

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Guthy-Renker LLC	FORMERLY Guthy-Renker Corporation	05/05/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Union Bank of California, N.A., as Administrative Agent
<b>Street Address:</b>	18300 Von Karman Ave., Suite 310
<b>Internal Address:</b>	Attn: Guthy-Renker Acct Officer
<b>City:</b>	Irvine
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	92612
<b>Entity Type:</b>	national bank: UNITED STATES

**PROPERTY NUMBERS Total: 80**

Property Type	Number	Word Mark
Registration Number:	3027129	3 SIMPLE STEPS TO ENTER THE CLEAR ZONE
Registration Number:	3350021	AB LAZER
Registration Number:	3113246	ANTIDANDRUFF THERAPY
Registration Number:	3034388	BARRY CHAPPELL'S FINE ART SHOWCASE
Registration Number:	3313420	BEAUTY STARTS WITH GOOD NUTRITION
Registration Number:	3420346	BIOSOOOTHE RELIEF
Registration Number:	3321912	BIOSOOOTHE RELIEF
Registration Number:	2976914	BODY VICTORY
Registration Number:	2258095	CLEAR ZONE
Registration Number:	3062252	CLEAR ZONE
Registration Number:	3108687	CLEAR ZONE ACNE SYSTEM
Registration Number:	2727658	COMBINATION THERAPY
Registration Number:	2513488	COMPREHENSIVE FORMULA

CH \$2015.00 3027129

Registration Number:	2895294	CORE SECRETS
Registration Number:	3138065	CORE SECRETS
Registration Number:	2855895	DEAN MARTIN CELEBRITY ROASTS
Registration Number:	3030278	
Registration Number:	3030277	
Registration Number:	2711204	
Registration Number:	2843281	
Registration Number:	3210174	
Registration Number:	3010787	ENDLESS FITNESS
Registration Number:	2985049	ENDLESS FITNESS SERIES
Registration Number:	3150510	ENDLESS YOUTH
Registration Number:	2637806	ENDLESS YOUTH
Registration Number:	2722136	EXCELERATE
Registration Number:	2749615	EXCELERATE
Registration Number:	3088729	FINALLY CLEAR
Registration Number:	2992470	GIVE ME 20
Registration Number:	1977805	
Registration Number:	2584736	V GRN VITAPOWER
Registration Number:	2975655	GUNNAR PETERSON'S CORE SECRETS
Registration Number:	1906200	GUTHY-RENKER
Registration Number:	2928287	GUTHY-RENKER ENTERTAINMENT
Registration Number:	2184432	GUTHY-RENKER INTERNET
Registration Number:	3067569	GUTHY-RENKER NUTRITION VITACLEAR
Registration Number:	2986257	KNOCK - A - NOTCH
Registration Number:	2908724	LET THE REAL YOU SHINE THROUGH
Registration Number:	3193957	LIP-TO-LID HIGHLIGHTER
Registration Number:	2948544	LIQUID YOUTH
Registration Number:	3412942	MALIBU PILATES
Registration Number:	3291463	MANY IMITATE. NONE DUPLICATE.
Registration Number:	3002568	MARILU HENNER'S BODY VICTORY
Registration Number:	3107587	MAXIMUM BURN SERIES
Registration Number:	3319320	MEANINGFUL RESULTS
Registration Number:	2104388	MINI MAINTENANCE SYSTEM
Registration Number:	2428755	NATURAL ADVANTAGE
Registration Number:	2125881	NUTRIGUARD E

