

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM631047

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	First Lien Trademark Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Freight Outlet Stores, LLC		03/10/2021	Limited Liability Company: DELAWARE
RECEIVING PARTY DATA			
Name:	JPMorgan Chase Bank, N.A., as Collateral Agent		
Street Address:	IL1-1145/54/63, P.O. Box 6026		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60680-6026		
Entity Type:	national association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	5593110	LEASE IT. LOVE IT. OWN IT.	
Registration Number:	6019784	SLIGHTLY IMPERFECT PERFECT PRICES	
CORRESPONDENCE DATA			
Fax Number:	2138918763		
<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>			
Email:	rhonda.deleon@lw.com		
Correspondent Name:	Latham & Watkins LLP		
Address Line 1:	355 South Grand Avenue		
Address Line 4:	Los Angeles, CALIFORNIA 90071-1560		
ATTORNEY DOCKET NUMBER:	042742-0163		
NAME OF SUBMITTER:	Rhonda DeLeon		
SIGNATURE:	/Rhonda DeLeon/		
DATE SIGNED:	03/10/2021		
Total Attachments: 21			
source=FRG - Trademark Security Agreement Executed#page1.tif			
source=FRG - Trademark Security Agreement Executed#page2.tif			
source=FRG - Trademark Security Agreement Executed#page3.tif			
source=FRG - Trademark Security Agreement Executed#page4.tif			

OP \$65.00 5593110

source=FRG - Trademark Security Agreement Executed#page5.tif
source=FRG - Trademark Security Agreement Executed#page6.tif
source=FRG - Trademark Security Agreement Executed#page7.tif
source=FRG - Trademark Security Agreement Executed#page8.tif
source=FRG - Trademark Security Agreement Executed#page9.tif
source=FRG - Trademark Security Agreement Executed#page10.tif
source=FRG - Trademark Security Agreement Executed#page11.tif
source=FRG - Trademark Security Agreement Executed#page12.tif
source=FRG - Trademark Security Agreement Executed#page13.tif
source=FRG - Trademark Security Agreement Executed#page14.tif
source=FRG - Trademark Security Agreement Executed#page15.tif
source=FRG - Trademark Security Agreement Executed#page16.tif
source=FRG - Trademark Security Agreement Executed#page17.tif
source=FRG - Trademark Security Agreement Executed#page18.tif
source=FRG - Trademark Security Agreement Executed#page19.tif
source=FRG - Trademark Security Agreement Executed#page20.tif
source=FRG - Trademark Security Agreement Executed#page21.tif

FIRST LIEN TRADEMARK SECURITY AGREEMENT, dated as of March 10, 2021 (this "Agreement"), among VITAMIN SHOPPE PROCUREMENT SERVICES, LLC ("VSPS"), AMERICAN FREIGHT, LLC ("Freight"), AMERICAN FREIGHT OUTLET STORES, LLC ("Outlet"), BUDDY'S NEWCO, LLC ("Buddy's") and PSP FRANCHISING, LLC ("Franchising", and together with VSPS, Freight, Outlet and Buddy's, individually or collectively as the context requires, the "Grantors") and JPMORGAN CHASE BANK, N.A., as collateral agent (in such capacity, the "Collateral Agent").

Reference is made to (a) that certain First Lien Credit Agreement, dated as of March 10, 2021 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among FRANCHISE GROUP, INC., a Delaware corporation ("Lead Borrower"), VALOR ACQUISITION, LLC, a Delaware limited liability company ("Valor"), FRANCHISE GROUP NEWCO INTERMEDIATE AF, LLC, a Delaware limited liability company ("NewCo AF"), FRANCHISE GROUP NEWCO PSP, LLC, a Delaware limited liability company ("FG Newco PSP", and together with Lead Borrower, Valor and NewCo AF, individually and collectively, the "Borrower"), the Lenders from time to time party thereto and JPMORGAN CHASE BANK, N.A., as the administrative agent, and the Collateral Agent, and (b) that certain First Lien Collateral Agreement, dated as of March 10, 2021 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among each Borrower, the other grantors from time to time party thereto and the Collateral Agent. The Lenders have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The Grantors are Affiliates of the Lead Borrower and are willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and/or as consideration for Loans previously made. Accordingly, the parties hereto agree as follows:

