

## 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
General Nutrition Corporation		02/02/2009	CORPORATION: PENNSYLVANIA
RECEIVING PARTY DATA			
Name:	General Nutrition Investment Company		
Street Address:	1002 South 63rd Avenue at Buckeye		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85043		
Entity Type:	CORPORATION: ARIZONA		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	2996528	BE	
Registration Number:	3047813	BE POWERED	
Registration Number:	3270700	BE VITALIZED	
CORRESPONDENCE DATA			
Fax Number:	(804)698-2230		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	804-775-1166		
Email:	jpeyton@mcguirewoods.com		
Correspondent Name:	Janet P. Peyton		
Address Line 1:	901 E. Cary Street		
Address Line 4:	Richmond, VIRGINIA 23219		
ATTORNEY DOCKET NUMBER:	2036753-0191		
NAME OF SUBMITTER:	Janet P. Peyton		
Signature:	/Janet P. Peyton/		

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REEL: 003929 FRAME: 0815

Date:

02/04/2009

Total Attachments: 4

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## **TRADEMARK ASSIGNMENT**

WHEREAS, General Nutrition Corporation, a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania and having offices at 300 Sixth Avenue, Pittsburgh, Pennsylvania 15222, United States of America, hereinafter referred to as "ASSIGNOR," has adopted and used and is the owner of the trademarks and service marks set forth on Schedule A hereto in connection with the goods or services described therein (the "Marks"), together with the goodwill of the business in connection with which the Marks have been used (the "Goodwill"), the United States Trademark Registrations for the Marks set forth on Schedule A (the "Registrations"); and

WHEREAS, General Nutrition Investment Company, a corporation duly organized and existing under the laws of the State of Arizona and having its principal office at 1002 South 63rd Avenue at Buckeye, Phoenix, Arizona 85043, United States of America, hereinafter referred to as "ASSIGNEE," is desirous of acquiring the Marks, together with the Goodwill, and the Registrations;

NOW, THEREFORE, for One Dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, ASSIGNOR has agreed to sell and has sold, assigned, transferred and set over, and by these presents does sell, assign, transfer and set over unto ASSIGNEE and its successors and assigns ASSIGNOR's entire right, title and interest in and to the Marks, the Goodwill, and the Registrations, including the right to sue for past infringements, to be held and enjoyed by ASSIGNEE for its own use and benefit and for the use and benefit of its subsidiaries, successors, assigns and legal representatives, for the full extent of the life of the Marks and the term of the Registrations, to be used as fully and entirely as such

rights would have been held and enjoyed by ASSIGNOR had this Assignment and sale not been made.

ASSIGNOR covenants that ASSIGNOR is the owner of the Marks, that ASSIGNOR has full power to make this Assignment, and that ASSIGNOR agrees to execute such further assignments and related documents with respect to the Marks, the Goodwill, the Registrations as ASSIGNEE shall reasonably request.

IN WITNESS WHEREOF, ASSIGNOR has caused this Assignment to be executed by its proper officers thereunto duly authorized, the 2nd day of February, 2009.

**GENERAL NUTRITION CORPORATION**

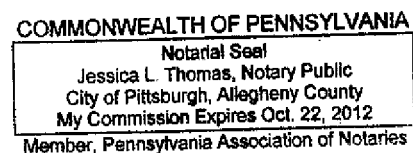
By: [Signature]

Title: Assistant Secretary

Attest: [Signature]

Name: Jessica L. Thomas

Title: Contract Supervisor / Notary Public



State of PA

City/County of Pittsburgh, Allegheny

On this 2nd day of Feb, 2009, before me personally appeared Dan Sullivan to me known to be the General Counsel of General Nutrition Corp., a PA corporation, on whose behalf he executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed.

My commission expires: 10/22/2012

Notary Public

Schedule A

MARK	REGISTRATION NO.	DATE	GOODS & SERVICES
BE design	2996528	September 20, 2005	Nutritional supplements
BE POWERED stylized	3047813	January 24, 2006	Nutritional supplements
BE VITALIZED stylized	3270700	July 31, 2007	Nutritional Supplements