

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM382736

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
BANK OF AMERICA, N.A., AS ADMINISTRATIVE AGENT		05/02/2016	National Banking Association:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GUTHY-RENKER LLC		
<b>Street Address:</b>	41-550 Eclectic Street, Suite 200		
<b>City:</b>	Palm Desert		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92260		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 100</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4155383	SHEER COVER	
<b>Registration Number:</b>	4407451	ALL SHADE	
<b>Registration Number:</b>	4075495	NOALLERGENS	
<b>Registration Number:</b>	4154906	BE PROACTIV	
<b>Registration Number:</b>	4088903	VITACLEAR	
<b>Registration Number:</b>	4143243	PROACTIV	
<b>Registration Number:</b>	4035787	CONSISTENCY IS KEY	
<b>Registration Number:</b>	4392588	ENDLESS POSSIBILITIES FOR YOUR SKIN	
<b>Registration Number:</b>	4272500	BEAUTIFUL COMPLEXION	
<b>Registration Number:</b>	4237975	MAKEUP THAT MATTERS	
<b>Registration Number:</b>	4301588	MIRACLE EXFOLIATING TREATMENT	
<b>Registration Number:</b>	4301580	MIRACLE PEEL TREATMENT	
<b>Registration Number:</b>	4183523	INSTANT DAILY HYDRATION	
<b>Registration Number:</b>	4074442	RESULTS THAT GET NOTICED	
<b>Registration Number:</b>	4222089	PROACTIV - USE IT AND LOSE IT	
<b>Registration Number:</b>	3624852	MALIBU BODY	
<b>Registration Number:</b>	3321912	BIOSOOOTHE RELIEF	
<b>Registration Number:</b>	3451425	IN AN INSTANT	
<b>Registration Number:</b>	3302286	SHEER COVER STUDIO	
<b>TRADEMARK</b>			

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Property Type	Number	Word Mark
Registration Number:	3862176	EYE RESULTS
Registration Number:	3350021	AB LAZER
Registration Number:	3193957	LIP-TO-LID HIGHLIGHTER
Registration Number:	3420346	BIOSOOOTHE RELIEF
Registration Number:	3304327	SPEEDBODY
Registration Number:	3314249	SLEEK ESSENTIALS
Registration Number:	3555304	BRIGHT FIX
Registration Number:	3412942	MALIBU PILATES
Registration Number:	3730041	SALON SILKY
Registration Number:	3604325	NOTHING COMPARES TO PROACTIV
Registration Number:	3113246	ANTIDANDRUFF THERAPY
Registration Number:	3303514	WISDOM COMES WITH AGE..WRINKLES DON'T HA
Registration Number:	3088729	FINALLY CLEAR
Registration Number:	3319607	TRUESHADE TECHNOLOGY
Registration Number:	3150510	ENDLESS YOUTH
Registration Number:	3067569	GUTHY-RENKER NUTRITION VITACLEAR
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:	3313420	BEAUTY STARTS WITH GOOD NUTRITION
Registration Number:	2908724	LET THE REAL YOU SHINE THROUGH
Registration Number:	2902564	SHEER FINISH
Registration Number:	2843281	
Registration Number:	2928287	GUTHY-RENKER ENTERTAINMENT
Registration Number:	2850933	PROACTIV SOLUTION
Registration Number:	3291463	MANY IMITATE. NONE DUPLICATE.
Registration Number:	2895294	CORE SECRETS
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:	3966785	SHADE ADAPTING MINERALS
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 VITAPOW

**TRADEMARK**

**REEL: 005783 FRAME: 0408**

Property Type	Number	Word Mark
Registration Number:	3772459	SHINE TO THE LAST PUMP
Registration Number:	3894172	MEANINGFUL RESULTS
Registration Number:	3550768	BIOSOOOTHE 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:	3966539	ALL DAY BEAUTY
Registration Number:	3512905	ACNEFX
Registration Number:	2711204	
Registration Number:	2823868	SHEERCOVER
Registration Number:	2852460	YOUTHFUL ESSENCE BY SUSAN LUCCI
Registration Number:	2693993	SLIM FUSION
Registration Number:	2914763	ZITS HAPPEN
Registration Number:	2926538	YOUTHFUL ESSENCE
Registration Number:	2596328	DAILY PROTECTION PLUS SUNSCREEN
Registration Number:	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
Registration Number:	4471211	GUTHY   RENKER
Registration Number:	4601769	G   R
Registration Number:	4556213	PROJECT YOUTH
Registration Number:	4514896	
Registration Number:	4459410	ALL CLEAR
Registration Number:	4522155	EXCELERATE
Registration Number:	4425812	RECONFIGURE
Registration Number:	4388551	CARE AND SUPPORT. EVERY MINUTE, EVERY DA

Property Type	Number	Word Mark
Registration Number:	4126796	X-OUT
Serial Number:	85171884	PROACTIV
Serial Number:	85160762	ACTIBOOST
Serial Number:	85156846	PROACTIV NEXT DAY
Serial Number:	77893939	I'M PROACTIV

