

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Guthy-Renker LLC		06/03/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Bank of America, N.A., as Administrative Agent
<b>Street Address:</b>	2001 Clayton Road
<b>Internal Address:</b>	CA4-702-02-25
<b>City:</b>	Concord
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92260
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 172**

Property Type	Number	Word Mark
Registration Number:	3966539	ALL DAY BEAUTY
Registration Number:	3966785	SHADE ADAPTING MINERALS
Registration Number:	3624852	MALIBU BODY
Registration Number:	3321912	BIOSOOTHE RELIEF
Registration Number:	3451425	IN AN INSTANT
Registration Number:	3302286	SHEER COVER STUDIO
Registration Number:	3862176	EYE RESULTS
Registration Number:	3350021	AB LAZER
Registration Number:	3193957	LIP-TO-LID HIGHLIGHTER
Registration Number:	3420346	BIOSOOTHE RELIEF
Registration Number:	3304327	SPEEDBODY
Registration Number:	3314249	SLEEK ESSENTIALS
Registration Number:	3555304	BRIGHT FIX

OP \$4315.00 3966539

Registration Number:	3412942	MALIBU PILATES
Registration Number:	3730041	SALON SILKY
Registration Number:	3604325	NOTHING COMPARES TO PROACTIV
Registration Number:	3138065	CORE SECRETS
Registration Number:	3210174	
Registration Number:	3113246	ANTIDANDRUFF THERAPY
Registration Number:	3303514	WISDOM COMES WITH AGE..WRINKLES DON'T HAVE TO
Registration Number:	3122744	ELLEN CROFT'S SUPREME PILATES
Registration Number:	3083796	S
Registration Number:	3088729	FINALLY CLEAR
Registration Number:	3319607	TRUESHADE TECHNOLOGY
Registration Number:	3006763	SUPREME PILATES
Registration Number:	3150510	ENDLESS YOUTH
Registration Number:	3067569	GUTHY-RENKER NUTRITION VITACLEAR
Registration Number:	2992470	GIVE ME 20
Registration Number:	3199428	FREE FLOW RESISTANCE TECHNOLOGY
Registration Number:	3049238	YOU'VE GOT NOTHING TO LOSE BUT THE BLEMISHES
Registration Number:	3108687	CLEAR ZONE ACNE SYSTEM
Registration Number:	3389696	SHEER COVER BASE PERFECTOR
Registration Number:	3506392	BRIGHT SECRETS
Registration Number:	3027129	3 SIMPLE STEPS TO ENTER THE CLEAR ZONE
Registration Number:	3062252	CLEAR ZONE
Registration Number:	3010787	ENDLESS FITNESS
Registration Number:	3034388	BARRY CHAPPELL'S FINE ART SHOWCASE
Registration Number:	3313420	BEAUTY STARTS WITH GOOD NUTRITION
Registration Number:	3030278	
Registration Number:	3030277	
Registration Number:	2908724	LET THE REAL YOU SHINE THROUGH
Registration Number:	3107587	MAXIMUM BURN SERIES
Registration Number:	2985049	ENDLESS FITNESS SERIES
Registration Number:	2993458	POWER SCULPTING WITH RESISTANCE
Registration Number:	2902564	SHEER FINISH
Registration Number:	2986257	KNOCK - A - NOTCH
Registration Number:	2843281	
Registration Number:	2928287	GUTHY-RENKER ENTERTAINMENT