Registration Number:	2154119	PERFECT ABS
Registration Number:	2918064	PERFECT ABS
Registration Number:	2993458	POWER SCULPTING WITH RESISTANCE
Registration Number:	1890769	PROACTIV
Registration Number:	2574142	PROACTIV
Registration Number:	2162306	PROACTIV
Registration Number:	2850933	PROACTIV SOLUTION
Registration Number:	2976766	REVENUE FRONTIER
Registration Number:	2727368	SCULPT YOUR BODY SLIM
Registration Number:	2261667	SELLECCA SOLUTION
Registration Number:	2729563	SHEER COVER
Registration Number:	2823868	SHEERCOVER
Registration Number:	3389696	SHEER COVER BASE PERFECTOR
Registration Number:	3302286	SHEER COVER STUDIO
Registration Number:	2902564	SHEER FINISH
Registration Number:	2308058	SHEER PERFECTING FOUNDATION
Registration Number:	3314249	SLEEK ESSENTIALS
Registration Number:	2693993	SLIM FUSION
Registration Number:	2846745	SOCK IT TO ME
Registration Number:	3304327	SPEEDBODY
Registration Number:	3006763	SUPREME PILATES
Registration Number:	3319607	TRUESHADE TECHNOLOGY
Registration Number:	1930565	TV SHOP
Registration Number:	2712016	WINSOR PILATES
Registration Number:	2671971	WINSOR PILATES
Registration Number:	3303514	WISDOM COMES WITH AGE..WRINKLES DON'T HAVE TO
Registration Number:	2953158	WRINKLE RETREAT
Registration Number:	2656777	YOUTHFUL ESSENCE
Registration Number:	2926538	YOUTHFUL ESSENCE
Registration Number:	2852460	YOUTHFUL ESSENCE BY SUSAN LUCCI
Registration Number:	3049238	YOU'VE GOT NOTHING TO LOSE BUT THE BLEMISHES
Registration Number:	2914763	ZITS HAPPEN

CORRESPONDENCE DATA

Fax Number: (213)443-2926

**TRADEMARK**  
**REEL: 003793 FRAME: 0477**

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

Phone: 213-617-5493  
Email: jcravitz@sheppardmullin.com  
Correspondent Name: Sheppard, Mullin, Richter & Hampton LLP  
Address Line 1: 333 S. Hope St., 48th Floor  
Address Line 2: Attn: J. Cravitz  
Address Line 4: Los Angeles, CALIFORNIA 90071

ATTORNEY DOCKET NUMBER:	0A22-137358
NAME OF SUBMITTER:	Julie Cravitz
Signature:	/julie cravitz/
Date:	06/10/2008

**Total Attachments: 8**

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**ACKNOWLEDGEMENT OF SECURITY INTEREST  
IN TRADEMARKS**

**WHEREAS**, Guthy-Renker LLC, a Delaware limited liability company (successor-in-interest to Guthy-Renker Corporation, a Delaware Corporation ("GRC")) ("Borrower") with its principal place of business at 41-550 Eclectic Street, Suite 200, Palm Desert, California 92260, has adopted, used and is the owner of certain trademarks and the applications and/or registrations therefore in the United States Patent and Trademark Office (collectively "Registered and Applied-for Trademarks"), as listed on Schedule I attached hereto,

**WHEREAS**, Union Bank of California, N.A., as Administrative Agent ("Secured Party"), has a principal business address of 18300 Von Karman Ave., Suite 310, Irvine, California 92612,

**WHEREAS**, pursuant to that certain Second Amended and Restated Revolving/Term Loan Agreement dated as of May 5, 2008, entered into by and among Borrower, the lenders from time to time who are parties thereto (collectively, the "Lenders"), Goldman Sachs Credit Partners L.P., as Joint Lead Arranger, and Secured Party (as such agreement may from time to time be amended, extended, renewed, supplemented or otherwise modified, the "Loan Agreement"), the Lenders have agreed to provide Borrower with certain credit facilities. Pursuant to that certain Security Agreement and Trademark Security Agreement each dated October 20, 2004, entered into between GRC and Secured Party (as such agreements may from time to time be amended, extended, renewed, supplemented or otherwise modified), GRC granted Secured Party a security interest in, among other things, all general intangibles to secure the prompt payment, performance and observance of the obligations under the Loan Agreement and related Loan Documents (as defined in the Loan Agreement),

