

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
Nutraceutical Sciences Institute, Inc.		07/26/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Vitacost.com Inc.
Street Address:	352 S.W. 12th Ave
City:	Deerfield Beach
State/Country:	FLORIDA
Postal Code:	33442
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	2838209	MGC-7
Registration Number:	2195734	NEURO LIFT
Registration Number:	3110988	ARTHRIPOWER
Registration Number:	3052807	ARTHRIPOWER ULTRA
Registration Number:	2283103	CARDIOLIFT
Registration Number:	2396825	CHEWS TO LOSE
Registration Number:	2244987	GLUCOPOWER
Registration Number:	2674924	LONGEVITY ENHANCEMENT FORMULAS
Registration Number:	2243369	NEUROPOWER
Registration Number:	2411431	NSI
Registration Number:	2491928	NSI NUTRACEUTICAL SCIENCES INSTITUTE
Registration Number:	2970843	SYNERGY 3000
Registration Number:	2434385	TOP BRAND VITAMINS AT WHOLESALE COST
Registration Number:	2257056	ULTRABSORB TECHNOLOGY

OP \$540.00 2838209

Serial Number:	77122436	ADVAN-C
Serial Number:	77170779	ADVAN C
Serial Number:	77101138	ACTISLIM
Serial Number:	76611509	FIBROLIFT
Serial Number:	77174000	KUDZUMIN
Serial Number:	77139824	SYNERGY ONCE DAILY
Serial Number:	78965658	ULTRASORB-C

CORRESPONDENCE DATA

Fax Number: (312)706-8248
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 3127018607
Email: zbeal@mayerbrownrowe.com
Correspondent Name: Joan L. Long
Address Line 1: P.O. Box 2828
Address Line 4: Chicago, ILLINOIS 606902828

ATTORNEY DOCKET NUMBER:	07072607
NAME OF SUBMITTER:	Joan L. Long
Signature:	/joanllong/
Date:	08/09/2007

Total Attachments: 5
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Assignment") is between NUTRACEUTICAL SCIENCES INSTITUTE, INC. (the "Assignor") and VITACOST.COM INC. (the "Assignee").

WHEREAS, Assignor is the owner of all right, title, and interest in the trademarks, trademark applications, service marks and trade names listed on the attached Exhibit A incorporated by reference into this Agreement (collectively, the "Trademarks"); and

WHEREAS, Assignor desires to assign all right, title and interest in the Trademarks to Assignee and Assignee desires to acquire all of Assignor's right, title and interest in, to and under the Trademarks, together with the goodwill of the business in connection with which the Trademarks are used;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, its successors, legal representatives and assigns, all of Assignor's right, title and interest in and to the Trademarks together with the goodwill of the business associated with said Trademarks and registrations thereof, including any rights under common law, and which include the Trademarks alone or in combination with other words, figures, designs or indicia, including any rights, title and interest as service marks, trademarks, trade names and all common law rights connected therewith, together with the goodwill of the business with respect to which the Trademarks or any such other marks or names have been used and/or registered and all claims, proceeds and causes of action relating to past, present or future infringement of said Trademarks or said other marks or names.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee, as assignee and owner of any and all of Assignor's right in the Trademarks and to issue to Assignee any and all trademark registrations and service mark registrations resulting from said trademark applications and service mark applications, or any renewals of said registrations.

Assignor agrees to execute and deliver at a future date, for no additional consideration any additional documents that the Assignee reasonably determines are required to reflect the Assignee's ownership of the Trademarks anywhere in the world.

Assignor will assist in obtaining or providing any further documents which may be required to confirm chain or title thereto.

This Assignment may be signed in counterparts, each of which shall be deemed an original, but together shall constitute a single instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

In witness of this assignment, authorized representatives of Assignor and Assignee have executed this Assignment as of the 26th day of July, 2007.

NUTRACEUTICAL SCIENCES INSTITUTE, INC.