**TRADEMARK**

**REEL: 004555 FRAME: 0543**

	2850933	PROACTIV SOLUTION
Registration Number:	3291463	MANY IMITATE. NONE DUPLICATE.
Registration Number:	2975655	GUNNAR PETERSON'S CORE SECRETS
Registration Number:	2895294	CORE SECRETS
Registration Number:	3002568	MARILU HENNER'S BODY VICTORY
Registration Number:	2918064	PERFECT ABS
Registration Number:	2953158	WRINKLE RETREAT
Registration Number:	3319320	MEANINGFUL RESULTS
Registration Number:	3866093	ACTIVMEMBER
Registration Number:	3887536	LASH APPEAL
Registration Number:	3804708	PROACTIV PROMISE
Registration Number:	3890702	YOUR ANSWER FOR ACNE
Registration Number:	3886880	SKIN BRIGHTENING SOUFFLE
Registration Number:	3761709	SHADE ADAPTING MINERAL TECHNOLOGY
Registration Number:	3646071	GUTHY-RENKER NUTRITION VITAPOWER
Registration Number:	3772459	SHINE TO THE LAST PUMP
Registration Number:	3616774	CHRIS MCMILLAN HAIR
Registration Number:	3894172	MEANINGFUL RESULTS
Registration Number:	3550768	BIOSOOTHE RELIEF COOL SHOT GEL SHEETS
Registration Number:	3712436	SALON SILKY
Registration Number:	3948037	BEAUTIFUL COMPLEXION
Registration Number:	3944458	SECRET BLEND
Registration Number:	3944457	PERFECT SHADE
Registration Number:	3512905	ACNEFX
Registration Number:	2711204	
Registration Number:	2976914	BODY VICTORY
Registration Number:	2823868	SHEERCOVER
Registration Number:	2852460	YOUTHFUL ESSENCE BY SUSAN LUCCI
Registration Number:	2976766	REVENUE FRONTIER
Registration Number:	2948544	LIQUID YOUTH
Registration Number:	2693993	SLIM FUSION
Registration Number:	2914763	ZITS HAPPEN
Registration Number:	2926538	YOUTHFUL ESSENCE
Registration Number:	2596328	DAILY PROTECTION PLUS SUNSCREEN
Registration Number:	2584736	V GRN VITAPOWER

	2729563	SHEER COVER
Registration Number:	2574142	PROACTIV
Registration Number:	2428755	NATURAL ADVANTAGE
Registration Number:	2656777	YOUTHFUL ESSENCE
Registration Number:	2258095	CLEAR ZONE
Registration Number:	2637806	ENDLESS YOUTH
Registration Number:	2513488	COMPREHENSIVE FORMULA
Registration Number:	2154119	PERFECT ABS
Registration Number:	2104388	MINI MAINTENANCE SYSTEM
Registration Number:	1977805	
Registration Number:	2162306	PROACTIV
Registration Number:	2125881	NUTRIGUARD E
Registration Number:	1906200	GUTHY-RENKER
Registration Number:	1890769	PROACTIV
Serial Number:	85309883	GUTHY-RENKER'S HOLLYWOOD BEAUTY HOUR
Serial Number:	85303904	CARE AND SUPPORT. EVERY MINUTE, EVERY DAY.
Serial Number:	85296868	DRTY
Serial Number:	85286367	X-OUT
Serial Number:	85279748	SHEER COVER
Serial Number:	85279680	GUTHY   RENKER
Serial Number:	85279661	G   R
Serial Number:	85278995	ALL SHADE
Serial Number:	85273515	DRTY
Serial Number:	85222066	NOALLERGENS
Serial Number:	85205868	PROACTIV NEXT DAY
Serial Number:	85204190	MALIBU BODY
Serial Number:	85188659	BE PROACTIV
Serial Number:	85174311	VITACLEAR
Serial Number:	85171884	PROACTIV
Serial Number:	85167971	PROJECT YOUTH
Serial Number:	85160762	ACTIBOOST
Serial Number:	85156846	PROACTIV NEXT DAY
Serial Number:	85153147	WHIP IT
Serial Number:	85144787	SHEER FINISH
Serial Number:	85140222	FIRST DAY CONFIDENCE

	85082730	
Serial Number:	85072781	GRATIFIBER
Serial Number:	85060544	ALL CLEAR
Serial Number:	85030149	CLEAR 4
Serial Number:	85030145	CLEAR 4 CLASS
Serial Number:	85030138	CLEAR 4
Serial Number:	85030134	CLEAR 4 CLASS
Serial Number:	85023382	PROACTIV
Serial Number:	78579469	PERFECT WHITE
Serial Number:	78439194	CONSISTENCY IS KEY
Serial Number:	77939249	PROACTIVISTS
Serial Number:	77938071	PROACTIVISTS
Serial Number:	77923315	ENDLESS POSSIBILITIES FOR YOUR SKIN
Serial Number:	77893939	I'M PROACTIV
Serial Number:	77893242	ACNE NEVER QUILTS
Serial Number:	77893240	ACNE NEVER GIVES UP
Serial Number:	77865726	PROACTIVISTS
Serial Number:	77860337	EXCELERATE
Serial Number:	77852204	RECONFIGURE
Serial Number:	77833497	STARS HOME KITCHEN
Serial Number:	77793169	
Serial Number:	77790464	SIGNATURE STYLE
Serial Number:	77790425	PHOTO PERFECT HAIR
Serial Number:	77790386	PERFECT STYLE
Serial Number:	77777329	TRI-THERAPY RESTORATION
Serial Number:	77763561	CYBERPD
Serial Number:	77750383	MALIBU MEALS
Serial Number:	77680697	SMOOTH SECRET
Serial Number:	77678424	BEAUTIFUL COMPLEXION
Serial Number:	77612338	MAKEUP THAT MATTERS
Serial Number:	77612323	MIRACLE EXFOLIATING TREATMENT
Serial Number:	77612321	A-LIST BODY
Serial Number:	77612316	A-LIST DIET
Serial Number:	77591368	FLIP YOUR SKINNY SWITCH
Serial Number:	77591361	PICK AND SWITCH MEAL PLANNER