SECTION 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

SECTION 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Collateral Agent, together with its permitted successors and assigns, for the benefit of the Secured Parties, a security interest (the "Security Interest") in all of such Grantor's right, title and interest in, to and under (a) the United States Trademark registrations and Trademark applications listed on Schedule I attached hereto, (b) all of the goodwill of such Grantor's business connected with the use of and symbolized by such Trademarks, (c) all rights to sue or otherwise recover for any past, present and future infringement, dilution, or other violation thereof, (d) all Proceeds of the foregoing, including, without limitation, license fees, royalties, income, payments, claims, damages, proceeds of suit and other payments now or hereafter due and/or payable with respect thereto, and (e) all other rights of any kind accruing thereunder or pertaining thereto throughout the world (the "Trademark Collateral"). This Agreement is not to be construed as an assignment of any trademark or trademark application. Notwithstanding anything herein to the contrary, the Trademark Collateral shall not include, and in no event shall the Security Interest attach to, any intent-to-use trademark applications filed in the United States Patent and Trademark Office, pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. Section 1051, prior to the accepted filing of a "Statement of Use" or an "Amendment to Allege Use" with respect thereto, solely to the extent, if

any, that, and solely during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent to use application under applicable federal law. Notwithstanding anything to the contrary herein, in no event shall the Trademark Collateral include, and in no event shall the Security Interest extend to, any Excluded Assets.

SECTION 3. Collateral Agreement and Intercreditor Agreements. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement and the Intercreditor Agreements, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Collateral Agreement or any Intercreditor Agreement, the terms of the Collateral Agreement or such Intercreditor Agreement, as applicable, shall govern.

SECTION 4. Termination. Subject to Section 5.13 of the Collateral Agreement, at such time as (a) the Commitments shall have expired or been terminated and (b) all Secured Obligations, including the principal of and interest on each Loan and all fees, expenses and other amounts (excluding contingent obligations as to which no claim has been made or which are otherwise not due) payable under any Loan Document, any Secured Swap Obligation and any Secured Cash Management Obligation, shall have been paid in full in cash, the security interest granted herein shall automatically terminate and the Collateral Agent shall execute, acknowledge, and deliver to each Grantor an instrument in writing in recordable form releasing the collateral pledge, grant, assignment, lien and security interest in the Trademark Collateral under this Agreement. Any execution and delivery of documents by the Collateral Agent pursuant to this Section 4 shall be without warranty by the Collateral Agent or any other Secured Party.

SECTION 5. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

SECTION 6. Governing Law. This Agreement shall be construed in accordance with and governed by the laws of the State of New York.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

**AMERICAN FREIGHT OUTLET STORES,
LLC, as a Grantor**

By: 
Name: Will Powell
Title: President

AMERICAN FREIGHT, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: President and Chief Executive Officer

BUDDY'S NEWCO, LLC, as a Grantor

By: _____
Name: Michael Bennett
Title: Chief Executive Officer

PSP FRANCHISING, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: Vice President

**VITAMIN SHOPPE PROCUREMENT
SERVICES, LLC, as a Grantor**

By: Vitamin Shoppe Industries LLC, its sole member

By: _____
Name: Laura Coffey
Title: Chief Financial Officer

[Signature Page to First Lien Trademark Security Agreement]

**TRADEMARK
REEL: 007216 FRAME: 0656**

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AMERICAN FREIGHT OUTLET STORES, LLC, as a Grantor

By: _____

Name: Will Powell

Title: President

AMERICAN FREIGHT, LLC, as a Grantor

By:  _____

Name: Brian Kahn

Title: President and Chief Executive Officer

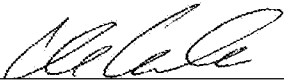
BUDDY'S NEWCO, LLC, as a Grantor

By: _____

Name: Michael Bennett

Title: Chief Executive Officer

PSP FRANCHISING, LLC, as a Grantor

By:  _____

Name: Brian Kahn

Title: Vice President

VITAMIN SHOPPE PROCUREMENT SERVICES, LLC, as a Grantor

By: Vitamin Shoppe Industries LLC, its sole member

By: _____

Name: Laura Coffey

Title: Chief Financial Officer

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

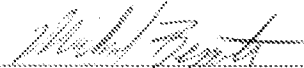
AMERICAN FREIGHT OUTLET STORES, LLC, as a Grantor

