

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
 Stylesheet Version v1.2

ETAS ID: TM578947

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Assignment of Security Interest in Trademarks Previously Recorded at Reel/Frame (4496/0412)		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
JPMORGAN CHASE BANK, N.A.		02/28/2018	National Banking Association: UNITED STATES
RECEIVING PARTY DATA			
Name:	GLAS TRUST COMPANY LLC		
Street Address:	230 Park Avenue		
Internal Address:	10th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10169		
Entity Type:	Limited Liability Company: NEW HAMPSHIRE		
PROPERTY NUMBERS Total: 83			
Property Type	Number	Word Mark	
Registration Number:	2996528	BE	
Registration Number:	3047813	BE POWERED	
Registration Number:	3270700	BE VITALIZED	
Registration Number:	1124835	BIG 100	
Registration Number:	1124836	BIG 50	
Registration Number:	2034414	BIO-REMEDY	
Registration Number:	2550313	CALCIMATE	
Registration Number:	1432670	CALCIUM COMPLETE	
Registration Number:	2150578	CALCIUM PLUS	
Registration Number:	2705359	CARRIBEAN BLAST	
Registration Number:	2090712	CELL PROTECTOR	
Registration Number:	2698613	CHERRY BABY	
Registration Number:	2602667	CREADRIVE	
Registration Number:	2166615	CREATINE PLUS	
Registration Number:	2952755	FAST FLEX	
Registration Number:	2981588	FIBERSENSE	
Registration Number:	2402540	GINSA GOLD	

CH \$2090.00 2996528

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	2180647	GNC
Registration Number:	3429065	GNC
Registration Number:	1786007	GNC GENERAL NUTRITION CENTERS
Registration Number:	2187956	GNC LIVE WELL
Registration Number:	3438650	GNC LIVE WELL
Registration Number:	3185309	GNC SMOOTHIE BAR
Registration Number:	3670933	GNC WELLBEING
Registration Number:	3793104	GNC.COM
Registration Number:	2705358	HEAR ME ROAR
Registration Number:	2977622	HEART ADVANCE
Registration Number:	2004480	HERBAL PLUS
Registration Number:	2181487	IRONCHEL
Registration Number:	2712051	ISLAND BERRIES
Registration Number:	2681836	LOVERS LANE
Registration Number:	2404827	MACA MAN
Registration Number:	2705356	MACA ROCKET
Registration Number:	2163971	MEGA MEN
Registration Number:	2352700	MEGA TEEN
Registration Number:	2336770	MEMORALL
Registration Number:	2373752	MULTIBITE
Registration Number:	2153736	MULTI-MEGA MINERALS
Registration Number:	2184394	NATURE'S FINGERPRINT
Registration Number:	1264669	NOURISHAIR
Registration Number:	3620813	OMEGASORB
Registration Number:	2681837	PEANUT BUTTER SURPRISE
Registration Number:	2518097	PHARMASSURE
Registration Number:	2712052	POPULAR VOTE
Registration Number:	1815531	PREVENTIVE NUTRITION
Registration Number:	3831894	PREVENTIVE NUTRITION
Registration Number:	0756715	PREVENTRON
Registration Number:	3572507	PRO PERFORMANCE
Registration Number:	2390498	PROSTAMEN
Registration Number:	3776232	RAPIDDRIVE
Registration Number:	3722724	SOFTCAP
Registration Number:	1115935	SOLOTRON
Registration Number:	3700075	TURBOPAK
Registration Number:	2153738	ULTRA CHROMIUM PICOLINATE
Registration Number:	2208203	ULTRA E

Property Type	Number	Word Mark
Registration Number:	3740023	ULTRA MEGA
Registration Number:	2343577	ULTRA SAW PALMETTO FORMULA
Registration Number:	2325950	ULTRA ZINC LOZENGES
Registration Number:	2541579	VIGORPLEX
Registration Number:	2387143	VITAPAK
Registration Number:	3438381	WHEYBOLIC EXTREME
Registration Number:	3788172	ZIPMELT
Serial Number:	85104401	BEYOND RAW
Serial Number:	77862458	BODY BUILDING FOR EVERY BODY
Serial Number:	77896874	BUILD A HEALTHY BODY FROM THE INSIDE OUT
Serial Number:	77843755	FAST AID
Serial Number:	85015495	FORTICOCO
Serial Number:	85160012	GNC
Serial Number:	85179619	GNC GENERAL NUTRITION CENTERS
Serial Number:	77941102	GNC MEGA
Serial Number:	77941108	GNC PETS
Serial Number:	85073934	GNC QUALITY FOR THE PETS YOU LOVE
Serial Number:	77841115	GNC STAT!
Serial Number:	77507694	GNC WELLBEING
Serial Number:	85082919	HYDRATE PHENOMENALLY
Serial Number:	77906885	MEGA CAT
Serial Number:	77906889	MEGA DOG
Serial Number:	77765432	MICRODRIVE
Serial Number:	85177191	NATURAL BRAND
Serial Number:	85017398	PHENOM
Serial Number:	85026493	RAW HARDCORE
Serial Number:	77940586	ULTRA MEGA
Serial Number:	85179620	WOMEN'S ULTRA MEGA

