME: 0908

CH \$2215.00 3587651

Registration Number:	3391294	BREEZES
Registration Number:	3533070	BREEZES
Registration Number:	2812646	CREATED BY OUR FAMILY FOR YOUR FAMILY
Registration Number:	3196734	EVERYTHING YOU'VE HEARD IS TRUE
Registration Number:	1737318	GL GRAND LIDO NEGRIL
Registration Number:	3387502	GRAND LIDO
Registration Number:	2656189	GRAND LIDO BRACO
Registration Number:	2656190	GRAND LIDO BRACO
Registration Number:	2282566	GRAND LIDO NEGRIL
Registration Number:	2278934	GRAND LIDO RESORTS
Registration Number:	3652535	H2
Registration Number:	3652536	H2
Registration Number:	2877908	HEAVEN HAS A HOME PAGE
Registration Number:	2354972	HEDO
Registration Number:	2391762	HEDO
Registration Number:	3690441	HEDO2
Registration Number:	3700097	HEDO2
Registration Number:	3652533	HEDOII
Registration Number:	3652534	HEDOII
Registration Number:	2271059	HEDONISM
Registration Number:	2988839	HEDONISM
Registration Number:	3085836	HEDONISM
Registration Number:	3606112	HEDONISM
Registration Number:	2348958	HEDONISM I
Registration Number:	1503381	HEDONISM II
Registration Number:	2701656	HEDONISM II
Registration Number:	2768048	HEDONISM II
Registration Number:	3382310	HEDONISM II
Registration Number:	2339020	HEDONISM III
Registration Number:	2580620	HEDONISM III
Registration Number:	3348263	HEDONISM III
Registration Number:	2366421	HEDONISM RESORTS
Registration Number:	2431421	HEDONISM RESORTS
Registration Number:	3700099	HII
Registration Number:	3700100	HII

	2856589	HONEYMOONS HAVE A HOME PAGE
Registration Number:	3631192	HURRICANE GUARANTEE
Registration Number:	1896608	IF IT'S SUPER IT'S INCLUDED.
Registration Number:	2012795	MINUTES FROM THE AIRPORT. MILES FROM THE ORDINARY.
Registration Number:	3240218	MR. HEDONISM
Registration Number:	3275740	MRS. HEDONISM
Registration Number:	3310788	MS. HEDONISM
Registration Number:	2882636	MUNASAN
Registration Number:	2064817	PASTAFARI
Registration Number:	3700011	PLAYCATION
Registration Number:	3332560	RASTAURANT
Registration Number:	3631194	SATISFACTION GUARANTEE
Registration Number:	3631191	SUNSHINE GUARANTEE
Registration Number:	3266938	SUPER ALL-INCLUSIVE
Registration Number:	3281147	SUPER ALL-INCLUSIVE
Registration Number:	1716862	SUPER CLUBS
Registration Number:	3494218	SUPERALLINCLUSIVE
Registration Number:	3607816	SUPERALLINCLUSIVE
Registration Number:	1749019	SUPERCLUBS
Registration Number:	3367750	SUPERCLUBS
Registration Number:	2228394	SUPERCLUBS BREEZES
Registration Number:	2805160	SUPERCLUBS BREEZES
Registration Number:	3732107	SUPERCLUBS BREEZES
Registration Number:	2637821	SUPERCLUBS BREEZES BAHAMAS
Registration Number:	3635255	SUPERCLUBS NO HURRICANE GUARANTEE
Registration Number:	2666468	SUPERCLUBS SUPERAGENCY
Registration Number:	1897139	SUPER-INCLUSIVE
Registration Number:	2165907	SUPERKIDS
Registration Number:	3198954	THE PLAYFUL SIDE OF PARADISE
Registration Number:	3239260	THE PLAYFUL SIDE OF PARADISE
Registration Number:	3239898	THE PLAYFUL SIDE OF ROMANCE
Registration Number:	3615455	THE ULTIMATE DARE IS TO LIVE IT
Registration Number:	3716602	THE ULTIMATE DARE IS TO LIVE IT
Registration Number:	3198949	THESE BEDS WEREN'T MADE FOR SLEEPING