By: _____
Name: Will Powell
Title: President

AMERICAN FREIGHT, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: President and Chief Executive Officer

BUDDY'S NEWCO, LLC, as a Grantor

By:  _____
Name: Michael Bennett
Title: Chief Executive Officer

PSP FRANCHISING, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: Vice President

VITAMIN SHOPPE PROCUREMENT SERVICES, LLC, as a Grantor

By: Vitamin Shoppe Industries LLC, its sole member

By: _____
Name: Laura Coffey
Title: Chief Financial Officer

{Signature Page to First Lien Trademark Security Agreement}

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

AMERICAN FREIGHT OUTLET STORES, LLC, as a Grantor

By: _____
Name: Will Powell
Title: President

AMERICAN FREIGHT, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: President and Chief Executive Officer

BUDDY'S NEWCO, LLC, as a Grantor

By: _____
Name: Michael Bennett
Title: Chief Executive Officer

PSP FRANCHISING, LLC, as a Grantor

By: _____
Name: Brian Kahn
Title: Vice President

VITAMIN SHOPPE PROCUREMENT SERVICES, LLC, as a Grantor

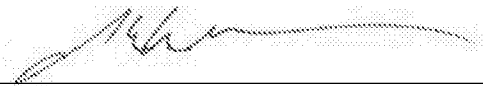
By: Vitamin Shoppe Industries LLC, its sole member

By:  _____
Name: Laura Coffey
Title: Chief Financial Officer

[Signature Page to First Lien Trademark Security Agreement]

**TRADEMARK
REEL: 007216 FRAME: 0659**

JPMORGAN CHASE BANK, N.A., as
Collateral Agent

By:  _____

Name: James A. Knight
Title: Executive Director

Schedule I

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
V	App 90503791	App 02-FEB-2021	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
Design Only	App 90503788	App 02-FEB-2021	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FITFACTOR	App 90501026	App 01-FEB-2021	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
LIFELONG WELLNESS STARTS HERE ¹	App 90468343	App 16-JAN-2021	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
CBD HQ ²	App 88837553	App 17-MAR-2020	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PLNT	App 88516509	App 16-JUL-2019	6109165	21-JUL-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PLNT	App 88516517	App 16-JUL-2019	6109166	21-JUL-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PLNT	App 88516523	App 16-JUL-2019	6109167	21-JUL-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
QUALITY PROMISE V TESTED & TRUSTED	App 88476269	App 17-JUN-2019	6267464	09-FEB-2021	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ONLY ME	App 88410471	App 01-MAY-2019	6262498	02-FEB-2021	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FIT FACTOR WEIGHT MANAGEMENT SYSTEM	App 88398383	App 23-APR-2019	Reg 6196095	Reg 10-NOV-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
Design Only	App 88398399	App 23-APR-2019	Reg 6234501	Reg 29-DEC-2020	VITAMIN SHOPPE

¹ This trademark application is for an intent-to-use trademark.

² This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
FIT FACTOR WEIGHT MANAGEMENT SYSTEM	App 88398412	App 23-APR-2019	Reg 6234502	Reg 29-DEC-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TRUE ATHLETE	App 88398597	App 23-APR-2019	Reg 6206572	Reg 24-NOV-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VTHRIVE THE VITAMIN SHOPPE ³	App 88337522	App 13-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VTHRIVE THE VITAMIN SHOPPE ⁴	App 88337530	App 13-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VSHOP ⁵	App 88325510	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VSHOP ⁶	App 88325513	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VSHOPPE ⁷	App 88325520	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VSHOPPE ⁸	App 88325527	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VITA SHOPPE ⁹	App 88325529	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC

³ This trademark application is for an intent-to-use trademark.

⁴ This trademark application is for an intent-to-use trademark.

⁵ This trademark application is for an intent-to-use trademark.

⁶ This trademark application is for an intent-to-use trademark.

⁷ This trademark application is for an intent-to-use trademark.

⁸ This trademark application is for an intent-to-use trademark.