**WHEREAS**, the aforementioned security interest in all general intangibles included all right, title and interest in the above-identified Registered and Applied-for Trademarks together with the good will of the business symbolized by them and all common law rights in them; said security interest also included all proceeds related to the Registered and Applied-for Trademarks including but not limited to any and all causes of action past, present or future which may exist by reason of infringement thereof,

**WHEREAS**, Borrower has agreed that all Obligations (as defined in the Loan Agreement) of GRC under each of the Security Agreement and Trademark Security Agreement shall continue as Obligations (as defined in the Loan Agreement) of Borrower, and

**WHEREAS**, Borrower and Secured Party desire to have a recordable document evidencing such security interest.

**NOW, THEREFORE**, in consideration of the foregoing recitals, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Borrower hereby confirms that it previously granted to Secured Party a security interest in the above-identified Registered and Applied-for Trademarks and other intellectual property.


**IN WITNESS WHEREOF**, Borrower and Secured Party have executed this Acknowledgement of Security Interest on the date indicated below.

Date: May 5, 2008

"Borrower"

GUTHY-RENKER LLC,  
a Delaware limited liability company

By:

  
\_\_\_\_\_  
Kevin Knee  
Co-President

"Secured Party"

UNION BANK OF CALIFORNIA, N.A.,  
as Administrative Agent

By:

\_\_\_\_\_  
Greg Adamson  
Vice President

**IN WITNESS WHEREOF**, Borrower and Secured Party have executed this Acknowledgement of Security Interest on the date indicated below.

Date: May 5, 2008

"Borrower"

GUTHY-RENKER LLC,  
a Delaware limited liability company

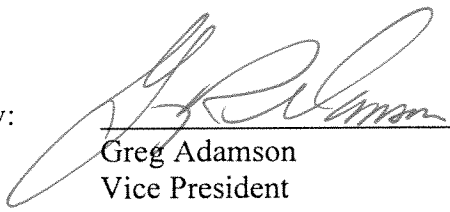
By: \_\_\_\_\_

Kevin Knee  
Co-President

"Secured Party"

UNION BANK OF CALIFORNIA, N.A.,  
as Administrative Agent

By: \_\_\_\_\_



Greg Adamson  
Vice President

**SCHEDULE I**  
**TRADEMARK APPLICATIONS AND REGISTRATIONS**

See Attached



**Guthy-Renker LLC (successor-in-interest to Guthy-Renker Corporation)**  
**Report of United States Trademarks**  
**May 14, 2008**

