

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

GN Investment Oldco Company

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment of Assignor's Interest
- Merger
- Change of Name

Execution Date: December 5, 2003

2. Name and address of receiving party(ies)

Name: General Nutrition Investment Company

Internal Address: _____

Street Address: 300 Sixth Street

City: Pittsburgh State: PA Zip: 15222

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State of 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 registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2,401,002

Additional number(s) attached Yes No

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

Name: Holly Miller

Internal Address: _____

Vedder, Price, Kaufman & Kammholz

Street Address: 222 North LaSalle St. - 24th Floor

City: Chicago State: IL Zip: 60601

6. Total number of applications and registrations involved: 21

7. Total fee (37 CFR 3.41).....\$ 540.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

22-0259

DO NOT USE THIS SPACE

9. Signature.

Michael J. Turgeon
Name of Person Signing


Signature

December 9, 2003
Date

Total number of pages including cover sheet, attachments, and document: 7

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

CH \$540.00 220259 2401002

CONTINUATION OF RECORDATION FORM COVER SHEET - Item 4Additional Trademark Registration Numbers:

Reg. No./ Appln. No.	Trademark
2,390,499	Boneplex
2,398,715	CardioFlow
2,404,874	Cellsure
2,394,356	Cholvex
2,447,051	Inspired by Life. Created by Science
2,400,961	LiverPro
2,392,327	Migraplex
2,411,381	Moodplex
2,398,718	MSM Plex
2,402,916	Neurosyn
2,518,097	Pharmassure
2,398,717	PMS Plex
2,528,054	PreNatal Companion
2,390,498	Prostamen
2,390,497	Resistance Plus
2,398,719	Sulfurplex
2,404,879	Thermosyn
2,398,716	Thyroplex
2,394,323	Variclear
2,541,579	Vigorplex

TRADEMARK ASSIGNMENT

WHEREAS, GN Investment Oldco Company, an Arizona corporation, having a principal place of business at 300 Sixth Street, Pittsburgh, Pennsylvania 15222 (referred to herein as "Assignor") is the owner of certain right, title and interest in and to the trademarks, pending applications and registrations which are listed on Exhibit A attached hereto (the "Trademarks");

WHEREAS, General Nutrition Investment Company, an Arizona corporation, having its principal place of business at 300 Sixth Street, Pittsburgh, Pennsylvania 15222 (referred to herein as "Assignee") is desirous of acquiring Assignor's right, title and interest in and to the Trademarks;

NOW, THEREFORE, TO ALL WHOM IT MAY CONCERN, be it known that, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by Assignor, Assignor does hereby sell, assign, transfer, and set over unto Assignee the entire right, title and interest in, to and under the Trademarks, together with the goodwill of the business symbolized by the Trademarks and in accordance with which the Trademarks are used, together with all common law rights of Assignor, including, without limitation, the right to bring action and recover for past infringement, if any, of the Trademarks.

This Assignment is made pursuant to and subject to the terms and conditions of the Contribution, Assignment and Assumption Agreement among GN Investment Oldco Company and General Nutrition, Incorporated dated as of even date herewith.

Upon request from time to time by Assignee, Assignor agrees to execute all such papers as may be reasonably necessary or desirable in order to vest the entire right, title and interest in, to and under the Trademarks in Assignee, and consents to Assignee applying alone for recordal of the Trademarks, all at Assignee's expense.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned representatives of Assignor and Assignee, being properly authorized to execute this Agreement, hereunto set their hands and affixed their seals.

GN Investment Oldco Company

General Nutrition Investment Company

By: James Sander
Title: VP
Date: 12/5/03

By: James Sander
Title: VP
Date: 12/5/03

[Notary Page Follows]

STATE: Illinois) SS
COUNTY: Cook)

I, Catherine A-, a Notary Public in and for the country and territory aforesaid, do hereby certify that James M. Sanders, personally known to me to be the same person whose name and corporate title is subscribed to the foregoing instrument, is duly entitled to execute said instrument on behalf of GN Investment Oldco Company, and appeared before me this day in person and acknowledged that he executed, sealed and delivered the said instrument on behalf of said corporation as a duly authorized officer thereof and as said corporation's free and voluntary act for the uses and purposes therein set forth.

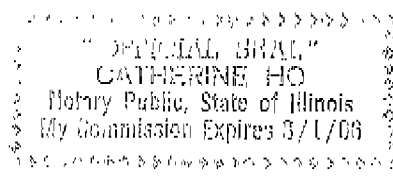
IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 5th day of December, 2003.

Catherine A-
Notary Public

My Commission Expires:

9/1/06

SEAL



STATE: Illinois) SS
COUNTY: Cook)

I, Catherine A-, a Notary Public in and for the country and territory aforesaid, do hereby certify that James M. Sanders, personally known to me to be the same person whose name and corporate title is subscribed to the foregoing instrument, is duly entitled to execute said instrument on behalf of General Nutrition Investment Company, and appeared before me this day in person and acknowledged that he executed, sealed and delivered the said instrument on behalf of said corporation as a duly authorized officer thereof and as said corporation's free and voluntary act for the uses and purposes therein set forth.

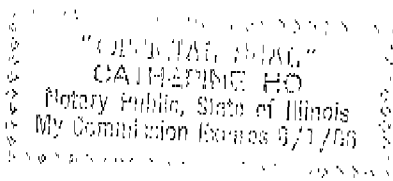
IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 5th day of December, 2003.

Catherine A-
Notary Public

My Commission Expires:

8/1/06

SEAL



[Exhibit A Follows]

EXHIBIT A**General Nutrition Investment Company****UNITED STATES**

Reg. No./ Appln. No.	Status	Trademark
2,401,002	Registration	Aquatone
2,390,499	Registration	Boneplex
2,398,715	Registration	CardioFlow
2,404,874	Registration	Cellsure
2,394,356	Registration	Cholvex
2,447,051	Registration	Inspired by Life. Created by Science
2,400,961	Registration	LiverPro
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2,404,879	Registration	Thermosyn
2,398,716	Registration	Thyroplex
2,394,323	Registration	Variclear
2,541,579	Registration	Vigorplex

[END OF TRADEMARK ASSIGNMENT]