CORRESPONDENCE DATA

Fax Number: 2124552502

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.

Phone: 2124553222

Email: jnull@stblaw.com

Correspondent Name: Alexander Raytman

Address Line 1: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER: 509265/1570

NAME OF SUBMITTER:	J. Jason Mull
SIGNATURE:	/J. Jason Mull/
DATE SIGNED:	06/01/2020
Total Attachments: 7 source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page1.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page2.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page3.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page4.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page5.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page6.tif source=GNC Re-Fi - Assignment of Security Interest in Trademarks - March 15, 2011 [Execution Version](99604815.1)#page7.tif	

**ASSIGNMENT OF
SECURITY INTEREST IN TRADEMARKS**

This ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (the “Assignment”) dated as of February 28, 2018, is made by JPMORGAN CHASE BANK, N.A., as assignor (the “Assignor”) in favor of GLAS TRUST COMPANY LLC, as assignee (the “Assignee”). Capitalized terms used but not defined herein shall have the meanings given to them in the Term Loan Guarantee and Collateral Agreement (as defined below) unless otherwise specified herein.

WITNESSETH:

WHEREAS, GNC Corporation, a Delaware corporation, and General Nutrition Centers, Inc., a Delaware corporation (the “Borrower”) the Lenders from time to time parties thereto, the Assignor and the Assignee have entered into an Amended and Restated Term Loan Credit Agreement, dated as of March 4, 2011, (as amended and restated on November 2, 2013, as amended and restated on February 28, 2018 and as amended, restated, amended and restated, supplemented, replaced or otherwise modified from time to time, the “Term Loan Credit Agreement”);

WHEREAS, pursuant to that certain Amended and Restated Guarantee and Collateral Agreement, dated as of March 4, 2011, among the Borrower, General Nutrition Investment Company, an Arizona corporation, General Nutrition Corporation, a Pennsylvania corporation, GNC Funding, Inc., a Delaware corporation and GNC Transportation, LLC, a Pennsylvania corporation (each of the foregoing a “Grantor” and together, the “Grantors”), the Lenders from time to time parties thereto, the Assignor and the Assignee (as amended and restated on November 2, 2013, as amended and restated on February 28, 2018 and as amended, restated, amended and restated, supplemented, replaced or otherwise modified from time to time, the “Term Loan Guarantee and Collateral Agreement”), (i) Grantors have granted a security interest (the “Security Interest”) to Assignor, as Administrative Agent for Lenders thereunder, in certain Intellectual Property Collateral, including the Trademarks set forth on Schedule A (the “Trademark Collateral”); (ii) Assignor and Grantors executed that certain Intellectual Property Security Agreement dated as of March 4, 2011 to record such Security Interest at the U.S. Patent and Trademark Office, and such Security Interest was recorded at the USPTO on March 15, 2011 at Reel No. 4496, Frame No. 0412; and (iii) Assignor assigned to Assignee, as Collateral Agent effective of February 28, 2018, each of the Liens and security interests granted to Assignor under the Loan Documents and Assignee assumed all such Liens, for its benefit and for the ratable benefit of all other Secured Parties under the Loan Documents;

WHEREAS, Assignor and Assignee wish to confirm and record that the Term Loan Guarantee and Collateral Agreement assigned Assignor’s Liens and security interests in the Trademark Collateral to Assignee;

NOW THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each of the parties hereto state as follows:

1. Assignment. Assignor and Assignee hereby confirm that, pursuant to the Term Loan Guarantee and Collateral Agreement, as of February 28, 2018, Assignor assigned all of

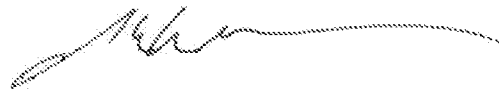
Assignor's Security Interest in the Trademark Collateral to Assignee. The Term Loan Guarantee and Collateral Agreement (and all rights and remedies of Administrative Agent, Collateral Agent and Secured Parties thereunder) shall remain in full force and effect in accordance with its terms and is incorporated fully herein by reference. In the event of any conflict between the terms of this Assignment and the Term Loan Guarantee and Collateral Agreement, the Term Loan Guarantee and Collateral Agreement shall govern. The Assignor hereby authorizes and requests that the Commissioner for Trademarks of the USPTO record this Assignment.