**CORRESPONDENCE DATA**

Fax Number: 6197026859

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 619-685-3055

Email: jenkins@scmv.com

Correspondent Name: Seltzer Caplan McMahon Vitek

Address Line 1: 750 B Street, Suite 2100

Address Line 4: San Diego, CALIFORNIA 92101

ATTORNEY DOCKET NUMBER:	90001.00001
NAME OF SUBMITTER:	E Jenkins
SIGNATURE:	/EJJ/
DATE SIGNED:	05/02/2016

**Total Attachments: 5**

- source=Release #2 -- Trademarks#page1.tif
- source=Release #2 -- Trademarks#page2.tif
- source=Release #2 -- Trademarks#page3.tif
- source=Release #2 -- Trademarks#page4.tif
- source=Release #2 -- Trademarks#page5.tif

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS**, dated as of May 2, 2016 ("Release"), is made by Bank of America, N.A., as Administrative Agent ("Administrative Agent") in favor of Guthy-Renker LLC, a Delaware limited liability company ("Grantor").

**WHEREAS**, pursuant to that certain Amended and Restated Security and Pledge Agreement dated as of October 18, 2013 (as amended, restated, supplemented, modified, extended, renewed or replaced from time to time, the "Security Agreement") by and among the Obligor party thereto and the Administrative Agent, each Obligor granted to the Administrative Agent, for the benefit of the holders of the Secured Obligations ("Secured Parties"), a continuing security interest in, and a right to set off against, any and all right, title and interest of such Obligor in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing;

**WHEREAS**, pursuant to the Security Agreement, Grantor, an Obligor, executed and delivered to Administrative Agent, for the benefit of the Secured Parties, the Notice of Grant of Security Interest in Trademarks dated as of June 3, 2011 ("Notice"); and

**WHEREAS**, the Notice was recorded at the United States Patent and Trademark Office ("USPTO") on June 7, 2011 at Reel 4555 Frame 0542.

**NOW THEREFORE**, in consideration of the mutual promises and undertakings set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with the intention of being legally bound hereby, Administrative Agent, on behalf of the Secured Parties, and Grantor agree as follows:

**SECTION 1. Defined Terms.** All capitalized terms used herein but not otherwise defined herein have the meanings given to them in the Security Agreement or Notice.

**SECTION 2. Termination and Release.** Administrative Agent, on behalf of the Secured Parties, without representation, warranty, or recourse, hereby:

(a) terminates, cancels, discharges, and releases the mortgage, pledge, and hypothecation and lien on and security interest in and to the Grantor's right, title, and interest in, to, and under all the Trademarks, Trademark Licenses, and Proceeds of the foregoing, including, but not limited to, the foregoing listed on Schedule A attached hereto, granted pursuant to the Security Agreement or Notice; and

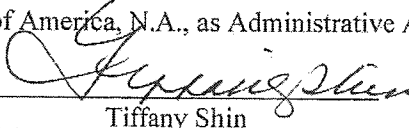
(b) authorizes the recordation of this Release with the USPTO at Grantor's expense.

**SECTION 3. Choice of Law.** This Release shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the Administrative Agent, on behalf of the Secured Parties, has caused this Termination and Release of Security Interest in Trademarks to be duly executed as of the date first set forth above.

Administrative Agent:

Bank of America, N.A., as Administrative Agent

By:   
Name: Tiffany Shin  
Title: Vice President

**Schedule A**

**U.S. Trademarks Subject to Security Interest  
Granted by Guthy-Renker LLC  
In Favor of Bank of America, N.A., as Administrative Agent  
Recorded June 7, 2011 at Reel 4555 Frame 0542**