**TRADEMARK**

**REEL: 004555 FRAME: 0546**

	77588822	MIRACLE PEEL TREATMENT
Serial Number:	77581582	YOUTHFUL ESSENCE LIGHTZOME
Serial Number:	77550136	RESULTS WITHOUT THE WAIT
Serial Number:	77502154	CLEAR WINNER
Serial Number:	77481772	FACE CONTROL
Serial Number:	77477991	CLEAR ZONE
Serial Number:	77462951	INSTANT DAILY HYDRATION
Serial Number:	77451452	LIQUID YOUTH
Serial Number:	77451447	SLIMMING SQUARES
Serial Number:	77445499	ROB NEVINS' SKINNY SWITCH SECRET
Serial Number:	77445473	ROB NEVINS' SKINNY SWITCH SECRET
Serial Number:	77418216	RESULTS THAT GET NOTICED
Serial Number:	77363197	TAP & TRANSFORM
Serial Number:	77349355	YOUTHFUL ESSENCE LIGHTZOME
Serial Number:	77276815	BEAUTY IS A JOY FOREVER
Serial Number:	77202597	SHEER BLEMISH
Serial Number:	77128929	PROACTIV - USE IT AND LOSE IT
Serial Number:	77119583	WIN IN 10
Serial Number:	77359629	PURE REFLECTION

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
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ATTORNEY DOCKET NUMBER:	017625-4687-EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	06/07/2011

Total Attachments: 7  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of June 3, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligor party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
	See <u>Schedule A</u> attached hereto	

TRADEMARK APPLICATIONS

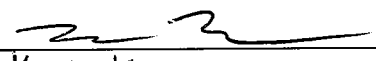
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule A</u> attached hereto	



The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

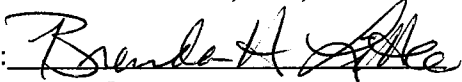
Very truly yours,

GUTHY-RENKER LLC,  
a Delaware limited liability company

By:   
Name: Kevin Knee  
Title: Co-Chief Executive Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:   
Name: Brenda H. Little  
Title: Vice President

**Schedule A**

**Guthy-Renker LLC  
(Delaware Limited Liability Company)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
ALL DAY BEAUTY	3966539	5/24/11
SHAPE ADAPTING MINERALS	3966785	5/24/11
MALIBU BODY	3624852	5/19/09
BIOSOOTHE RELIEF	3321912	10/23/07
IN AN INSTANT	3451425	6/17/08
SHEER COVER STUDIO	3302286	10/2/07
EYE RESULTS	3862176	10/12/10
AB LAZER	3350021	12/4/07
LIP-TO-LID HIGHLIGHTER	3193957	1/2/07
BIOSOOTHE RELIEF	3420346	4/29/08
SPEEDBODY	3304327	10/2/07
SLEEK ESSENTIALS	3314249	10/16/07
BRIGHT FIX	3555304	12/30/08
MALIBU PILATES	3412942	4/15/08
SALON SILKY	3730041	12/22/09
NOTHING COMPARES TO PROACTIV	3604325	4/7/09
CORE SECRETS and Design	3138065	9/5/06
Design Only	3210174	2/20/07
ANTIDANDRUFF THERAPY	3113246	7/4/06
WISDOM COMES WITH AGE .. WRINKLES DON'T HAVE TO	3303514	10/2/07
ELLEN CROFT'S SUPREME PILATES and Design	3122744	8/1/06
S and Design	3083796	4/18/06
FINALLY CLEAR	3088729	5/2/06
TRUESHADE TECHNOLOGY	3319607	10/23/07
SUPREME PILATES	3006763	10/11/05
ENDLESS YOUTH	3150510	10/3/06
GUTHY-RENKER NUTRITION VITACLEAR	3067569	3/14/06
GIVE ME 20	2992470	9/6/05
FREE FLOW RESISTANCE TECHNOLOGY	3199428	1/16/07
YOU'VE GOT NOTHING TO LOSE BUT THE BLEMISHES	3049238	1/24/06
CLEAR ZONE ACNE SYSTEM and Design	3108687	6/27/06
SHEER COVER BASE PERFECTOR and Design	3389696	2/26/08
BRIGHT SECRETS	3506392	9/23/08
3 SIMPLE STEPS TO ENTER THE CLEAR ZONE	3027129	12/13/05
CLEAR ZONE	3062252	2/28/06
ENDLESS FITNESS	3010787	11/1/05
BARRY CHAPPELL'S FINE ART SHOWCASE	3034388	12/27/05
BEAUTY STARTS WITH GOOD NUTRITION	3313420	10/16/07
Design Only	3030278	12/13/05
Design Only	3030277	12/13/05

