

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Vitamin Shoppe Industries Inc.		06/13/2006	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Kemin Industries, Inc.		
Street Address:	2100 Maury Street		
Internal Address:	PO Box 70		
City:	Des Moines		
State/Country:	IOWA		
Postal Code:	50317		
Entity Type:	CORPORATION: IOWA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	78709840	OPTI-GLO	
CORRESPONDENCE DATA			
Fax Number:	(515)559-5206		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	515-559-5408		
Email:	melonie.miner@kemin.com		
Correspondent Name:	Melonie Miner		
Address Line 1:	2100 Maury Street		
Address Line 2:	PO Box 70		
Address Line 4:	Des Moines, IOWA 50317		
NAME OF SUBMITTER:	Melonie Miner		
Signature:	/melonie miner/		
Date:	06/29/2006		

OP \$40.00 78709840

Total Attachments: 2

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ASSIGNMENT

This ASSIGNMENT AGREEMENT, effective June 13, 2006, is made by and between Kemin Industries, Inc and Kemin Foods, L.C d/b/a Kemin Health, L.C. (collectively Kemin) and Vitamin Shoppe Industries Inc (Vitamin Shoppe and together with Kemin "Parties")

In consideration of the covenants and obligations contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

SECTION 1. IDENTITY OF THE PARTIES.

1.1 Kemin is an Iowa corporation engaged in the business of among other things, manufacturing ingredients for human food and animal feed. Kemin's address is 2100 Maury Street P O Box 70, Des Moines, Iowa 50301

1.2 Kemin Foods, L.C. is an Iowa limited liability company engaged in the business of among other things, manufacturing ingredients for the dietary supplement and vitamin industries. Kemin Foods address is 600 East Court Ave. Des Moines, IA 50309.

1.3 Vitamin Shoppe is a New York corporation and a retailer and marketer of private label and branded vitamin, nutraceutical and herbal products. The address for Vitamin Shoppe is Vitamin Shoppe Industries Inc., at 2101 91st Street, North Bergen, New Jersey 07047.

SECTION 2. PURPOSE.

2.1 Vitamin Shoppe is the owner of the trademark Opti-GLO (serial number 78709840) and the goodwill of the business symbolized thereby and associated therewith, which mark is embodied by an application for registration in the United States Patent and Trademark Office (the foregoing collectively referred to as "the Mark").

2.2 Kemin is a worldwide manufacturer and seller of specialty chemicals and additives for human and animal foodstuffs and is interested in acquiring the Mark, and of recording its status as owner of the entire right, title and interest in and to the Mark and then licensing the Mark to Vitamin Shoppe for its exclusive use.

SECTION 3. ASSIGNMENT.

3.1 Vitamin Shoppe does hereby assign, transfer and convey to Kemin all its right, title and interest in and to the Mark, inclusive of the goodwill of the business symbolized by the Mark, and the Trademark Application and Registrations associated therewith as encompassed by the defined term "the Mark".

3.2 Kemin hereby assumes all liabilities and obligations in connection with the assignment described in Paragraph (1) hereof, except as otherwise agreed in writing by the Parties.

3.3 Vitamin Shoppe agrees to take whatever further action is deemed necessary or appropriate by Kemin to properly and fully effect and perfect the transfer to Kemin of the Mark to establish full custody of the Mark by Kemin, to set forth and establish the chain of title to the Mark, and to set forth and establish the first use of the Mark all at Kemin's expense For example, without limitation, Vitamin Shoppe agrees to execute assignments to Kemin regarding the Mark as may be required in proceedings throughout the world.

3.4 This Assignment Agreement shall be governed by the internal laws of the State of Delaware, without reference to its conflicts of law principles

IN WITNESS WHEREOF, the Parties have executed this Agreement by and through their properly authorized signatories effective as of the date indicated above.

KEMIN INDUSTRIES, INC.

By: Elizabeth A. Nelson
Name: Elizabeth A. Nelson
Title: Vice President, General Counsel
Date: June 13, 2006

VITAMIN SHOPPE INDUSTRIES INC.

By: William Dyer
Name: William Dyer
Title: Vice President U.S.B.
Date: 06/19/06

KEMIN FOODS, L.C. d/b/a KEMIN HEALTH, L.C.

By: Rodney L. Ausich
Name: Rodney L. Ausich, Ph.D.
Title: President
Date: June 13, 2006