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
<b>3 SIMPLE STEPS TO ENTER THE CLEAR ZONE</b>							
UNITED STATES	T11926US00	5/13/2004	78/418,101	12/13/2005	3,027,129	REGISTERED	03,05
<b>AB LAZER</b>							
UNITED STATES	T12602US00	3/14/2006	78/837,074	12/4/2007	3,350,021	REGISTERED	9,28
<b>ANTIDANDRUFF THERAPY</b>							
UNITED STATES	T12198US00	12/29/2004	78/539,853	7/4/2006	3,113,246	REGISTERED	05
<b>BARRY CHAPPELL'S FINE ART SHOWCASE</b>							
UNITED STATES	T11865US00	3/12/2004	78/383,766	12/27/2005	3,034,388	REGISTERED	41
<b>BEAUTY STARTS WITH GOOD NUTRITION</b>							
UNITED STATES	T11842US00	1/27/2004	78/358,395	10/16/2007	3,313,420	REGISTERED	05
<b>BIOSOOTHE RELIEF</b>							
UNITED STATES	T12598US00	3/10/2006	78/834,664	04/29/2008	3,420,346	REGISTERED	3
UNITED STATES	T12598US01	3/10/2006	78/978,947	10/23/2007	3,321,912	REGISTERED	05
<b>BODY VICTORY</b>							
UNITED STATES	T11340US0	4/17/2002	76/397,644	7/26/2005	2,976,914	REGISTERED	16
<b>CLEAR ZONE</b>							
UNITED STATES	T10014US0	1/16/1998	75/419,166	6/29/1999	2,258,095	REGISTERED	5
UNITED STATES	T10014US01	5/7/2004	78/415,365	2/28/2006	3,062,252	REGISTERED	3
<b>CLEAR ZONE ACNE SYSTEM and Design</b>							
UNITED STATES	T11962US00	6/28/2004	78/442,681	6/27/2006	3,108,687	REGISTERED	03,05
<b>COMBINATION THERAPY</b>							
UNITED STATES	T11805US00	9/13/2000	76/127,389	6/17/2003	2,727,658	REGISTERED	03,05
<b>COMPREHENSIVE FORMULA</b>							
UNITED STATES	T12608US00	8/29/1996	75/157,538	11/27/2001	2,513,488	REGISTERED	5
<b>CORE SECRETS</b>							
UNITED STATES	T11565US0	2/27/2003	78/219,947	10/19/2004	2,895,294	REGISTERED	09,28
<b>CORE SECRETS &amp; Design</b>							
UNITED STATES	T12220US00	1/31/2005	78/557,326	9/5/2006	3,138,065	REGISTERED	09,28
<b>DEAN MARTIN CELEBRITY ROASTS</b>							
UNITED STATES	T11372US0	11/26/2002	78/189,237	6/22/2004	2,855,895	REGISTERED	09
<b>Design of Club</b>							
UNITED STATES	T11825US00	12/10/2003	78/338,880	12/13/2005	3,030,278	REGISTERED	09
<b>Design of Crown</b>							
UNITED STATES	T11824US00	12/10/2003	78/338,875	12/13/2005	3,030,277	REGISTERED	09
<b>Design of Sun Secret logo</b>							
UNITED STATES	T11354US00	06/13/2002	76/420,777	04/29/2003	2,711,204	REGISTERED	03
<b>Design of Swirl</b>							
UNITED STATES	T11687US0	7/2/2003	78/269,830	5/18/2004	2,843,281	REGISTERED	03
<b>Design of Three Circles</b>							
UNITED STATES	T12205US00	1/11/2005	78/545,912	2/20/2007	3,210,174	REGISTERED	03,05
<b>ENDLESS FITNESS</b>							
UNITED STATES	T11885US00	3/19/2004	78/387,817	11/1/2005	3,010,787	REGISTERED	09

**ENDLESS FITNESS SERIES**

UNITED STATES	T11806US0	10/16/2003	78/314,566	8/16/2005	2,985,049	REGISTERED	09
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**ENDLESS YOUTH**

UNITED STATES	T11107US01	10/1/2004	78/493,414	10/3/2006	3,150,510	REGISTERED	03
UNITED STATES	T11219US0	11/12/1996	75/197,044	10/22/2002	2,637,806	REGISTERED	05

**EXCELERATE**

UNITED STATES	T11169US0	2/28/2001	76/218,429	6/3/2003	2,722,136	REGISTERED	05,03
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**EXCELERATE Stylized**

UNITED STATES	T11442US0	3/25/2002	76/387,485	8/12/2003	2,749,615	REGISTERED	03,05
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**FINALLY CLEAR**

UNITED STATES	T12103US00	10/14/2004	78/500,205	5/2/2006	3,088,729	REGISTERED	03,05
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**GIVE ME 20**

UNITED STATES	T11947US00	7/14/2004	78/450,872	9/6/2005	2,992,470	REGISTERED	09,28
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**Globe Design**

UNITED STATES	T01645US0	11/15/1994	74/599,215	6/4/1996	1,977,805	REGISTERED	35,42
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**GRN VITAPOWER and Design**

UNITED STATES	T11108US0	10/25/2000	76/153,849	6/25/2002	2,584,736	REGISTERED	5
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**GUNNAR PETERSON'S CORE SECRETS and Design**

UNITED STATES	T11651US0	5/8/2003	78/247,535	7/26/2005	2,975,655	REGISTERED	09,28
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**GUTHY-RENKER**

UNITED STATES	T00876US0	2/22/1993	74/362,499	7/18/1995	1,906,200	REGISTERED	35,42
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**GUTHY-RENKER ENTERTAINMENT**

