

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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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):

Great Earth Companies, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other **Correct Assignee 2830/0907**
- Merger
- Change of Name

Execution Date: **April 5, 2004**

2. Name and address of receiving party(ies)

Name: **Vitamin Shoppe Industries Inc.**

Internal

Address:

Street Address: **2101 91st Street**

City: **North Bergen** State: **NJ** Zip: **07047**

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State **New York**
- 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) **78/070985**

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: **Todd Braverman**

Internal Address: **Bryan Cave LLP**

Street Address: **1290 Avenue of the Americas**

City: **New York** State: **NY** Zip: **10104**

6. Total number of applications and registrations involved: **1**

7. Total fee (37 CFR 3.41)..... **\$40.00**

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

02-4467

DO NOT USE THIS SPACE

9. Signature.

Todd Braverman
Name of Person Signing

Todd Braverman
Signature

4/20/04
Date

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

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

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BRYAN CAVE LLP
04/13/2004
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| Form PTO-1594 (Rev. 10/02) OMB No. 0851-0027 (exp. 8/30/2005) | | RECORDATION FORM COVER SHEET TRADEMARKS ONLY | | U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office | |
| Tab settings <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> | | | | | |
| To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof. | | | | | |
| 1. Name of conveying party(ies): <u>Great Earth Companies, Inc.</u> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | 2. Name and address of receiving party(ies) Name: <u>Vitamin Shoppe Industries, Inc.</u> Internal Address: _____ Address: _____ Street Address: <u>2101 91st Street</u> City: <u>North Bergen</u> State: <u>NJ</u> Zip: <u>07047</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>New York</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</small> | | |
| 3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>April 5, 2004</u> | | | | | |
| 4. Application number(s) or registration number(s): A. Trademark Application No.(s) _____ <u>78/070985</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | B. Trademark Registration No.(s) _____ _____ | | |
| 5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Todd Braverman</u> Internal Address: <u>Bryan Cave LLP</u> _____ Street Address: <u>1290 Avenue of the Americas</u> City: <u>New York</u> State: <u>NY</u> Zip: <u>10104</u> | | | 6. Total number of applications and registrations involved: 1 | | |
| | | | 7. Total fee (37 CFR 3.41)..... \$ <u>40.00</u> <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account | | |
| | | | 8. Deposit account number: <u>02-4467</u> | | |
| DO NOT USE THIS SPACE | | | | | |
| 9. Signature. <u>Todd Braverman</u> <u>Todd Braverman</u> <u>4/13/04</u> Name of Person Signing Signature Date | | | | | |
| Total number of pages including cover sheet, attachments, and documents <input type="checkbox"/> | | | | | |

CPL 544100 024467 78070985

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

TRADEMARK ASSIGNMENT AGREEMENT

THIS TRADEMARK ASSIGNMENT AGREEMENT, entered into this 5th day of April, 2004 (the "Effective Date"), by and between Great Earth Companies, Inc., a Delaware corporation, located and doing business at 140 Lauman Lane, Hicksville, NY 11801 ("Assignor") and Vitamin Shoppe Industries Inc., a New York corporation, located and doing business at 2101 91st Street, North Bergen, NJ 07047 ("Assignee").

WHEREAS, Assignor is the owner of all right, title and interest in and to the trademark BODYTECH, including such other trademarks, service marks, trade names, domain names, logos, designs and trade dress as may be owned by Assignor and used in connection with the mark BODYTECH, including any form or spelling or phonetic equivalent of the words BODY and TECH together, and any applications or registrations therefor, including U.S. Application Serial No. 78/070,985, in the United States Patent and Trademark Office (collectively, the "Mark") and the goodwill of the business associated with the Mark;

WHEREAS, Assignee is purchasing all right, title and interest to the Mark pursuant to a Trademark Purchase and Assignment Agreement, dated as of the date hereof, and such business is ongoing and existing; and

WHEREAS, Assignee is desirous of acquiring any and all rights that Assignor may have in and to the Marks and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, along with the right to recover damages and profits for past infringements thereof.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign, sell, transfer and convey unto Assignee, all right, title and interest in and to the Marks, including such other trademarks, service marks, trade names, domain names and trade dress as may be owned by Assignor and used in connection with the Marks, and any applications or registrations therefor, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks, including, but not limited to, the use of the Marks in any manner; and Assignor does hereby further assign, sell, transfer and convey unto Assignee any and all claims of Assignor for past infringement and any and all causes of action of Assignor with respect to or arising out of the Marks, along with the right to recover damages and profits for past infringements thereof.

Assignor agrees to execute and deliver at the request of Assignee, all papers, instruments, and assignments, and to perform any other reasonable acts Assignee may require in order to vest all Assignor's rights, title, and interest in and to the Marks in Assignee and/or to provide evidence to support any of the foregoing in the event such evidence is deemed necessary by the Assignee, to the extent such evidence is in the possession or control of Assignor.

IN WITNESS WHEREOF, the undersigned has duly executed this Trademark Assignment Agreement for and on behalf of Assignor on the day and year first above written.

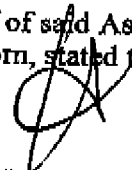
GREAT EARTH COMPANIES, INC.

By: Mel Rich PRES

Name: Mel Rich
Title: President

State of NY)
County of NASSAU) ss:

On this 5th day of APRIL, 2004, personally appeared Mel Rich, President of Great Earth Companies, Inc., the Assignor above named, and acknowledged that he executed the foregoing Trademark Assignment Agreement on behalf of said Assignor and pursuant to authority duly received, and who, having been duly sworn, stated that any representations therein contained are true.



Notary Public

STEPHEN R. STERN
Notary Public, State of New York
No. 4505531
Qualified in Nassau County
Commission Expires March 30, 2005

11/19/05