

12-13-2000



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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

02-02-11

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Marnie Wright Barnhorst, Esq.



11-21-00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT AND LICENSE AGREEMENT

This Agreement is between is between EXCELSIOR PRODUCTS INC., (hereinafter "Excelsior") a Minnesota corporation with a principal place of business at 201 SE 15th Terrace, Suite 201, Deerfield Beach, Florida 33441 and GUTHY-RENKER CORPORATION (hereinafter "GUTHY-RENKER") a California Corporation with a principal place of business at 41-550 Eclectic, Suite 200, Palm Desert, California 92260.

WHEREAS, Excelsior is the owner of U.S. Registration No. 2,162,306 for the mark PROACTIV in International Class 3 for hair conditioner.

WHEREAS, Guthy-Renker is the owner of U.S. Registration No. 1,890,769 for the mark PROACTIV in International Class 5 for acne treatment preparations.

NOW, THEREFORE, in consideration of the mutual provisions of this and previous Settlement Agreements between the parties, the parties agree as follows:

1. Excelsior hereby assigns U.S. Registration No. 2,162,306, together with the good will of the business symbolized by that mark, to Guthy-Renker.

2. Guthy-Renker hereby grants Excelsior a royalty-free non-exclusive license to use the PROACTIV mark in association with hair conditioner products in International Class 3 subject to the following terms:

- (a) Excelsior shall sell its products marked with the PROACTIV mark only for hair conditioner products.
- (b) To assure consistent quality of products to be marked with the PROACTIV mark Excelsior's products quality, labeling, advertising and promotional materials will remain consistent with the quality of now existing products, labels, advertising and promotional materials.

(c) Excelsior shall use the PROACTIV mark only as shown in the product label displayed in Exhibit B or such other label for which Guthy-Runker gives approval (which shall not be unreasonably withheld) prior to use by Excelsior.

(d) Excelsior shall not use the PROACTIV mark to sell hair conditioning product by direct mail or infomercial.

(e) Guthy-Runker agrees that Excelsior owes no royalty obligations to Guthy-Runker to use the assigned PROACTIVE mark

IN WITNESS WHEREOF, the parties have caused this Settlement Agreement to be signed by their respective duly authorized officers effective the day and year last below written.

AGREED TO BY:

GUTHY-RENKER CORPORATION

Dated: 8-30-00

By: Ben Van de Bunt

Its: Secretary

EXCELSIOR PRODUCTS, INC.

Dated: 8/17/00

By: John Kulev

Its: President

EXCALSIOR
BOTANICAL HAIR SYSTEMS®

PROACTIV

Activated Protein Treatment
to revitalize and volumize hair

Traitement actif aux protéines
pour revivifier et donner du
volume aux cheveux

Tratamiento Proteínico Activado
para revitalizar e impartir
volumen al cabello

20 mL (0.7 fl oz USA)

MADE IN USA



EXHIBIT

B