UNITED STATES	T11675US0	6/3/2003	78/257,553	2/22/2005	2,928,287	REGISTERED	09
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**GUTHY-RENKER INTERNET**

UNITED STATES	T12885US00	12/11/1995	75/030,726	8/25/1998	2,184,432	REGISTERED	35
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**GUTHY-RENKER NUTRITION VITACLEAR**

UNITED STATES	T12005US00	8/16/2004	78/467,967	3/14/2006	3,067,569	REGISTERED	05
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**KNOCK A NOTCH**

UNITED STATES	T11673US0	7/11/2003	78/273,439	8/16/2005	2,986,257	REGISTERED	09,28
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**LET THE REAL YOU SHINE THROUGH**

UNITED STATES	T11761US0	12/1/2003	78/334,781	12/7/2004	2,908,724	REGISTERED	03
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**LIP-TO-LID HIGHLIGHTER**

UNITED STATES	T12365US00	3/13/2006	78/835,471	1/2/2007	3,193,957	REGISTERED	03
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**LIQUID YOUTH**

UNITED STATES	T11217US0	5/11/2001	76/256,195	5/10/2005	2,948,544	REGISTERED	03
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**MALIBU PILATES**

UNITED STATES	T12287US00	9/28/2005	78/722,495	4/15/2008	3,412,942	REGISTERED	09,28
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**MANY IMITATE. NONE DUPLICATE.**

UNITED STATES	T11660US0	5/9/2003	78/247,968	9/11/2007	3,291,463	REGISTERED	03
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**MARILU HENNER'S BODY VICTORY and Design**

UNITED STATES	T11578US0	2/18/2003	78/216,152	9/27/2005	3,002,568	REGISTERED	16
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**MAXIMUM BURN SERIES**

UNITED STATES	T11807US0	10/28/2003	78/319,450	6/20/2006	3,107,587	REGISTERED	09
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**MEANINGFUL RESULTS**

UNITED STATES	T11371US0	8/28/2002	78/158,913	10/23/2007	3,319,320	REGISTERED	03
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**MINI MAINTENANCE SYSTEM**

UNITED STATES	T12320US00	12/11/1995	75/030,729	10/7/1997	2,104,388	REGISTERED	05
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**NATURAL ADVANTAGE**

UNITED STATES	T10330US0	9/16/1998	75/554,200	2/13/2001	2,428,755	REGISTERED	03
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**NUTRIGUARD E**

UNITED STATES	T00378US0	11/19/1993	74/460,657	12/30/1997	2,125,881	REGISTERED	05
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**PERFECT ABS**

UNITED STATES	T02346US0	2/20/1996	75/059,849	4/28/1998	2,154,119	REGISTERED	28
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**PERFECT ABS and Design**

UNITED STATES	T11549US0	1/28/2003	78/207,818	1/11/2005	2,918,064	REGISTERED	28
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**POWER SCULPTING WITH RESISTANCE**

UNITED STATES	T11768US0	9/2/2003	78/295,162	9/6/2005	2,993,458	REGISTERED	09
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**PROACTIV**

UNITED STATES	T01647US0	9/30/1991	74/208,088	4/25/1995	1,890,769	REGISTERED	05
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UNITED STATES	T10602US0	4/13/1999	75/682,121	5/28/2002	2,574,142	REGISTERED	03
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UNITED STATES	T11171US0	10/17/1994	74/586,544	6/2/1998	2,162,306	REGISTERED	03
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**PROACTIV SOLUTION Stylized**

UNITED STATES	T11671US0	5/22/2003	78/253,081	6/8/2004	2,850,933	REGISTERED	03,05
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**REVENUE FRONTIER**

UNITED STATES	T11264US0	10/12/2001	76/324,399	7/26/2005	2,976,766	REGISTERED	38
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**SCULPT YOUR BODY SLIM**

UNITED STATES	T11375US0	9/13/2002	78/164,085	6/17/2003	2,727,368	REGISTERED	09
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**SELLECCA SOLUTION**