Mark	Registration No.	Registration Date
LET THE REAL YOU SHINE THROUGH	2908724	12/7/04
MAXIMUM BURN SERIES	3107587	6/20/06
ENDLESS FITNESS SERIES	2985049	8/16/05
POWER SCULPTING WITH RESISTANCE	2993458	9/6/05
SHEER FINISH	2902564	11/9/04
KNOCK A NOTCH	2986257	8/16/05
Design Only	2843281	5/18/04
GUTHY-RENKER ENTERTAINMENT	2928287	2/22/05
PROACTIV SOLUTION and Design	2850933	6/8/04
MANY IMITATE. NONE DUPLICATE.	3291463	9/11/07
GUNNAR PETERSON'S CORE SECRETS and Design	2975655	7/26/05
CORE SECRETS	2895294	10/19/04
MARILU HENNER'S BODY VICTORY and Design	3002568	9/27/05
PERFECT ABS and Design	2918064	1/11/05
WRINKLE RETREAT	2953158	5/17/05
MEANINGFUL RESULTS	3319320	10/23/07
ACTIVMEMBER	3866093	10/19/10
LASH APPEAL	3887536	12/7/10
PROACTIV PROMISE	3804708	6/15/10
YOUR ANSWER FOR ACNE	3890702	12/14/10
SKIN BRIGHTENING SOUFFLE	3886880	12/7/10
SHADE ADAPTING MINERAL TECHNOLOGY	3761709	3/16/10
GUTHY-RENKER NUTRITION VITAPOWER and Design	3646071	6/30/09
SHINE TO THE LAST PUMP	3772459	4/6/10
CHRIS MCMILLAN HAIR	3616774	5/5/09
MEANINGFUL RESULTS	3894172	12/21/10
BIOOOSTHE RELIEF COOL SHOT GEL SHEETS	3550768	12/23/08
SALON SILKY	3712436	11/17/09
BEAUTIFUL COMPLEXION	3948037	4/19/11
SECRET BLEND	3944458	4/12/11
PERFECT SHADE	3944457	4/12/11
ACNEFX	3512905	10/7/08
Design Only	2711204	4/29/03
BODY VICTORY	2976914	7/26/05
SHEER COVER and Design	2823868	3/16/04
YOUTHFUL ESSENCE BY SUSAN LUCCI and Design	2852460	6/15/04
REVENUE FRONTIER	2976766	7/26/05
LIQUID YOUTH	2948544	5/10/05
SLIM FUSION	2693993	3/4/03
ZITS HAPPEN	2914763	12/28/04
YOUTHFUL ESSENCE	2926538	2/15/05
DAILY PROTECTION PLUS SUNSCREEN	2596328	7/16/02
V GRN VITAPOWER and Design	2584736	6/25/02
SHEER COVER	2729563	6/24/03
PROACTIV	2574142	5/28/02
NATURAL ADVANTAGE	2428755	2/13/01
YOUTHFUL ESSENCE	2656777	12/3/02
CLEAR ZONE	2258095	6/29/99
ENDLESS YOUTH	2637806	10/22/02
COMPREHENSIVE FORMULA	2513488	11/27/01
PERFECT ABS	2154119	4/28/98
MINI MAINTENANCE SYSTEM	2104388	10/7/97

Mark	Registration No.	Registration Date
Design Only	1977805	6/4/96
PROACTIV	2162306	6/2/98
NUTRIGUARD E	2125881	12/30/97
GUTHY-RENKER	1906200	7/18/95
PROACTIV	1890769	4/25/95