By: *Ira P. Kerker*

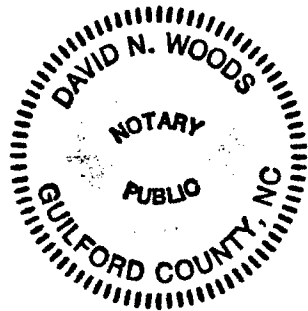
Name: Ira P. Kerker
Title: Chief Executive Officer

STATE OF North Carolina)
) SS.
COUNTY OF Guilford)

Before me, the undersigned, a notary public, on this day personally appeared Ira P. Kerker, known to me to be the person and officer who signed the foregoing instrument, and acknowledged to me his signing was the act of Nutraceutical Sciences Institute, Inc., a Delaware corporation, and that he signed as the act of such corporation, for the purposes and consideration expressed therein, and in the capacity therein stated.

Given under my hand and seal of office on this 26th day of July, 2007.

David N. Woods
Notary Public Signature
My Commission Expires: May 23, 2011



VITACOST.COM INC.
TRADEMARK ASSIGNMENT (NUTRACEUTICAL SCIENCES INSTITUTE, INC.)

In witness of this assignment, authorized representatives of Assignor and Assignee have executed this Assignment as of the 26th day of July, 2007.

VITACOST.COM INC

By: _____
Name: Ira P. Kerker
Title: Chief Executive Officer

STATE OF North Carolina)
) SS.
COUNTY OF Guilford)

Before me, the undersigned, a notary public, on this day personally appeared Ira P. Kerker, known to me to be the person and officer who signed the foregoing instrument, and acknowledged to me his signing was the act of Vitacost.com Inc., a Delaware corporation, and that he signed as the act of such corporation, for the purposes and consideration expressed therein, and in the capacity therein stated.

Given under my hand and seal of office on this 26th day of July, 2007.

Notary Public Signature
My Commission Expires: May 23, 2011

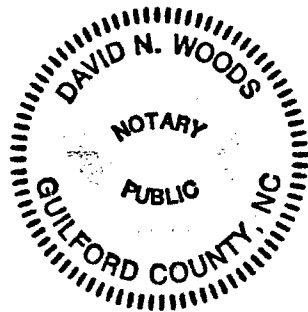


EXHIBIT A

Trademark	Registration Number	Applied	Registered	Expiration Date
Arthropower	3110988	02/14/05	07/04/06	07/04/11
Arthropower Ultra	3052807	01/28/05	01/31/06	01/31/11
Cardiolift	2283103	07/15/98	10/05/99	
Chews to Lose	2396825	07/15/98	10/24/00	10/24/10
Glucopower	2244987	03/17/97	05/11/99	05/11/09
Longevity Enhancement Formula	2674924	04/30/02	01/14/03	01/14/13
Neuropower	2243369	03/17/97	05/04/99	04/20/15
NSI	2411431	07/16/99	12/05/00	05/11/16
NSI & Design	2491928	10/19/99	09/25/01	
NSI & Design Europe	1615194	04/17/00	08/07/01	
NSI-Australia	1092679	12/29/05	12/29/05	12/29/15
NSI-Korea	685419	12/19/05	11/13/06	11/13/16
Nutraceutical Sciences Institute	2470724	09/23/99	07/17/01	07/17/11
Nutraceutical Sciences Institute-Europe	1382233	11/12/99	02/21/01	
Nutraceutical Sciences Institute service mark	2491928	10/19/99	09/25/01	09/25/11
Synergy 3000	2970843	07/15/99	07/19/05	07/19/10
Top Brand Vitamins at Wholesale Cost	2434385	09/23/99	03/06/01	03/06/11
Ultrasorb Technology	2257056	04/30/98	06/29/99	

Trademarks Applied	Registration Number	Applied
Advanc-C in Class 5	77122436	03/05/07
AdvancC	77170779	05/02/07
Actislim	77101138	02/07/07
Fibrolift	76611509	09/15/04
Kudzumin	77174000	05/07/07
MGC-7	2838209	06/03/03
Neurolift	2195734	09/05/97
Synergy Once Daily	77139824	03/26/07
Ultrasorb-C in Class 5	78965658	09/01/06