UNITED STATES	T10009US0	1/6/1998	75/414,503	7/13/1999	2,261,667	REGISTERED	03
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**SHEER COVER**

UNITED STATES	T10772US0	12/7/1999	75/866,698	6/24/2003	2,729,563	REGISTERED	03
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**SHEER COVER and Design**

UNITED STATES	T11440US0	3/25/2002	76/387,483	3/16/2004	2,823,868	REGISTERED	03
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**SHEER COVER BASE PERFECTOR and Design**

UNITED STATES	T11945US00	6/8/2004	78/431,559	2/26/2008	3,389,696	REGISTERED	03
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**SHEER COVER STUDIO**

UNITED STATES	T12649US00	6/2/2006	78/898,966	10/2/2007	3,302,286	REGISTERED	21
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**SHEER FINISH**

UNITED STATES	T11699US0	7/17/2003	78/275,425	11/9/2004	2,902,564	REGISTERED	03
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**SHEER PERFECTING FOUNDATION**

UNITED STATES	T10026US0	3/4/1998	75/444,780	1/11/2000	2,308,058	REGISTERED	03
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**SLEEK ESSENTIALS**

UNITED STATES	T12551US00	1/18/2006	78/794,221	10/16/2007	3,314,249	REGISTERED	09
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**SLIM FUSION**

UNITED STATES	T11195US0	4/24/2001	76/245,635	3/4/2003	2,693,993	REGISTERED	05
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**SOCK IT TO ME**

UNITED STATES	T11462US0	11/26/2002	78/189,260	5/25/2004	2,846,745	REGISTERED	09
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**SPEEDBODY**

UNITED STATES	T12553US00	1/25/2006	78/799,057	10/2/2007	3,304,327	REGISTERED	09
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**TRADEMARK****REEL: 003793 FRAME: 0485**

**SUPREME PILATES**

UNITED STATES	T11978US00	10/08/2004	78/497,202	10/11/2005	3,006,763	REGISTERED	28
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**TRUESHADE TECHNOLOGY**

UNITED STATES	T12101US00	10/8/2004	78/497,291	10/23/2007	3,319,607	REGISTERED	03
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**TV SHOP and Design in Color**

UNITED STATES	T12991US01	10/25/1993	74/452,113	10/31/1995	1,930,565	REGISTERED	42
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UNITED STATES	T12991US00	8/3/2005	79/019,298	08/07/2007	3,275,345	REGISTERED	35,39
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**WINSOR PILATES**

UNITED STATES	T11245US0	8/20/2001	76/302,650	4/29/2003	2,712,016	REGISTERED	09
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**WINSOR PILATES and Design**

UNITED STATES	T11329US0	3/11/2002	76/381,042	1/7/2003	2,671,971	REGISTERED	9
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**WISDOM COMES WITH AGE..WRINKLES DON'T HAVE TO**

UNITED STATES	T12178US00	11/22/2004	78/521,263	10/2/2007	3,303,514	REGISTERED	03
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**WRINKLE RETREAT**

UNITED STATES	T11465US00	11/26/2002	78/189,257	05/17/2005	2,953,158	REGISTERED	03
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**YOUTHFUL ESSENCE**

UNITED STATES	T10274US0	7/13/1998	75/517,782	12/3/2002	2,656,777	REGISTERED	03
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UNITED STATES	T11184US0	4/18/2001	76/243,414	2/15/2005	2,926,538	REGISTERED	10
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**YOUTHFUL ESSENCE BY SUSAN LUCCI and Design**

UNITED STATES	T11320US0	2/12/2002	76/370,239	6/15/2004	2,852,460	REGISTERED	03
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**YOU'VE GOT NOTHING TO LOSE BUT THE BLEMISHES**

UNITED STATES	T11969US00	7/7/2004	78/446,878	1/24/2006	3,049,238	REGISTERED	05
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**ZITS HAPPEN**

UNITED STATES	T11196US0	4/24/2001	76/245,480	12/28/2004	2,914,763	REGISTERED	05
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