⁹ This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
VITA SHOPPE ¹⁰	App 88325534	App 05-MAR-2019	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THRIVE EVERY DAY	App 88320340	App 28-FEB-2019	Reg 5850922	Reg 03-SEP-2019	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
INSPIRE, NOURISH, THRIVE EVERY DAY.	App 87536419	App 20-JUL-2017	Reg 5471372	Reg 15-MAY-2018	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FLASH POINT	App 87428182	App 27-APR-2017	Reg 5339974	Reg 21-NOV-2017	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NUTRIFORCE	App 87168439	App 12-SEP-2016	Reg 5470424	Reg 15-MAY-2018	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THRIVE EVERY DAY	App 87044731	App 20-MAY-2016	Reg 6013881	Reg 17-MAR-2020	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE ¹¹	App 86984088	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE ¹²	App 86984087	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE	App 86905555	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE	App 86905620	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE	App 86905628	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V THE VITAMIN SHOPPE EVERY BODY MATTERS	App 86905614	App 11-FEB-2016	N/A	N/A	VITAMIN SHOPPE

¹⁰ This trademark application is for an intent-to-use trademark.

¹¹ This trademark application is for an intent-to-use trademark.

¹² This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
APPEFIT	App 86887016	App 26-JAN-2016	Reg 5167916	Reg 21-MAR-2017	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ISOTECH42	App 86767474	App 24-SEP-2015	Reg 5083486	Reg 15-NOV-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
HEXATEIN-SR	App 86622086	App 07-MAY-2015	Reg 4984946	Reg 21-JUN-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FIT FAREWELL	App 86618486	App 04-MAY-2015	Reg 4859756	Reg 24-NOV-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
HEALTHY HELLO	App 86618494	App 04-MAY-2015	Reg 4870370	Reg 15-DEC-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
+PLUS SERIES	App 86618506	App 04-MAY-2015	Reg 5105817	Reg 20-DEC-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
GLUTAMINE+PLUS Cross	App 86604616	App 21-APR-2015	Reg 4846035	Reg 03-NOV-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PROBIOCARE	App 86570293	App 19-MAR-2015	Reg 4980831	Reg 21-JUN-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
MYTRITION	App 86550358	App 02-MAR-2015	Reg 4785994	Reg 04-AUG-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
MUSCLE & PERFORMANCE	App 86534345	App 13-FEB-2015	Reg 4795259	Reg 18-AUG-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
SHARE THE HEALTH	App 86487709	App 22-DEC-2014	Reg 4891587	Reg 26-JAN-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
SHARE THE HEALTH EXPO	App 86487681	App 22-DEC-2014	Reg 4891586	Reg 26-JAN-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PRE-EFFECT	App 86454315	App 14-NOV-2014	Reg 4914856	Reg 08-MAR-2016	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
TRUE ATHLETE	App 86446749	App 06-NOV-2014	Reg 4943994	Reg 26-APR-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE WOMAN 50+	App 86100492	App 24-OCT-2013	Reg 4555446	Reg 24-JUN-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NEXT STEP	App 86100506	App 24-OCT-2013	Reg 4800323	Reg 25-AUG-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FIT N' FULL SHAKE	App 86097640	App 22-OCT-2013	Reg 4728519	Reg 28-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
BURN N' BOOST	App 86098000	App 22-OCT-2013	Reg 4736083	Reg 12-MAY-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
LEAN N' GREEN	App 86098009	App 22-OCT-2013	Reg 4827646	Reg 06-OCT-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FORMULEAN	App 86098015	App 22-OCT-2013	Reg 4728521	Reg 28-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
GREEN COFFEE 400	App 86098024	App 22-OCT-2013	Reg 4728522	Reg 28-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
GREEN COFFEE 400+	App 86098033	App 22-OCT-2013	Reg 4728523	Reg 28-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PURE LIVING NATURALLY TRUE	App 86976028	App 07-OCT-2013	Reg 4709703	Reg 24-MAR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PLNT	App 86081607	App 03-OCT-2013	Reg 4914180	Reg 08-MAR-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
CARB SHREDDER	App 86081774	App 03-OCT-2013	Reg 4853514	Reg 17-NOV-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
CHEWY PANDA VITES	App 86081782	App 03-OCT-2013	Reg 4651468	Reg 09-DEC-2014	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
COMFORT IRON	App 86081786	App 03-OCT-2013	Reg 4669660	Reg 13-JAN-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
FROM THE EARTH	App 86081790	App 03-OCT-2013	Reg 4525833	Reg 06-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ESPECIALLY FOR MEN	App 86081798	App 03-OCT-2013	Reg 4525834	Reg 06-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE '10' PROBIOTIC	App 86081807	App 03-OCT-2013	Reg 4665678	Reg 06-JAN-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE MAN GOLD	App 86081811	App 03-OCT-2013	Reg 4600121	Reg 09-SEP-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE WOMAN GOLD	App 86081814	App 03-OCT-2013	Reg 4600122	Reg 09-SEP-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE GOLD	App 86081822	App 03-OCT-2013	Reg 4600123	Reg 09-SEP-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PLNT	App 86976034	App 03-OCT-2013	Reg 4721703	Reg 14-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NITRULLINE	App 86074739	App 25-SEP-2013	Reg 4525617	Reg 06-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TRIBULUS-PRO	App 86074750	App 25-SEP-2013	Reg 4525618	Reg 06-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NEXT STEP	App 86073151	App 24-SEP-2013	Reg 4800288	Reg 25-AUG-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TECH X PRE-EFFECT	App 85930257	App 13-MAY-2013	Reg 4735829	Reg 12-MAY-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VITA GROOVES	App 85885635	App 25-MAR-2013	Reg 4629359	Reg 28-OCT-2014	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