**Trademark Registrations**

<b>Mark</b>	<b>Reg. No.</b>	<b>Reg. Date</b>
SHEER COVER	4155383	06/05/12
ALL SHADE	4407451	09/24/13
NOALLERGENS	4075495	12/20/11
BE PROACTIV	4154906	06/05/12
VITACLEAR	4088903	01/17/12
PROACTIV	4143243	05/15/12
CONSISTENCY IS KEY	4035787	10/04/11
ENDLESS POSSIBILITIES FOR YOUR SKIN	4392588	08/27/13
BEAUTIFUL COMPLEXION	4272500	01/08/13
MAKEUP THAT MATTERS	4237975	11/06/12
MIRACLE EXFOLIATING TREATMENT	4301588	03/12/13
MIRACLE PEEL TREATMENT	4301580	03/12/13
INSTANT DAILY HYDRATION	4183523	07/31/12
RESULTS THAT GET NOTICED	4074442	12/20/11
PROACTIV – USE IT AND LOSE IT	4222089	10/09/12
MALIBU BODY	3624852	05/19/09
BIOSOOOTHE RELIEF	3321912	10/23/07
IN AN INSTANT	3451425	06/17/08
SHEER COVER STUDIO	3302286	10/02/07
EYE RESULTS	3862176	10/12/10
AB LAZER	3350021	12/04/07
LIP-TO-LID HIGHLIGHTER	3193957	01/02/07
BIOSOOOTHE RELIEF	3420346	04/29/08
SPEEDBODY	3304327	10/02/07
SLEEK ESSENTIALS	3314249	10/16/07
BRIGHT FIX	3555304	12/30/08
MALIBU PILATES	3412942	04/15/08
SALON SILKY	3730041	12/22/09
NOTHING COMPARES TO PROACTIV	3604325	04/07/09
ANTIDANDRUFF THERAPY	3113246	07/04/06
WISDOM COMES WITH AGE.. WRINKLES DON'T HAVE TO	3303514	10/02/07
FINALLY CLEAR	3088729	05/02/06
TRUESHADE TECHNOLOGY	3319607	10/23/07
ENDLESS YOUTH	3150510	10/03/06
GUTHY-RENKER NUTRITION VITACLEAR	3067569	03/14/06
SHEER COVER BASE PERFECTOR and Design	3389696	02/26/08
BRIGHT SECRETS	3506392	09/23/08
3 SIMPLE STEPS TO ENTER THE CLEAR ZONE	3027129	12/13/05
CLEAR ZONE	3062252	02/28/06
BEAUTY STARTS WITH GOOD NUTRITION	3313420	10/16/07

LET THE REAL YOU SHINE THROUGH	2908724	12/07/04
SHEER FINISH	2902564	11/09/04
Design Only	2843281	05/18/04
GUTHY-RENKER ENTERTAINMENT	2928287	02/22/05
PROACTIV SOLUTION and Design	2850933	06/08/04
MANY IMITATE. NONE DUPLICATE.	3291463	09/11/07
CORE SECRETS	2895294	10/19/04
WRINKLE RETREAT	2953158	05/17/05
MEANINGFUL RESULTS	3319320	10/23/07
ACTIVMEMBER	3866093	10/19/10
LASH APPEAL	3887536	12/07/10
PROACTIV PROMISE	3804708	06/15/10
SHADE ADAPTING MINERALS	3966785	05/24/11
YOUR ANSWER FOR ACNE	3890702	12/14/10
SKIN BRIGHTENING SOUFFLE	3886880	12/07/10
SHADE ADAPTING MINERAL TECHNOLOGY	3761709	03/16/10
GUTHY-RENKER NUTRITION VITAPOWER and Design	3646071	06/30/09
SHINE TO THE LAST PUMP	3772459	04/06/10
MEANINGFUL RESULTS	3894172	12/21/10
BIOSOOTHE RELIEF COOL SHOT GEL SHEETS	3550768	12/23/08
SALON SILKY	3712436	11/17/09
BEAUTIFUL COMPLEXION	3948037	04/19/11
SECRET BLEND	3944458	04/12/11
PERFECT SHADE	3944457	04/12/11
ALL DAY BEAUTY	3966539	05/24/11
ACNEFX	3512905	10/07/08
Design Only	2711204	04/29/03
SHEER COVER and Design	2823868	03/16/04
YOUTHFUL ESSENCE BY SUSAN LUCCI and Design	2852460	06/15/04
SLIM FUSION	2693993	03/04/03
ZITS HAPPEN	2914763	12/28/04
YOUTHFUL ESSENCE	2926538	02/15/05
DAILY PROTECTION PLUS SUNSCREEN	2596328	07/16/02
SHEER COVER	2729563	06/24/03
PROACTIV	2574142	05/28/02
NATURAL ADVANTAGE	2428755	02/13/01
YOUTHFUL ESSENCE	2656777	12/03/02
CLEAR ZONE	2258095	06/29/99
ENDLESS YOUTH	2637806	10/22/02
COMPREHENSIVE FORMULA	2513488	11/27/01
PERFECT ABS	2154119	04/28/98
MINI MAINTENANCE SYSTEM	2104388	10/07/97
Design Only	1977805	06/04/96
PROACTIV	2162306	06/02/98
NUTRIGUARD E	2125881	12/30/97
GUTHY-RENKER	1906200	07/18/95
PROACTIV	1890769	04/25/95
GUTHY   RENKER	4471211	01/21/14
G   R	4601769	09/09/14
PROJECT YOUTH	4556213	06/24/14
Design only	4514896	04/15/14

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**TRADEMARK**  
**REEL: 005783 FRAME: 0414**



ALL CLEAR	4459410	12/31/13
EXCELERATE	4522155	04/29/14
RECONFIGURE	4425812	10/29/13
CARE AND SUPPORT. EVERY MINUTE, EVERY DAY.	4388551	08/20/13
X-OUT	4126796	04/10/12

**Trademark Applications**

Mark	Appl. No.	Filing Date
PROACTIV	85171884	11/08/10
ACTIBOOST	85160762	10/25/10
PROACTIV NEXT DAY	85156846	10/20/10
I'M PROACTIV	77893939	12/15/09