

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Guthy-Renker LLC		10/18/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	901 Main Street		
Internal Address:	Mail Code: TX1-492-14-12		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75202-3714		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 20			
Property Type	Number	Word Mark	
Registration Number:	4279895	FIRST WE SCREEN IT. THEN WE CLEAN IT.	
Registration Number:	4367001	YOU HAVE NOTHING TO LOSE BUT YOUR ACNE	
Registration Number:	4388551	CARE AND SUPPORT. EVERY MINUTE, EVERY DA	
Registration Number:	4126796	X-OUT	
Serial Number:	86061578	I'M PROACTIV	
Serial Number:	86033845	CREPE ERASE	
Serial Number:	86033826	CREPE ESCAPE	
Serial Number:	85935457	THE AFTER PROJECT	
Serial Number:	85843632	PC REPAIR JUST GOT EASY	
Serial Number:	85817871	SHEER COVER STUDIO	
Serial Number:	85774904	ATOMIC ABS	
Serial Number:	85701005	CROSSGLIDE	
Serial Number:	85670570	CLEAR ZONE	

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Serial Number:	85573477	PROACTIV MD
Serial Number:	85493496	FIX + FLOURISH
Serial Number:	85468848	PROACTIV FLOURISH
Serial Number:	85468824	SMART TARGET
Serial Number:	85394302	PROACTIV+
Serial Number:	85362170	PERFECT WHITE
Serial Number:	85356098	VITAPOWER

CORRESPONDENCE DATA

Fax Number: 9192868199
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 919 286-8000
Email: PTO_TMconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-4864
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	10/21/2013

Total Attachments: 4
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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 Amended and Restated Security and Pledge Agreement dated as of October 18, 2013 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors 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 1</u> attached hereto	

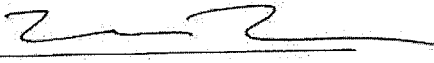
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
	See <u>Schedule 1</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: Chief Financial Officer

GUTHY-RENKER LLC
NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005134 FRAME: 0698

Acknowledged and Accepted:

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

By: 

Name: Alan Tapley

Title: Assistant Vice President

Schedule 1

Guthy-Renker LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
FIRST WE SCREEN IT. THEN WE CLEAN IT.	4279895	01/22/13
YOU HAVE NOTHING TO LOSE BUT YOUR ACNE	4367001	07/16/13
CARE AND SUPPORT. EVERY MINUTE, EVERY DAY.	4388551	08/20/13
X OUT	4126796	04/10/12

Pending Applications

Mark	Appl. No.	Filing Date
I'M PROACTIV	86061578	09/11/13
CREPE ERASE	86033845	08/09/13
CREPE ESCAPE	86033826	08/09/13
THE AFTER PROJECT	85935457	05/17/13
PC REPAIR JUST GOT EASY	85843632	02/07/13
SHEER COVER STUDIO	85817871	01/08/13
ATOMIC ABS	85774904	11/08/12
CROSSGLIDE	85701005	08/10/12
CLEAR ZONE	85670570	07/06/12
PROACTIV MD	85573477	03/19/12
FIX + FLOURISH	85493496	12/12/11
PROACTIV FLOURISH	85468848	11/09/11
SMART TARGET	85468824	11/09/11
PROACTIV and Design	85394302	08/10/11
PERFECT WHITE	85362170	07/01/11
VITAPOWER	85356098	06/24/11