BODYTECH	App 85828710	App 22-JAN-2013	Reg 4716920	Reg 07-APR-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
BODYTECH	App 85821158	App 11-JAN-2013	Reg 4526654	Reg 06-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PROBIOCARE	App 85777781	App 13-NOV-2012	Reg 4998501	Reg 12-JUL-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ELEMENTS FOR HAIR, SKIN, NAILS	App 85768478	App 31-OCT-2012	Reg 4664215	Reg 30-DEC-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PERSONAL PACKS	App 85768517	App 31-OCT-2012	Reg 4664216	Reg 30-DEC-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
EVERY BODY MATTERS	App 85727922	App 13-SEP-2012	Reg 4998466	Reg 12-JUL-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V	App 85983124	App 14-JUN-2012	Reg 4668290	Reg 06-JAN-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
V	App 85651957	App 14-JUN-2012	Reg 4877855	Reg 29-DEC-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
MYTRITION	App 85646812	App 08-JUN-2012	Reg 4419460	Reg 15-OCT-2013	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
CALM ZONE MAGNESIUM	App 85642012	App 04-JUN-2012	Reg 4530185	Reg 13-MAY-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
Design Only	App 85634040	App 24-MAY-2012	Reg 4278959	Reg 22-JAN-2013	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TRUE ATHLETE	App 85600782	App 18-APR-2012	Reg 4916333	Reg 15-MAR-2016	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NUTRITION DEPOT	App 85575560	App 21-MAR-2012	Reg 4682386	Reg 03-FEB-2015	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
NUTRITION DEPOT	App 85982612	App 21-MAR-2012	Reg 4733901	Reg 12-MAY-2015	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
SIMPLY SMART	App 85534631	App 06-FEB-2012	Reg 4641558	Reg 18-NOV-2014	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
HEALTH ENTHUSIAST	App 85440600	App 06-OCT-2011	Reg 4270680	Reg 08-JAN-2013	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TRUE ATHLETE NATURALLY DRIVEN	App 85317783	App 11-MAY-2011	Reg 4081397	Reg 03-JAN-2012	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
AMAZING WELLNESS	App 85237619	App 09-FEB-2011	Reg 4050886	Reg 01-NOV-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PRIMALPRO	App 85211829	App 06-JAN-2011	Reg 4039828	Reg 11-OCT-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ELECTROLYTE FIZZ	App 85164185	App 28-OCT-2010	Reg 4027248	Reg 13-SEP-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
RESERVIE	App 85158876	App 22-OCT-2010	Reg 4023878	Reg 06-SEP-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
DIGEST EXTRA	App 85067697	App 21-JUN-2010	Reg 4010359	Reg 09-AUG-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
PRIMALJAX	App 85042536	App 19-MAY-2010	Reg 3952545	Reg 26-APR-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
TRUE ATHLETE	App 85037331	App 13-MAY-2010	Reg 4057133	Reg 15-NOV-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
CRITICAL AMINOS XT	App 85037335	App 13-MAY-2010	Reg 4010235	Reg 09-AUG-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
S	App 85028572	App 03-MAY-2010	Reg 3886398	Reg 07-DEC-2010	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					PROCUREMENT SERVICES, LLC
BREATHPEP	App 77939104	App 18-FEB-2010	Reg 3948990	Reg 19-APR-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
SUPERSUPPLEMENTS	App 77846482	App 12-OCT-2009	Reg 3799032	Reg 08-JUN-2010	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
AMAZING WELLNESS	App 77775435	App 07-JUL-2009	Reg 3935082	Reg 22-MAR-2011	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ACTIVE-C	App 77725721	App 30-APR-2009	Reg 3789496	Reg 18-MAY-2010	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
SUPERSUPPLEMENTS	App 77640835	App 29-DEC-2008	Reg 3727489	Reg 22-DEC-2009	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE MAN ELITE	App 77074132	App 02-JAN-2007	Reg 3349216	Reg 04-DEC-2007	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
MIRACLE FIBER	App 77022947	App 17-OCT-2006	Reg 3294544	Reg 18-SEP-2007	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE MAN	App 78922844	App 05-JUL-2006	Reg 3378676	Reg 05-FEB-2008	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
ULTIMATE WOMAN	App 78922849	App 05-JUL-2006	Reg 3373042	Reg 22-JAN-2008	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE SINCE 1977	App 78802195	App 30-JAN-2006	Reg 3241641	Reg 15-MAY-2007	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE SINCE 1977	App 78799895	App 26-JAN-2006	Reg 3183591	Reg 12-DEC-2006	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
S	App 78631397	App 17-MAY-2005	Reg 3090067	Reg 09-MAY-2006	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
S SUPERSUPPLEMENTS	App 78630096	App 13-MAY-2005	Reg 3285545	Reg 28-AUG-2007	VITAMIN SHOPPE

