

USPTO

12/26/2007 9:46:20 AM PAGE 4/009 Fax Server

TO:SUBMITTER COMPANY:Faxed to Submitter's Fax Number

12/26/2007 03:24 6312005072

PAGE 02/07

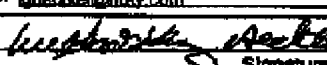
Form PTO-159 (Rev. 07/05)

OMB Collection 0651-0027 (exp. 01/30/2008)

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 Headquarters (Minnesota), Inc. <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>NEW YORK</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>Vitamin World, Inc.</u> Internal Address: <u>Legal Dept.</u> Street Address: <u>80 Orville Drive</u> City: <u>Bohemia</u> State: <u>New York</u> Country: <u>USA</u> Zip: <u>11716</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input checked="" type="checkbox"/> Corporation Citizenship <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship _____ 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)	
3. Nature of conveyance /Execution Date(s) : Execution Date(s): <u>April 1, 2003</u> <input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____		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) <u>2488,185</u> Additional sheet(s) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>VITAMIN CITY</u>			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Leo Gosakreuz Hechtel</u> Internal Address: <u>Legal Dept</u> Street Address: <u>80 Orville Drive</u> City: <u>Bohemia</u> State: <u>New York</u> Zip: <u>11716</u> Phone Number: <u>631 218 7335</u> Fax Number: <u>631 218 7344</u> Email Address: <u>lghechtel@nhty.com</u>		6. Total number of applications and registrations involved: <u>1</u>	
7. Total fee (37 CFR 2.0(b)(8) & 3.41) \$ <u>40</u> <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed		8. Payment Information: a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>502153</u> Authorized User Name <u>Leo Gosakreuz Hechtel</u>	
9. Signature:  Signature _____ Date <u>20 December 2007</u> Name of Person Signing <u>Leo Gosakreuz Hechtel</u>		Total number of pages including cover sheet, attachments, and document: <u>2</u>	

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 1460, Alexandria, VA 22313-1460

CH \$40.00 502153 2488185

USPTO

12/26/2007 9:46:20 AM PAGE 5/009 Fax Server

TO:SUBMITTER COMPANY:Faxed to Submitter's Fax Number

12/29/2007 03:24 6312005072

PAGE 03/07

TRADEMARK ASSIGNMENT

Whereas, effective as of April 1, 2003, Nutrition Headquarters (Mineola) Inc., ("Assignor") a New York corporation, formerly located at 90 Orville Drive, Bohemia, New York 11716, was the owner of the trademark, below, for which an application has been filed with the United States Patent and Trademark Office and a registration has been issued (the "Trademark"):

Vitamin City, Registration Number 2,466,185 filed November 27, 1998

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 Trademark, together with the goodwill of the business in connection with which the Trademark 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 Trademark and registrations, renewals, and extensions thereto, together with the goodwill of the business in connection with which the said Trademark are used and which are symbolized by said Trademark, 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 20TH day of December, 2007.

Assignor



By: Michael C. Slade
Title: Secretary

STATE OF NEW YORK)

COUNTY OF) ss:

On the 20TH day of December, in the year 2007, 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

LEE CROSSBENT HECHTEL
Notary Public, State of New York
No. 3710002875
County of Suffolk
Commission Expires January 14, 2010

USPTO

12/26/2007 9:46:20 AM PAGE 8/009 Fax Server

TO:SUBMITTER COMPANY:Faxed to Submitter's Fax Number

12/26/2007 03:24 6312885072

PAGE 06/07

TRADEMARK ASSIGNMENT

Whereas, effective as of November 10, 1999, Nutrition Warehouse, Inc. ("Assignor"), formerly located at 105 E. Jericho Turnpike, Mineola, New York 11501, 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

USPTO

12/26/2007 9:46:20 AM PAGE 9/009 Fax Server

TO:SUBMITTER COMPANY:Faxed to Submitter's Fax Number

12/29/2007 03:24 6312005072

PAGE 07/07

Whereas, Assignor sold its Trademarks to Nutrition Warehouse Acquisition Corp., ("Assignee") a Delaware corporation, formerly located at 4 Metrotech Center, 5th Floor, Brooklyn, New York 11245, as part of a stock purchase agreement, and thereafter dissolved the Assignor's corporation;

Whereas, effective as of November 15, 2001, the Assignee, Nutrition Warehouse Acquisition Corp., was the owner of the listed trademarks, above, and has merged its company with and into Vitamin World, Inc. (the "Current Owner"), 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 Assignee. The Current Owner has previously filed an assignment with the Trademark Office.

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 20th day of December, 2007.

Assignee


By: Michael C. Slade
Title: Secretary

STATE OF NEW YORK)
) ss:
COUNTY OF)

On the 20th day of December, in the year 2007, 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

LEE GROSSKREUZ HECHTEL
Notary Public, State of New York
No. 02GR008815
Qualified in Suffolk County
Commission Expires January 14, 2010