Registration Number:	3872794	ULTIMATE MEN OF HEDONISM
Serial Number:	85018693	HEDO
Serial Number:	77189768	HEDONISM
Serial Number:	85015938	SUPERCLUBS SUPERFUN
Serial Number:	85015950	SUPERCLUBS SUPERFUN

CORRESPONDENCE DATA

Fax Number: (202)339-6052
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-625-3649
Email: valerie.purdy-pyeron@kattenlaw.com
Correspondent Name: Valerie A. Purdy-Pyeron
Address Line 1: 2900 K Street, N.W.
Address Line 2: North Tower, Suite 200
Address Line 4: Washington, DISTRICT OF COLUMBIA 20007-5118

ATTORNEY DOCKET NUMBER:	VRL - SC LIMITED ASSIGN
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DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Valerie A. Purdy-Pyeron, Paralegal
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Signature:	/valerie a. purdy-pyeron/
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Date:	08/01/2011
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Total Attachments: 6
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CPIV
14th June, 2011

TRADEMARK ASSIGNMENT

WHEREAS VRL International Limited, a company organized under the laws of the Cayman Islands, having its principal office at Artemis House, Suite 1, 67 Fort Street, Georgetown Cayman Islands KY11111 ("Assignor"), is the owner of the entire right, title, benefit, and interest in and to each of the United States trademarks set forth and listed in Schedules A and B hereto, and has used and/or has a *bona fide* intent to use the trademarks listed in Schedule B hereto (collectively the trademarks identified in Schedules A and Schedule B are referred to as "the Marks"); and

WHEREAS, SC Limited, a company organized under the laws of the Cayman Islands, having its principal office at Artemis House, 67 Fort Street, Georgetown, Grand Cayman, Cayman Islands ("Assignee"), is desirous of acquiring the entire right, title, benefit, and interest in and to each of the Marks, including all of the goodwill represented by, associated with, connected with, and symbolized by the Marks, and is desirous of acquiring the business of Assignor in connection with which Assignor has used and/or has a *bona fide* intent to use the Marks.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, convey, transfer and set over unto the Assignee, its legal representatives, successors, and assigns, Assignor's entire right, title, benefit, and interest in and to each of the Marks, together with the entire goodwill associated with, represented by, connected with, and symbolized by the Marks, together with that portion of Assignor's business in connection with which it has used and/or has a *bona fide* intent to use the Marks, together with all common law and statutory rights thereto, together with all rights and privileges granted and secured thereby, including the right to sue for all causes of action related to the Marks, and the right to sue in Assignee's own name and to recover for any damages and profits for past infringement, unfair competition or passing off, said rights to be held and enjoyed by said Assignee, for its own use and benefit and for the use and benefit of its successors, assigns or other legal representatives as fully and entirely as the same would have been held and enjoyed by said Assignor if this Assignment had not been made. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor further does hereby sell, assign, convey, transfer and set over unto the Assignee, its legal representatives, successors, and assigns, Assignor's entire right, title, benefit, and interest in and to each of the licenses, royalty agreements, co-existence agreements, and any other agreements in connection with or relating to or about the Marks.

Assignor will not execute any writing or do any act whatsoever conflicting with these covenants and agreements, and will, at any time upon request without further or additional consideration but at the expense of Assignee, execute such additional assignments and other writings and do such additional acts as Assignee may deem necessary or desirable to perfect, secure, record, and register Assignee's enjoyment of this grant, it being understood that the foregoing covenant and agreement shall bind assigns and legal representatives of Assignor and inure to the benefit of the assigns and legal representatives of Assignee.

IN TESTIMONY WHEREOF, We have hereunto set our hands.

VRL INTERNATIONAL LTD.