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
Cross References: S SUPER SUPPLEMENTS					PROCUREMENT SERVICES, LLC
HYDROTHERM	App 78587201	App 15- MAR-2005	Reg 3190036	Reg 26-DEC- 2006	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
AMERICA'S HEALTH SUPERSTORE	App 78507280	App 28- OCT-2004	Reg 3030896	Reg 13-DEC- 2005	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
HEALTHY AWARDS	App 78446059	App 06- JUL-2004	Reg 3133952	Reg 22- AUG-2006	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
WE TAKE VITAMINS SERIOUSLY	App 78426082	App 27- MAY-2004	Reg 2967041	Reg 12-JUL- 2005	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NUTRITION DEPOT	App 78337961	App 08- DEC-2003	Reg 2916393	Reg 04-JAN- 2005	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
VITAMIN ADVISOR	App 76517253	App 27- MAY-2003	Reg 2855726	Reg 22-JUN- 2004	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
BODYTECH	App 78070985	App 26- JUN-2001	Reg 2872484	Reg 10- AUG-2004	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE SINCE 1977	App 76174901	App 04- DEC-2000	Reg 2737734	Reg 15-JUL- 2003	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE SINCE 1977	App 76175001	App 04- DEC-2000	Reg 2737735	Reg 15-JUL- 2003	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE	App 75863099	App 02- DEC-1999	Reg 2481640	Reg 28- AUG-2001	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
THE VITAMIN SHOPPE	App 75980453	App 02- DEC-1999	Reg 2481906	Reg 28- AUG-2001	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
DAILY VM CAPS	App 74457453	App 12- NOV-1993	Reg 1857466	Reg 11-OCT- 1994	VITAMIN SHOPPE PROCUREMENT SERVICES, LLC
NORDICREST	App 77812162	App 25- AUG-2009	Reg 3875531	Reg 16- NOV-2010	AMERICAN FREIGHT, LLC

