

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM473600

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
FDC Vitamins, LLC		05/07/2018	Limited Liability Company: DELAWARE
Vitamin Shoppe Procurement Services, Inc.		05/07/2018	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	Arizona Nutritional Supplements, LLC		
Street Address:	210 South Beck Avenue		
City:	Chandler		
State/Country:	ARIZONA		
Postal Code:	85226		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Registration Number:	4823905	ANDRORUSH	
Registration Number:	4833640	B -NOX	
Registration Number:	4951197	BETANCOURT ESSENTIALS	
Registration Number:	4893177	BETANCOURT NUTRITION	
Registration Number:	4282743	FDC	
Registration Number:	3968519	RIPPED JUICE	
Registration Number:	4846138	THE BEEF STANDARD	
Registration Number:	4172379	FULLDOSE	
Registration Number:	4893198	PUMP'D	
CORRESPONDENCE DATA			
Fax Number:	6023826070		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	6023826000		
Email:	sschahn@swlaw.com		
Correspondent Name:	Snell & Wilmer L.L.P.		
Address Line 1:	400 E. Van Buren St.		

CH \$240.00 4823905

Address Line 4:	Phoenix, ARIZONA 85004-2202
ATTORNEY DOCKET NUMBER:	63569.00006
NAME OF SUBMITTER:	John H. Platt
SIGNATURE:	/John H. Platt/
DATE SIGNED:	05/11/2018
Total Attachments: 7 source=TM Assignment Agreement#page1.tif source=TM Assignment Agreement#page2.tif source=TM Assignment Agreement#page3.tif source=TM Assignment Agreement#page4.tif source=TM Assignment Agreement#page5.tif source=TM Assignment Agreement#page6.tif source=TM Assignment Agreement#page7.tif	

EXHIBIT A

TRADEMARK ASSIGNMENT AGREEMENT

This TRADEMARK ASSIGNMENT AGREEMENT (this “**Assignment**”), dated as of May 7, 2018, is by and between FDC VITAMINS, LLC, a Delaware limited liability company (“**Seller**”) and VITAMIN SHOPPE PROCUREMENT SERVICES, INC., a Delaware corporation (“**VSPS**” and together with Seller, the “**Assignor Parties**” and each, an “**Assignor Party**”), on the one hand, and ARIZONA NUTRITIONAL SUPPLEMENTS, LLC, a Delaware limited liability company (the “**Assignee**”), on the other hand. Capitalized terms used but not defined herein shall have the meanings given to such terms in the APA (as defined below).

WITNESSETH:

WHEREAS, Seller, Assignee, and solely for certain purposes as further described in the APA, VSPS, a Delaware corporation, entered into that certain Asset Purchase Agreement, dated as May 7, 2018 (the “**APA**”); and

WHEREAS, pursuant to the APA, Seller has agreed to sell, convey, assign, transfer and deliver to Assignee (or shall cause the conveyance, assignment, transfer and delivery to Assignee), and Assignee has agreed to purchase, acquire and accept from Seller (or its affiliates, as applicable), in each case free and clear of any Liens (other than Permitted Liens), among other assets, all of Seller’s right, title and interest in and to the registered trademarks listed in Schedule A attached hereto and the goodwill associated therewith (the “**U.S. Transferred Trademarks**”).

NOW, THEREFORE, in consideration of the premises and covenants set forth herein and in the APA and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1.1 Each Assignor Party hereby conveys, assigns, transfers and delivers to Assignee, and Assignee hereby acquires and accepts from Assignor, all of Assignor’s right, title and interest in and to the U.S. Transferred Trademarks together with the goodwill associated therewith. Assignor hereby requests the Commissioner of Patents and Trademarks in the United States Patent and Trademark Office to record Assignee as the assignee and owner of the U.S. Transferred Trademarks and to deliver to Assignee, or, as applicable, to Assignee’s attorneys, agents, successors or assigns, all official documents and communications as may be warranted by this Assignment.

1.2 Except as expressly provided in the APA, there are no representations or warranties, express or implied, regarding this Assignment or the subject matter hereof, and any representations or warranties relating to this Assignment or the subject matter hereof are hereby expressly disclaimed. Each of the Assignor Parties and Assignee hereby acknowledge and agree that the representations, warranties, covenants, agreements and indemnities contained in the APA will not be superseded hereby but will remain in full force and effect to the full extent provided therein. In the event of any conflict or inconsistency between the terms of the APA and the terms of this Assignment, the terms of the APA shall govern and control.

