

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
McNeil Nutritionals, LLC		12/19/2012	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Viactiv Holdings LLC
Street Address:	15 Valley Drive
City:	Greenwich
State/Country:	CONNECTICUT
Postal Code:	06831
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2248302	VIACTIV
Registration Number:	2465643	VIACTIV V
Registration Number:	2531197	ACTIVE NUTRITION FOR WOMEN BY WOMEN
Registration Number:	3340509	VIACTIV, THE CALCIUM WOMEN WANT
Registration Number:	3349015	VIACTIV, THE MULTI-VITAMIN WOMEN WANT
Registration Number:	3402282	VIACTIV GETS YOU
Registration Number:	3454259	V VIACTIV FOR TEENS
Registration Number:	2698164	BE SWEET TO YOUR BONES
Registration Number:	3655097	START EVERY DAY VIBRANTLY
Registration Number:	3454257	ACTIVE NUTRITION FOR GIRLS
Registration Number:	3631821	DON'T JUST TAKE YOUR CALCIUM, ENJOY IT
Registration Number:	3631817	DON'T JUST TAKE YOUR VITAMIN, ENJOY IT

CORRESPONDENCE DATA

Fax Number: 2158325767

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 215-569-5767

Email: Perry@blankrome.com

Correspondent Name: David M. Perry

Address Line 1: Blank Rome LLP, One Logan Square

Address Line 2: 8th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103-6998

ATTORNEY DOCKET NUMBER:	138674-00101
NAME OF SUBMITTER:	David M. Perry
Signature:	/David M. Perry/
Date:	02/14/2013

Total Attachments: 7

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ASSIGNMENT OF TRADEMARKS

This Trademark Assignment ("Assignment"), entered into as of December 19, 2012, is made by MCNEIL NUTRITIONALS, LLC, a Delaware limited liability company ("Assignor") in favor of VIATIV HOLDINGS LLC, a Delaware limited liability company, ("Assignee"), with respect to those trademarks, trademark registrations and trademark applications identified on Exhibit A attached hereto ("Marks").

WHEREAS, Assignor and Assignee entered into that certain Asset Purchase Agreement ("Asset Purchase Agreement") dated as of December 19, 2012, pursuant to which, among other things, Assignor has agreed to sell, convey, assign and transfer to Assignee all of Assignor's and the Divesting Entities' (as defined in the Asset Purchase Agreement) rights, titles and interests in, to or under the Marks, and Assignee has agreed to accept the Marks.

NOW, THEREFORE, for the consideration set forth in the Asset Purchase Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

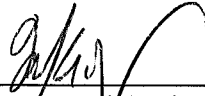
Assignor does hereby irrevocably assign, transfer, convey and deliver to Assignee effective as of the Closing, and Assignee hereby accepts, all of Assignor's right, title and interest in and to the Marks, including any common law or statutory rights associated therewith, together with the goodwill of the business associated with the use of and symbolized by the Marks (if any), and all the trademark applications and registrations therefor, and all rights to (i) bring an action solely related to the Marks, whether at law or in equity, for past, present or future infringement, dilution, misappropriation, misuse or other violation of the Marks against any third party, (ii) any proceeds, benefits, privileges, causes of action, and remedies solely relating to the Marks, and (iii) recover damages, profits and injunctive relief for all past, present or future infringement, dilution, misappropriation, misuse, or other violation of the Marks.

This Assignment shall be governed by and construed in accordance with the laws of the State of New York, without regard to the conflicts of law, principles or rules of such state, to the extent such principles or rules would permit or require the application of the laws of another jurisdiction.

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IN WITNESS WHEREOF, the Assignor has caused this Assignment to be executed in its name as of the date first above written.