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
STEWART & HAMILTON	App 78283066	App 5- AUG-2003	Reg 2973591	Reg 19-JUL-2005	AMERICAN FREIGHT, LLC
AMERICAN FREIGHT	App 77161364	App 20- APR-2007	Reg 3362041	Reg 1-JAN-2008	AMERICAN FREIGHT, LLC
AMERICAN FREIGHT APPLIANCE FURNITURE MATTRESS ¹³	App 88820904	App 4- MAR-2020	N/A	N/A	AMERICAN FREIGHT, LLC
AMERICAN FREIGHT FURNITURE MATTRESS APPLIANCE ¹⁴	App 88820899	App 4- MAR-2020	N/A	N/A	AMERICAN FREIGHT, LLC
FFO HOME	App 88315276	App 25- FEB-2019	Reg 6011201	Reg 17- MAR-2020	AMERICAN FREIGHT, LLC
FFO HOME And Design	App 88315289	App 25- FEB-2019	Reg 6011202	Reg 17- MAR-2020	AMERICAN FREIGHT, LLC
NATURAL ELEMENTS ¹⁵	App 88317049	App 26- FEB-2019	N/A	N/A	AMERICAN FREIGHT, LLC
LEASE IT. LOVE IT. OWN IT.	App 87529286	App 14- JUL-2017	Reg 5593110	Reg 30-OCT-2018	AMERICAN FREIGHT OUTLET STORES, LLC
SLIGHTLY IMPERFECT PERFECT PRICES	App 88117413	App 14- SEP-2018	Reg 6019784	Reg 24- MAR-2020	AMERICAN FREIGHT OUTLET STORES, LLC
HOME & APPLIANCE OUTLET ¹⁶	App 88277307	App 25- JAN-2019	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
HOME & APPLIANCE OUTLET ¹⁷	App 88277314	App 25- JAN-2019	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
LEASE IT. LOVE IT. OWN IT. ¹⁸	App 87885247	App 19- APR-2018	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
OutletWorks! ¹⁹	App 88650162	App 10- OCT-2019	N/A	N/A	AMERICAN FREIGHT

¹³ This trademark application is for an intent-to-use trademark.

¹⁴ This trademark application is for an intent-to-use trademark.

¹⁵ This trademark application is for an intent-to-use trademark.

¹⁶ This trademark application is for an intent-to-use trademark.

¹⁷ This trademark application is for an intent-to-use trademark.

¹⁸ This trademark application is for an intent-to-use trademark.

¹⁹ This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
					OUTLET STORES, LLC
THE DISCOUNT FACTORY ²⁰	App 88691089	App 13-NOV-2019	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
WarehouseWorks! ²¹	App 88650157	App 10-OCT-2019	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
ValueWorks! ²²	App 88650148	App 10-OCT-2019	N/A	N/A	AMERICAN FREIGHT OUTLET STORES, LLC
BUDDY'S HOME FURNISHINGS	App 88496231	App 1-JUL-2019	Reg 5971883	Reg 28-JAN-2020	BUDDY'S NEWCO, LLC
FLEXI	App 76700351	App 13-NOV-2009	Reg 3816013	Reg 13-JUL-2010	BUDDY'S NEWCO, LLC
FLEXI COMPRAS	App 88500327	App 3-JUL-2019	Reg 6122083	Reg 11-AUG-2020	BUDDY'S NEWCO, LLC
ALL YOU NEED FROM CARE-TO-PLAY! ²³	App 90390176	App 17-DEC-2020	N/A	N/A	PSP FRANCHISING, LLC
DELICIOUS NUTRITIOUS MITTEN APPROVED M	App 88248760	App 03-JAN-2019	Reg 5869942	Reg 24-SEP-2019	PSP FRANCHISING, LLC
FINS FIRST ²⁴	App 88711818	App 02-DEC-2019	N/A	N/A	PSP FRANCHISING, LLC
FINS FIRST ²⁵	App 90281583	App 27-OCT-2020	N/A	N/A	PSP FRANCHISING, LLC
GO WILD	App 86733086	App 21-AUG-2015	Reg 5024014	Reg 16-AUG-2016	PSP FRANCHISING, LLC
GO WILD. R	App 86768877	App 25-SEP-2015	Reg 5428827	Reg 20-MAR-2018	PSP FRANCHISING, LLC
GREAT PRICES. NO BEGGING.	App 85397974	App 15-AUG-2011	Reg 4235030	Reg 30-OCT-2012	PSP FRANCHISING, LLC

²⁰ This trademark application is for an intent-to-use trademark.

²¹ This trademark application is for an intent-to-use trademark.

²² This trademark application is for an intent-to-use trademark.

²³ This trademark application is for an intent-to-use trademark.

²⁴ This trademark application is for an intent-to-use trademark.