2. Counterparts. This Assignment may be executed by the parties to this Assignment in any number of separate counterparts (including by facsimile or PDF signatures), and all of said counterparts taken together shall be deemed to constitute one and the same instrument.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by their respective duly authorized officers.

JPMORGAN CHASE BANK, N.A., as Assignor



By: _____

Name: James A. Knight

Title: Executive Director

Accepted:

GLAS TRUST COMPANY LLC, as Assignee

By: 
Name: Yana Kislenko
Title: Vice President

[Signature Page to Assignment of Security Interest in Trademarks]

US-DOCS\99604836.1

TRADEMARK
REEL: 006950 FRAME: 0118

Schedule A
U.S. Trademark Registrations and Applications

<u>Trademark</u>	<u>Registration/Serial No.</u>
BE	2996528
BE POWERED	3047813
BE VITALIZED	3270700
BEYOND RAW	85104401
BIG 100	1124835
BIG 50	1124836
BIO-REMEDY	2034414
BODY BUILDING FOR EVERY BODY	77862458
BUILD A HEALTHY BODY FROM THE INSIDE OUT	77896874
CALCIMATE	2550313
CALCIUM COMPLETE	1432670
CALCIUM PLUS	2150578
CARRIBEAN BLAST	2705359
CELL PROTECTOR	2090712
CHERRY BABY	2698613
CREADRIVE	2602667
CREATINE PLUS	2166615
FAST AID	77843755
FAST FLEX	2952755
FIBERSENSE	2981588
FORTICOCO	85015495
GINSA GOLD	2402540
GNC	85160012
GNC	2180647
GNC	3429065
GNC GENERAL NUTRITION CENTERS	85179619
GNC GENERAL NUTRITION CENTERS	1786007
GNC LIVE WELL	2187956
GNC LIVE WELL	3438650

GNC MEGA	77941102
GNC PETS	77941108
GNC QUALITY FOR THE PETS YOU LOVE	85073934
GNC SMOOTHIE BAR	3185309
GNC STAT!	77841115
GNC WELLBEING	77507694
GNC WELLBEING	3670933
GNC.COM	3793104
HEAR ME ROAR	2705358
HEART ADVANCE	2977622
HERBAL PLUS	2004480
HYDRATE PHENOMENALLY	85082919
IRONCHEL	2181487
ISLAND BERRIES	2712051
LOVERS LANE	2681836
MACA MAN	2404827
MACA ROCKET	2705356
MEGA CAT	77906885
MEGA DOG	77906889
MEGA MEN	2163971
MEGA TEEN	2352700
MEMORALL	2336770
MICRODRIVE	77765432
MULTIBITE	2373752
MULTI-MEGA MINERALS	2153736
NATURAL BRAND	85177191
NATURE'S FINGERPRINT	2184394
NOURISHAIR	1264669
OMEGASORB	3620813
PEANUT BUTTER SURPRISE	2681837
PHARMASSURE	2518097
PHENOM	85017398
POPULAR VOTE	2712052

PREVENTIVE NUTRITION	1815531
PREVENTIVE NUTRITION	3831894
PREVENTRON	0756715
PRO PERFORMANCE	3572507
PROSTAMEN	2390498
RAPIDDRIVE	3776232
RAW HARDCORE	85026493
SOFTCAP	3722724
SOLOTRON	1115935
TURBOPAK	3700075
ULTRA CHROMIUM PICOLINATE	2153738
ULTRA E	2208203
ULTRA MEGA	3740023
ULTRA MEGA	77940586
ULTRA SAW PALMETTO FORMULA	2343577
ULTRA ZINC LOZENGE	2325950
VIGORPLEX	2541579
VITAPAK	2387143
WHEYBOLIC EXTREME	3438381
WOMEN'S ULTRA MEGA	85179620
ZIPMELT	3788172