Date: 10 JUNE 2011

By: Muna Issa

Name: MUNA M. ISSA

Title: DIRECTOR

On this 10th day of June, 2011, before me, C.D.R. BOVELL,
Notary Public, personally appeared to me known to be the individual whose name is subscribed
to this instrument, and acknowledged that ~~he~~/she executed it as ~~his~~/her free and voluntary act and
deed for the uses and purposes mentioned therein.

WITNESS my hand and official seal.

CHRISTOPHER D.R. BOVELL
48 Duke Street, Kingston
Jamaica, West Indies
My Commission is for Life
Notary Public
My Commission Expires: is for life
CB

SCHEDULE A

UNITED STATES TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>
1-800-GO-SUPER	3587651
1-800-GO-SUPER	3592879
6 (Stylized)	3589269
69 (Stylized)	3593306
9 (Stylized)	3593307
BABY BREAK	2221815
BE WICKED FOR A WEEK	2898915
BE WICKED FOR A WEEK	2926185
BE WICKED FOR THE WEEKEND	3648716
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BLUE MAHOE SPA	3314756
BREEZES	3047768
BREEZES	3384647
BREEZES	3391293
BREEZES	3391294
BREEZES	3533070
CREATED BY OUR FAMILY FOR YOUR FAMILY	2812646
EVERYTHING YOU'VE HEARD IS TRUE	3196734
GL GRAND LIDO NEGRIL	1737318
GRAND LIDO	3387502
GRAND LIDO BRACO	2656189
GRAND LIDO BRACO	2656190
GRAND LIDO NEGRIL	2282566
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HEAVEN HAS A HOME PAGE	2877908
HEDO	2354972
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HEDO2	3690441
HEDO2	3700097
HEDOII	3652533
HEDOII	3652534
HEDONISM	2271059
HEDONISM	2988839
HEDONISM	3085836
HEDONISM	3606112
HEDONISM	

<u>Mark</u>	<u>Registration No.</u>
HEDONISM I	2348958
HEDONISM II	1503381
HEDONISM II	2701656
HEDONISM II	2768048
HEDONISM II	3382310
HEDONISM III	2339020
HEDONISM III	2580620
HEDONISM III (Stylized)	3348263
HEDONISM RESORTS	2366421
HEDONISM RESORTS	2431421
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MRS. HEDONISM	3275740
MS. HEDONISM	3310788
MUNASAN	2882636
PASTAFARI	2064817
PLAYCATION	3700011
RASTaurant	3332560
SATISFACTION GUARANTEE	3631194
SUNSHINE GUARANTEE	3631191
SUPER ALL-INCLUSIVE	3266938
SUPER ALL-INCLUSIVE	3281147
SUPER CLUBS	1716862
SUPERALLINCLUSIVE & Design	3494218
SUPERALLINCLUSIVE & Design	3607816
SUPERCLUBS	1749019
SUPERCLUBS & WAVE Design	3367750
SUPERCLUBS BREEZES	2228394
SUPERCLUBS BREEZES	2805160
SUPERCLUBS BREEZES & (Seagull Design)	3732107
SUPERCLUBS BREEZES BAHAMAS	2637821
SUPERCLUBS NO HURRICANE GUARANTEE	3635255
SUPERCLUBS SUPERAGENCY	2666468
SUPER-INCLUSIVE	1897139
SUPERKIDS	2165907
THE PLAYFUL SIDE OF PARADISE	3198954
THE PLAYFUL SIDE OF PARADISE	3239260
THE PLAYFUL SIDE OF ROMANCE	3239898

Mark

THE ULTIMATE DARE IS TO LIVE IT
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THESE BEDS WEREN'T MADE FOR SLEEPING
ULTIMATE MEN OF HEDONISM

Registration No.

3615455
3716602
3198949
3872794

SCHEDULE B

UNITED STATES TRADEMARK APPLICATIONS

<u>Mark</u>	<u>Application No.</u>
HEDO	85/018,693
HEDONISM	77/189,768
SUPERCLUBS SUPERFUN	85/015,938
SUPERCLUBS SUPERFUN	85/015,950