²⁵ This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
GREAT RIVER	App 85428915	App 22- SEP-2011	Reg 4269251	Reg 01-JAN- 2013	PSP FRANCHISING, LLC
GREAT RIVER NATURALS	App 85428919	App 22- SEP-2011	Reg 4283685	Reg 29-JAN- 2013	PSP FRANCHISING, LLC
M	App 88248771	App 03- JAN-2019	Reg 5869943	Reg 24-SEP- 2019	PSP FRANCHISING, LLC
MINUS THE HASSLE	App 87008818	App 21- APR-2016	Reg 5487103	Reg 05-JUN- 2018	PSP FRANCHISING, LLC
MISSY	App 86113269	App 08- NOV-2013	Reg 4700861	Reg 10- MAR-2015	PSP FRANCHISING, LLC
MITTEN'S MORSELS	App 87735226	App 27- DEC-2017	Reg 5863706	Reg 17-SEP- 2019	PSP FRANCHISING, LLC
MITTEN'S PICKINS ²⁶	App 90523634	App 10- FEB-2021			PSP FRANCHISING, LLC
PET SUPPLIES "PLUS"	App 74113703	App 08- NOV-1990	Reg 1708560	Reg 18- AUG-1992	PSP FRANCHISING, LLC
PET SUPPLIES PLUS	App 74113704	App 08- NOV-1990	Reg 1712087	Reg 01-SEP- 1992	PSP FRANCHISING, LLC
PET SUPPLIES PLUS PLAYBOX ²⁷	App 88925245	App 20- MAY-2020	N/A	N/A	PSP FRANCHISING, LLC
PET SUPPLIES PLUS PREFERRED PET CLUB NEIGHBOR REWARDS PROGRAM ²⁸	App 88539885	App 26- JUL-2019	N/A	N/A	PSP FRANCHISING, LLC
PLAY ON ²⁹	App 90324623	App 17- NOV-2020	N/A	N/A	PSP FRANCHISING, LLC
PLAY ON	App 88176434	App 31- OCT-2018	Reg 6075789	Reg 09-JUN- 2020	PSP FRANCHISING, LLC
PLAY ON! ³⁰	App 90324631	App 17- NOV-2020	N/A	N/A	PSP FRANCHISING, LLC

²⁶ This trademark application is for an intent-to-use trademark.

²⁷ This trademark application is for an intent-to-use trademark.

²⁸ This trademark application is for an intent-to-use trademark.

²⁹ This trademark application is for an intent-to-use trademark.

³⁰ This trademark application is for an intent-to-use trademark.

Trademark	Application Number	Application Date	Registration Number	Registration Date	Owner Name
PS+	App 85977827	App 25-OCT-2010	Reg 4262691	Reg 18-DEC-2012	PSP FRANCHISING, LLC
PS+	App 85981980	App 25-OCT-2010	Reg 4569758	Reg 15-JUL-2014	PSP FRANCHISING, LLC
PS+	App 85980581	App 25-OCT-2010	Reg 4482681	Reg 11-FEB-2014	PSP FRANCHISING, LLC
PS+	App 85747943	App 08-OCT-2012	Reg 4478851	Reg 04-FEB-2014	PSP FRANCHISING, LLC
PS+	App 86440701	App 31-OCT-2014	Reg 5514007	Reg 10-JUL-2018	PSP FRANCHISING, LLC
R GO WILD.	App 86768894	App 25-SEP-2015	Reg 5428828	Reg 20-MAR-2018	PSP FRANCHISING, LLC
REDFORD NATURALS	App 86657465	App 10-JUN-2015	Reg 5004745	Reg 19-JUL-2016	PSP FRANCHISING, LLC
REDFORD NATURALS	App 86768856	App 25-SEP-2015	Reg 5014577	Reg 02-AUG-2016	PSP FRANCHISING, LLC
ROSCOE	App 86088041	App 10-OCT-2013	Reg 5105330	Reg 20-DEC-2016	PSP FRANCHISING, LLC
ROSCOE	App 86975904	App 10-OCT-2013	Reg 4714147	Reg 31-MAR-2015	PSP FRANCHISING, LLC
TAKE THE DIVE AND CHOOSE FINS FIRST ³¹	App 90283305	App 28-OCT-2020	N/A	N/A	PSP FRANCHISING, LLC
YOU CLICK. WE FETCH.	App 87636665	App 06-OCT-2017	Reg 5629121	Reg 11-DEC-2018	PSP FRANCHISING, LLC
PET SUPPLIES "PLUS" ³²	App 74661205	App 14-APR-1995	Reg 2190176	Reg 22-SEP-1998	PSP FRANCHISING, LLC

³¹ This trademark application is for an intent-to-use trademark.

³² This trademark is in the process of being canceled.