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OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U.S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):
Guthy-Renker Corporation

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

Citizenship (see guidelines) Delaware

Execution Date(s) Oct. 20, 2004

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Union Bank of California, N.A. as
Internal Administrative Agent
Address: Guthy-Renker Acct Officer

Street Address: 445 S. Figueroa St., 10th Floor
City: Los Angeles
State: CA
Country: USA Zip: 90071

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other natl bank Citizenship USA
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)
see attached Schedule

B. Trademark Registration No.(s)
see attached Schedule

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Co., LLC

Internal Address: _____

Street Address: 1030 15th St., NW, Suite 920

City: Washington
State: DC Zip: 20005

Phone Number: 202-783-2700
Fax Number: 202-783-0145
Email Address: _____

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 440.00

Authorized to be charged by credit card
 Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number 50-3155
Authorized User Name Federal Research

9. Signature: Julie Cravitz 11-30-04
Signature Date

Julie Cravitz Total number of pages including cover sheet, attachments, and document: 5
Name of Person Signing

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5985, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

American LegalNet, Inc.
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SCHEDULE
to Recordation Form Cover Sheet

<u>Trademark/ Service Mark</u>	<u>Serial No./ File Date</u>	<u>Registration No./ Registration Date</u>
ProActiv	---	2,574,142 / May 28, 2002
ProActiv	---	1,890,769 / April 25, 1995
ProActiv	---	2,162,306 / June 2, 1998
ProActiv Solution (and design)	---	2,850,933 / June 8, 2004
Design Only	---	1,977,805 / June 4, 1996
Guthy-Renker Entertainment	78-257,553 / June 3, 2003	Pending
Guthy-Renker	---	1,906,200 / July 18, 1995
Sheer Cover	---	2,729,563 / June 24, 2003
Youthful Essence	76-243,414 / April 18, 2001	Pending
Youthful Essence	---	2,656,777 / December 3, 2002
Natural Advantage	---	2,428,755 / February 13, 2001
Winsor Pilates	---	2,712,016 / April 29, 2003
Core Secrets	78-219,947 / February 27, 2003	Pending
Dean Martin Celebrity Roasts	---	2,855,895 / June 22, 2004
Clear Zone	---	2,258,095 / June 29, 1999
Clear Zone	78-415,365 / May 7, 2004	Pending
Clear Zone Acne System	78-442,681 / June 28, 2004	Pending

**ACKNOWLEDGEMENT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, Guthy-Renker Corporation, a Delaware corporation ("Borrower") with its principal place of business at 41-550 Eclectic, 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 1 attached hereto,

WHEREAS, Union Bank of California, N.A. ("Secured Party"), has a principal business address of 445 South Figueroa Street, 10th Floor, Los Angeles, California 90071,

WHEREAS, pursuant to that certain Revolving/Term Loan Agreement entered into among Borrower, the lenders from time to time who are parties thereto (collectively, the "Lenders"), and Secured Party as the Administrative Agent (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 dated October 20, 2004, entered into between Borrower and Secured Party, Borrower 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, 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: October 20, 2004

GUTHY-RENKER CORPORATION
"Borrower"

By:


Kevin Knee
Executive Vice President,
Financial Operations

UNION BANK OF CALIFORNIA, N.A.
"Secured Party"

By:


Gregory Dubnansky
Vice President

SCHEDULE 1TRADEMARK APPLICATIONS AND REGISTRATIONS

<u>Trademark/ Service Mark</u>	<u>Serial No./ File Date</u>	<u>Registration No./ Registration Date</u>
ProActiv	75-682,121 / April 13, 1999	2,574,142 / May 28, 2002
ProActiv	74-208,088 / September 30, 1991	1,890,769 / April 25, 1995
ProActiv	74-586,544 / October 17, 1994	2,162,306 / June 2, 1998
ProActiv Solution (and design)	78-253,081 / May 22, 2003	2,850,933 / June 8, 2004
Design Only	74-599,215 / November 15, 1994	1,977,805 / June 4, 1996
Guthy-Renker Entertainment	78-257,553 / June 3, 2003	Pending
Guthy-Renker	74-362,499 / February 22, 1993	1,906,200 / July 18, 1995
Sheer Cover	75-866,698 / December 7, 1999	2,729,563 / June 24, 2003
Youthful Essence	76-243,414 / April 18, 2001	Pending
Youthful Essence	75-517,782 / July 13, 1998	2,656,777 / December 3, 2002
Natural Advantage	75-554,200 / September 16, 1998	2,428,755 / February 13, 2001
Winsor Pilates	76-302,650 / August 20, 2001	2,712,016 / April 29, 2003
Core Secrets	78-219,947 / February 27, 2003	Pending
Dean Martin Celebrity Roasts	78-189,237 / November 26, 2002	2,855,895 / June 22, 2004
Clear Zone	75-419,166 / January 16, 1998	2,258,095 / June 29, 1999
Clear Zone	78-415,365 / May 7, 2004	Pending
Clear Zone Acne System	78-442,681 / June 28, 2004	Pending