

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM765327

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	02/16/2021

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
VitaDepot.com, LLC		11/02/2022	Limited Liability Company:

RECEIVING PARTY DATA

Name:	Vitamin Discount Center, LLC
Street Address:	546 Hillsboro Technology Drive
City:	Deerfield Beach
State/Country:	FLORIDA
Postal Code:	33441
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Serial Number:	88856387	ADCIPHER
Serial Number:	88856305	ASCENDIT
Registration Number:	3109138	FOR LIFE. FOR LESS.
Registration Number:	4936172	FOR LIFE. FOR LESS.
Serial Number:	88737831	
Serial Number:	88728963	VDCUSA
Serial Number:	88729802	VDCUSA D2C
Serial Number:	88861000	VERTISYS
Registration Number:	5352437	VITAMIN DISCOUNT CENTER
Registration Number:	2790613	VITAMIN DISCOUNT CENTER
Registration Number:	2478881	VITAMIN DISCOUNT CENTER
Registration Number:	4308280	FORM ESSENTIALS
Registration Number:	4781903	SOLUS
Registration Number:	5255072	BODY VIGOR
Registration Number:	4785963	ZINNIA

CORRESPONDENCE DATA

Fax Number: 9735972400

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

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using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 973-597-2500
Email: lstrademark@lowenstein.com
Correspondent Name: Matthew Hintz, Esq.
Address Line 1: c/o Lowenstein Sandler, LLP
Address Line 2: One Lowenstein Drive
Address Line 4: Roseland, NEW JERSEY 07068

ATTORNEY DOCKET NUMBER:	38957.4
NAME OF SUBMITTER:	Matthew Hintz, Esq.
SIGNATURE:	/Matthew P. Hintz/
DATE SIGNED:	11/02/2022

Total Attachments: 4
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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (this "Assignment") is made and delivered as of November 2, 2022 by VitaDepot.com, LLC, a Florida limited liability company (the "Assignor") for the benefit of Vitamin Discount Center, LLC, a Delaware limited liability company (the "Assignee").

WHEREAS, the Assignor and the Seller Stockholders (as defined therein) have entered into that certain Asset Purchase Agreement dated as of February 16, 2021 (the "Agreement"); and

WHEREAS, the Assignor wishes to sell, convey, transfer, assign and deliver to the Assignee, among other things, all of the Assignor's right, title and interest in and to the trademarks, service marks, and registrations and applications therefor, that are included in the Purchased Assets, including those trademarks that are set forth on the attached Schedule A hereto, together with the goodwill of the business associated therewith (collectively, the "Marks") (and, with respect to any intent-to-use trademark application included in the Marks, the business to which such trademark application pertains, which business is ongoing and existing).

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

1. The Assignor hereby irrevocably assigns to the Assignee, *nunc pro tunc*, as of February 16, 2021 (the "Effective Date"): (i) all of the Assignor's right, title, and interest in and to the Marks, together with the goodwill associated therewith; and (ii) any and all legal actions and rights and remedies at law or in equity for past infringements, misappropriations, or other violations of the Marks, including the right to sue for, collect, and retain all damages, profits, proceeds, and all other remedies associated therewith. Upon the reasonable request of Assignee, each Assignor agrees to execute and deliver to the Assignee and/or any person designated by the Assignee any and all additional documents and instruments that may reasonably be required to record and perfect the rights granted herein, consistent with and subject to the terms of the Agreement.

2. The Assignor authorizes and requests the Commissioner of Patents and Trademarks of the United States, and any other official throughout the world whose duty is to register and record ownership in trademark registrations and applications for registration of trademarks, to record the Assignee as the assignee and owner of any and all of the Assignor's rights in the Marks.

3. All of the terms and provisions of this Assignment shall inure to the benefit of and be binding upon the parties hereto and their respective successors and assigns.

4. No provision of this Assignment is intended to confer upon any Person other than the parties hereto and their respective successors and assigns any rights or remedies hereunder.

5. Nothing herein shall be deemed to expand or limit the rights, duties and obligations of the parties under the Agreement and, to the extent of any conflict between the terms and

conditions of this Assignment and the terms and conditions of the Agreement, the terms and conditions of the Agreement shall govern, supersede and prevail.

6. This Assignment shall be construed, performed and enforced in accordance with, and governed by, the laws of the State of Delaware, without giving effect to the principles of conflicts of laws thereof.

[Signature Page Follows]

IN WITNESS WHEREOF, the Assignor has duly executed this Assignment as of the date entered above.

ASSIGNOR:
VITADEPOT.COM, LLC

DocuSigned by:
Jesse Tomalty
By: _____
36B68DB393B1465...

Name: Jesse Tomalty

Title: President

Assignor's Address:

Vitamin Discount Center, LLC
546 Hillsboro Technology Drive
Deerfield Beach, FL 33441

AGREED AND ACCEPTED:

ASSIGNEE:
Vitamin Discount Center, LLC

DocuSigned by:
Jesse Tomalty
By: _____
36B68DB393B1465...

Name: Jesse Tomalty

Title: President

Address:

Vitamin Discount Center, LLC
546 Hillsboro Technology Drive
Deerfield Beach, FL 33441

SCHEDULE A**Marks**

Mark	Status	Registration No. / Application Serial No.	Filing Date	Registration Date
ADCIPIHER	APPLICATION	88856387	4/1/2020	
ASCENDIT	APPLICATION	88856305	8/4/2020	
FOR LIFE. FOR LESS.	REGISTERED	3109138	5/4/2020	6/27/2006
FOR LIFE. FOR LESS.	REGISTERED	4936172	8/24/2015	4/12/2016
VDCUSA (logo)	APPLICATION	88737831	12/23/2019	
VDCUSA (word and logo)	APPLICATION	88728963	12/16/2019	
VDCUSA D2C	APPLICATION	88729802	12/17/2019	
VERTISYS	APPLICATION	88861000	4/6/2020	
VITAMIN DISCOUNT CENTER	REGISTERED	5352437	7/7/2017	12/5/2017
VITAMIN DISCOUNT CENTER	REGISTERED	2790613	8/8/2002	12/9/2003
VITAMIN DISCOUNT CENTER	REGISTERED	2478881	8/12/1999	8/21/2001
FORM ESSENTIALS	REGISTERED	4308280	7/7/2012	3/26/2013
SOLUS	REGISTERED	4781903	12/8/2014	7/28/2015
BODY VIGOR	REGISTERED	5255072	12/6/2016	8/1/2017
ZINNIA	REGISTERED	4785963	2/16/2015	8/4/2018

TRADEMARK**REEL: 007883 FRAME: 0793****RECORDED: 11/02/2022**