### **Pending Applications**

Description	Application No.	Filing Date
GUTHY-RENKER'S HOLLYWOOD BEAUTY HOUR	85309883	5/2/11
CARE AND SUPPORT. EVERY MINUTE. EVERY DAY.	85303904	4/25/11
DRTY	85296868	4/15/11
X-OUT	85286367	4/5/11
SHEER COVER	85279748	3/29/11
GUTHY   RENKER	85279680	3/29/11
G   R	85279661	3/29/11
ALL SHADE	85278995	3/28/11
DRTY	85273515	3/22/11
NOALLERGENS	85222066	1/20/11
PROACTIV NEXT DAY	85205868	12/27/10
MALIBU BODY	85204190	12/22/10
BE PROACTIV	85188659	12/1/10
VITACLEAR	85174311	11/11/10
PROACTIV	85171884	11/8/10
PROJECT YOUTH	85167971	11/3/10
ACTIBOOST	85160762	10/25/10
PROACTIV NEXT DAY	85156846	10/20/10
WHIP IT	85153147	10/14/10
SHEER FINISH	85144787	10/4/10
FIRST DAY CONFIDENCE	85140222	9/28/10
Design Only	85082730	7/12/10
GRATIFIBER	85072781	6/28/10
ALL CLEAR	85060544	6/11/10
CLEAR 4	85030149	5/4/10
CLEAR 4 CLASS	85030145	5/4/10
CLEAR 4	85030138	5/4/10
CLEAR 4 CLASS	85030134	5/4/10
PROACTIV	85023382	4/26/10
PERFECT WHITE	78579469	3/3/05
CONSISTENCY IS KEY	78439194	6/22/04
PROACTIVISTS	77939249	2/18/10
PROACTIVISTS	77938071	2/17/10
ENDLESS POSSIBILITIES FOR YOUR SKIN	77923315	1/29/10
I'M PROACTIV	77893939	12/15/09
ACNE NEVER QUILTS	77893242	12/14/09
ACNE NEVER GIVES UP	77893240	12/14/09
PROACTIVISTS	77865726	11/5/09
EXCELERATE	77860337	10/29/09
RECONFIGURE	77852204	10/19/09
STARS HOME KITCHEN and Design	77833497	9/23/09

Description	Application No.	Filing Date
Design Only	77793169	7/30/09
SIGNATURE STYLE	77790464	7/27/09
PHOTO PERFECT HAIR	77790425	7/27/09
PERFECT STYLE	77790386	7/27/09
TRI-THERAPY RESTORATION	77777329	7/9/09
CYBERPD	77763561	6/18/09
MALIBU MEALS	77750383	6/2/09
SMOOTH SECRET	77680697	2/28/09
BEAUTIFUL COMPLEXION	77678424	2/25/09
MAKEUP THAT MATTERS	77612338	11/11/08
MIRACLE EXFOLIATING TREATMENT	77612323	11/11/08
A-LIST BODY	77612321	11/11/08
A-LIST DIET	77612316	11/11/08
FLIP YOUR SKINNY SWITCH	77591368	10/13/08
PICK AND SWITCH MEAL PLANNER	77591361	10/13/08
MIRACLE PEEL TREATMENT	77588822	10/8/08
YOUTHFUL ESSENCE LIGHTZOME	77581582	9/29/09
RESULTS WITHOUT THE WAIT	77550136	8/19/08
CLEAR WINNER	77502154	6/18/08
FACE CONTROL	77481772	5/22/08
CLEAR ZONE	77477991	5/19/08
INSTANT DAILY HYDRATION	77462951	5/1/08
LIQUID YOUTH	77451452	4/17/08
SLIMMING SQUARES	77451447	4/17/08
ROB NEVINS' SKINNY SWITCH SECRET and Design	77445499	4/10/08
ROB NEVINS' SKINNY SWITCH SECRET	77445473	4/10/08
RESULTS THAT GET NOTICED	77418216	3/10/08
TAP & TRANSFORM	77363197	1/3/08
YOUTHFUL ESSENCE LIGHTZOME	77349355	12/11/07
BEAUTY IS A JOY FOREVER	77276815	9/11/07
SHEER BLEMISH	77202597	6/11/07
PROACTIV - USE IT AND LOSE IT	77128929	3/12/07
WIN IN 10	77119583	3/1/07
PURE REFLECTION	77359629	12/26/07