MCNEIL NUTRITIONALS, LLC

By: 
Name: Michael Conway
Title: President

[Signature Page to Assignment of Trademarks]

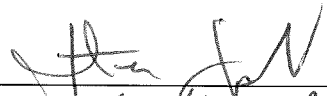
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ACKNOWLEDGED AND AGREED:

VIACTIV HOLDINGS LLC

BY: VIACTIV HOLDINGS
MANAGEMENT INC., AS
MANAGER

By:


Name: STEVEN SANDS
Title: CO-CEO

[Signature Page to Assignment of Trademarks]

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ACKNOWLEDGED AND AGREED:

VIACTIV HOLDINGS LLC

BY: VIACTIV HOLDINGS
MANAGEMENT INC., AS
MANAGER

By:


Name: MARTIN SHAW
Title:

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EXHIBIT A

UNITED STATES AND PUERTO RICO					
TRADEMARK NAME	COUNTRY	APPLICATION NUMBER	APPLICATION DATE	REGISTRATION NUMBER	REGISTRATION DATE
VIACTIV	UNITED STATES OF AMERICA			2248302	05/25/1999
VIACTIV V DESIGN	UNITED STATES OF AMERICA			2465643	07/03/2001
ACTIVE NUTRITION FOR WOMEN BY WOMEN	UNITED STATES OF AMERICA			2531197	01/22/2002
VIACTIV	PUERTO RICO			74834	11/13/2007
VIACTIV THE CALCIUM WOMEN WANT	UNITED STATES OF AMERICA			3340509	11/20/2007
VIACTIV THE MULTI-VITAMIN WOMEN WANT	UNITED STATES OF AMERICA			3349015	12/04/2007
VIACTIV GETS YOU	UNITED STATES OF AMERICA			3402282	03/25/2008
VIACTIV V DESIGN	UNITED STATES OF AMERICA			2465643	07/03/2001
VIACTIV FOR TEENS & PACKAGE DESIGN	UNITED STATES OF AMERICA			3454259	06/24/2008
BE SWEET TO YOUR BONES	UNITED STATES OF AMERICA			2698164	03/18/2003
START EVERY DAY VIBRANTLY	UNITED STATES OF AMERICA			3655097	07/14/2009
ACTIVE NUTRITION FOR GIRLS	UNITED STATES OF AMERICA			3454257	06/24/2008

UNITED STATES AND PUERTO RICO

TRADEMARK NAME	COUNTRY	APPLICATION NUMBER	APPLICATION DATE	REGISTRATION NUMBER	REGISTRATION DATE
DON'T JUST TAKE YOUR CALCIUM ENJOY IT	UNITED STATES OF AMERICA			3631821	06/02/2009
DON'T JUST TAKE YOUR VITAMIN, ENJOY IT	UNITED STATES OF AMERICA			3631817	06/02/2009
VIACTIV, ACTIVE NUTRITION FOR WOMEN	PUERTO RICO			74420	08/02/2007
VIACTIV, ACTIVE NUTRITION FOR WOMEN	PUERTO RICO			74421	08/02/2007
VIACTIV, ACTIVE NUTRITION FOR WOMEN	PUERTO RICO			74423	08/02/2007
VIACTIV, ACTIVE NUTRITION FOR WOMEN	PUERTO RICO			74422	08/02/2007
VIACTIV	PUERTO RICO			74835	11/13/2007
VIACTIV	PUERTO RICO			74836	11/13/2007
VIACTIV, ACTIVE FOODS FOR WOMEN	PUERTO RICO			75771	11/13/2007
VIACTIV	PUERTO RICO			74828	11/13/2007
VIACTIV, ACTIVE FOODS FOR WOMEN	PUERTO RICO	60256	12/30/2008		
VIACTIV, ACTIVE FOODS FOR WOMEN	PUERTO RICO	60273	12/30/2008		

UNITED STATES AND PUERTO RICO

TRADEMARK NAME	COUNTRY	APPLICATION NUMBER	APPLICATION DATE	REGISTRATION NUMBER	REGISTRATION DATE
VIActiv, ACTIVE FOODS FOR WOMEN	PUERTO RICO	60274	12/30/2008		

Exhibit A to Assignment of Trademarks

RECORDED: 02/14/2013**TRADEMARK
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