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05-28-1999

FORM PTO-1594 (Substitute)

5.24.99

RECORDATION
TRA



DEPARTMENT OF COMMERCE
Patent and Trademark Office

101050668

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
GENERAL NUTRITION INVESTMENT COMPANY

Individual Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other: _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: GENERAL NUTRITION INVESTMENT COMPANY

Address: 300 Sixth Avenue

City: Pittsburgh State: PA Zip: 15222

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: February 1, 1999

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

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.)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s)

A. Trademark Application No(s).
75/617,232; 75/437,272

B. Trademark Registration No(s).
2,224,071

Additional numbers attached? Yes No

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

Name: Raymond A. Miller
REED SMITH SHAW & McCLAY LLP

Address: P.O. Box 488

05/27/1999 JSHABAZZ 00000200 75617E32
 01 FC:481 40.00 DP
 02 FC:482 50.00 DP

City: Pittsburgh State: PA Zip: 15230

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 2.6(b)(6)): \$ 90.00

Enclosed
 Authorized to be charged to deposit account
 Charge any deficiency to deposit account

8. Deposit account number:
18-0582

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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 and copy of the original document.

Raymond A. Miller, Reg. No. 42,891
 Name of Person Signing

Signature

5/29/99
 Date

Total number of pages including cover sheet, attachments, and document: 2

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

TRADEMARK
 REEL: 001903 FRAME: 0605
 PGHUB-0451191.01-JLBURNE
 05/29 4:41 PM

TRADEMARK AND SERVICE MARK ASSIGNMENT

WHEREAS, General Nutrition Investment Company, a Delaware corporation, having its principal office at 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222, is owner of the following trademarks and service marks now applied for in the United States Patent and Trademark Office:

<u>Trademark</u>	<u>Serial No.</u>	<u>Date of Application</u>
1. AWOL	75/617232	01/08/99

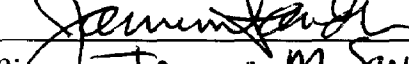
<u>Service Mark</u>	<u>Serial No.</u>	<u>Date of Application</u>
1. Natures Fresh Northwest	75/396,093	01/25/97
2. Nature's Inside Out	75/437272	02/18/98

WHEREAS, General Nutrition Investment Company, an Arizona corporation, having its principal office at 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222, desires to acquire all of the rights to the trademarks and service marks;

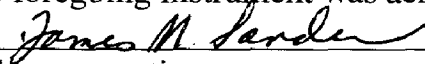
NOW, THEREFORE, for good and valuable consideration, General Nutrition Investment Company, a Delaware corporation, hereby assigns to General Nutrition Investment Company, an Arizona corporation, all of its right, title and interest in and to all of the rights to the trademarks and service marks for such trademarks and service marks, together with the goodwill of the business associated with the trademarks and service marks and the above-identified application thereof.

EFFECTIVE the 1st day of February, 1999.

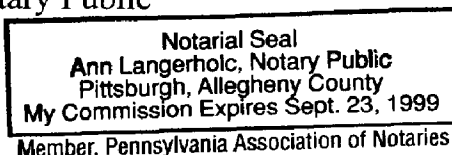
GENERAL NUTRITION INVESTMENT COMPANY

By: 
Name: James M. Sander
Its: VP

STATE OF PENNSYLVANIA :
COUNTY OF ALLEGHENY :

The foregoing instrument was acknowledged before me this 1st day of February, 1999 by , General Nutrition Investment Company on behalf of the corporation.


Notary Public



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RECORDED: 05/24/1999

TRADEMARK
REEL: 001903 FRAME: 0606