1.3 This Assignment shall be governed by and construed in accordance with the laws of the State of Delaware, without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the law of any jurisdiction other than the State of Delaware.

1.4 This Assignment may be executed in one or more counterparts, all of which shall be considered one and the same agreement, and shall become effective when one or more such counterparts have been signed by each of the parties and delivered to the other party. Delivery of an executed counterpart of a signature page of this Assignment by “.pdf” or other electronic imaging means shall be effective as delivery of a manually executed counterpart of this Assignment.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed by their respective officers thereunto duly authorized, as of the date first above written.

ASSIGNOR PARTIES

SELLER

FDC VITAMINS, LLC

By: _____

Name: _____

Title: _____

Brenda Gelsdorf
Brenda Gelsdorf
EVP-CFO

VSPS

VITAMIN SHOPPE PROCUREMENT
SERVICES, INC.

By: _____

Name: _____

Title: _____

Brenda Gelsdorf
Brenda Gelsdorf
EVP-CFO

SCHEDULE A

U.S. TRANSFERRED TRADEMARKS

U.S. Registered Trademarks

United States:

Mark	Application No.	Registration No.	Class	Goods/Services	Status	Owner
ANDRORUSH	86/474573	4823905	5	dietary supplements; powdered fruit-flavored dietary supplement drink mix.	Registered	Vitamin Shoppe Procurement Services, Inc.
B-NOX	86/480868	4833640	5	dietary supplements; powdered fruit-flavored dietary supplement drink mix.	Registered	Vitamin Shoppe Procurement Services, Inc.
BETANCOURT ESSENTIALS	86/764777	4951197	5	vitamins; vitamin, mineral, dietary and nutritional supplements; dietary and nutritional supplement for weight loss, diet, sports nutrition, sport endurance, body building, muscle gain and training; powdered nutritional supplement drink mixes; powdered nutritional supplement drink mixes and concentrates; dietary supplements in the nature of weight loss powders; nutritional supplement meal replacement powders for boosting energy.	Registered	Vitamin Shoppe Procurement Services, Inc.

Mark	Application No.	Registration No.	Class	Goods/Services	Status	Owner
BETANCOURT NUTRITION	86/722910	4893177	5	vitamins; vitamin, mineral, dietary and nutritional supplements; dietary and nutritional supplement for weight loss, diet, sports nutrition, sport endurance, body building, muscle gain and training; powdered nutritional supplement drink mixes; powdered nutritional supplement drink mixes and concentrates; dietary supplements in the nature of weight loss powders; nutritional supplement meal replacement powders for boosting energy.	Registered	Vitamin Shoppe Procurement Services, Inc.
FDC	85/655259	4282743	5	dietary and nutritional supplements	Registered	Vitamin Shoppe Procurement Services, Inc.
RIPPED JUICE	77/942815	3968519	5	dietary and nutritional supplements; dietary supplemental drinks.	Registered	Vitamin Shoppe Procurement Services, Inc.
THE BEEF STANDARD	86/638194	4846138	5	vitamins; vitamin, mineral, dietary and nutritional supplements; dietary supplements in the nature of powdered chocolate, vanilla and fruit-flavored drink mixes and powders; dietary and nutritional	Registered	Vitamin Shoppe Procurement Services, Inc.

Mark	Application No.	Registration No.	Class	Goods/Services	Status	Owner
				supplement for weight loss, diet, health, sports nutrition, body building, muscle gain, athletic training, and weight training; all of the foregoing containing beef protein.		
FULLDOSE	85/174229	4172379	5	dietary and nutritional supplements; dietary and nutritional supplements for endurance sports; nutritional supplement in the nature of a nutrient-dense, protein-based drink mix; nutritional supplements for sports.	Registered	Vitamin Shoppe Procurement Services, Inc.
PUMP'D	86/744735	4893198	5	vitamins; vitamin, mineral, dietary and nutritional supplements; dietary and nutritional supplement for weight loss, diet, sports nutrition, sport endurance, body building, muscle gain and training; powdered nutritional supplement drink mixes; powdered nutritional supplement drink mixes and concentrates; dietary supplements in the nature of weight loss powders; nutritional supplement meal replacement powders for boosting energy.	Registered	Vitamin Shoppe Procurement Services, Inc.