

Form PTO-1594 (Rev. 07/05)
OMB Collection 0651-0027 (exp. 6/30/2008)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):

NUTRITION WAREHOUSE ACQUISITION CORP.

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

Citizenship (see guidelines) USAAdditional names of conveying parties attached? Yes No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) NOVEMBER 15, 2001

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes NoName: VITAMIN WORLD, INC.

Internal

Address: _____

Street Address: 90 ORVILLE DRIVECity: BOHEMIAState: NEW YORKCountry: USAZip: 11716

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship DELAWARE
 Other _____ Citizenship _____

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

Please see attached sheet

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: Jaspan Schlesinger Hoffman, LLPInternal Address: Lee Grosskreuz Hechtel, Esq.Street Address: 300 GARDEN CITY PLAZACity: GARDEN CITYState: NEW YORK Zip: 11530Phone Number: 516 746 8000Fax Number: 516 393 8282Email Address: LHECHTEL@JSHLLP.COM**6. Total number of applications and registrations involved:**

11

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 290

- 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 501 844
Authorized User Name Lee Hechtel**9. Signature:**

Signature

Date

Lee Grosskreuz Hechtel, Esq.

Name of Person Signing

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

4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450**TRADEMARK**

700278796

REEL: 003358 FRAME: 0677

TRADEMARK ASSIGNMENT VIA MERGER

Whereas, effective as of November 15, 2001, Nutrition Warehouse Acquisition Corp., ("Assignor") a Delaware corporation, formerly located at 4 Metrotech Center, 5th Floor, Brooklyn, New York 11245, was the owner of the following trademarks for which applications have been filed with the United States Patent and Trademark Office and registrations have been issued (the "Trademarks"):


TRADEMARK	REGISTRATION NUMBER	APPLICATION SERIAL NUMBER
ALOE-ACE	1,746,283	74/021,939
BIO-NUTRITIONAL FORMULAS	1,561,658	73/723,841
PROSTA-METTO	2,021,954	75/010,294
DESERT DAWN	2,044,410	74/610,099
MEGA-VITES	2,093,224	75/177,469
FIBER FORCE-6	2,008,317	75/010,285
LIFE'S GREENS	2,175,690	75/230,026
RADICAL RAIDERS	2,083,017	75/010,288
NUTRITION WAREHOUSE	2,508,728	75/851,649
NUTRITION WAREHOUSE	1,844,928	74/435,084
SUPER SNOOZE	2,141,741	75/010,292

Whereas, the Assignor has merged its company with and into Vitamin World, Inc. ("Assignee"), a Delaware corporation having a principal place of business at 90 Orville Drive Bohemia, New York 11716, which acquired the rights to the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used, with the merger with and into the Assignor.

Now, therefore, this instrument witnesses that for and in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor has sold, assigned and transferred unto to Assignee, its legal successors and representatives, and the Assignee has accepted all of Assignor's entire right, title, and interest in and to the Trademarks and registrations, renewals, and extensions thereto, together with the goodwill of the business in connection with which the said Trademarks are used and which are symbolized by said Trademarks, together with the right to sue for past infringement, to be held and enjoyed by the said Assignee, as fully as the same would have been enjoyed by Assignor, had this Assignment not been made.

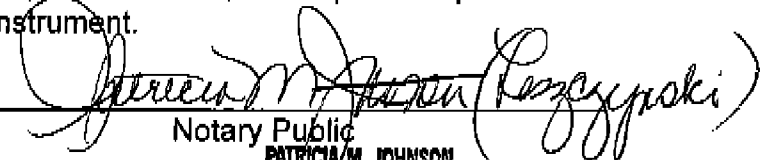
In testimony whereof, the said Assignor has hereunto set its hand this 24th day of July, 2006.

Assignor


 By: Michael C. Slade
 Title: Secretary

STATE OF NEW YORK)
) ss:
 COUNTY OF)

On the 24th day of July, in the year 2006, before me, the undersigned, a Notary Public in and for said state, personally appeared Michael C. Slade, Secretary of Nutrition Warehouse Acquisition Corp., personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


 Notary Public
 PATRICIA M. JOHNSON
 NOTARY PUBLIC, STATE OF NEW YORK
 NO. 01J06061513
 QUALIFIED IN NASSAU COUNTY
 COMMISSION EXPIRES 7/16/07

JASPAN SCHLESINGER HOFFMAN LLP**Attorneys at Law****300 Garden City Plaza****Garden City, New York 11530-3324****(516) 746-8000 (telephone)****(516) 393-8282 (facsimile)****FACSIMILE COVER SHEET****PLEASE DELIVER IMMEDIATELY TO:**

NAME: **Assignment Recordation Services**

FIRM/COMPANY: **USPTO**

TELECOPIER NUMBER: **1-571-273-0140**

OFFICE TELEPHONE NUMBER:

SENDER: **Lee Grosskreuz Hechtel**

MATTER: **Assignment of Nutrition Warehouse Trademarks**

DATE TRANSMITTED: **June 13, 2006**

OUR FILE NO.: **39686**

PAGES (including this cover page): **4**

IF YOU DO NOT RECEIVE THE TOTAL TRANSMISSION PLEASE CALL (516) 746-8000, EXT. 424

COMMENTS/SPECIAL INSTRUCTIONS:

Please see the attached Trademark Assignment for Nutrition Warehouse to Vitamin World Inc. and Form PTO -1594 which is executed to allow payment of the filing fee via the corresponding law firm's Deposit Account. In addition, please charge any additional fees necessary for this assignment to the Deposit Account as well.

Thank you, Lee Hechtel

SENT BY:
DATE:**TIME:**

THIS MESSAGE IS INTENDED FOR THE USE OF THE INDIVIDUAL OR ENTITY TO WHICH IT IS ADDRESSED AND MAY CONTAIN INFORMATION THAT IS PRIVILEGED, CONFIDENTIAL AND EXEMPT FROM DISCLOSURE UNDER APPLICABLE LAW, IF THE READER OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, OR THE EMPLOYEE OR AGENT RESPONSIBLE FOR DELIVERING THE MESSAGE TO THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPYING OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US IMMEDIATELY BY TELEPHONE AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA THE U.S. POSTAL SERVICE. THANK YOU.