



MRD
10-13-09

RECC
TF

103577193

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Vitamin Shoppe Industries Inc.

- Individual(s)
- General Partnership
- Corporation- State: New York
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: JPMorgan Chase Bank, N.A., as Agent

Internal

Address: _____

Street Address: 270 Park Avenue, 44th Floor

City: New York

State: New York

Country: USA Zip: 10017

Association Citizenship national banking association

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 25, 2009

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

3339971; 3378676; 3292359; see attached

OCT 13 2009

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Nutrition Depot Discount Vitamin Centers; Ultimate Man; Bodytech; see attached

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Julie H. Cooper

Internal Address: c/o Vinson & Elkins LLP

Street Address: 2001 Ross Avenue, Suite 3700

City: Dallas

State: Texas Zip: 75201

Phone Number: 214-220-7919

Fax Number: 214-999-7919

Email Address: jucooper@prodigy.net

6. Total number of applications and registrations involved:

47

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1190.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

10/14/2009 NJAMA1 00000041 78956845
Deposit Account Number

81 EC:0521 40.00
Authorized User Name 1150.00

9. Signature:

Julie H. Cooper
Signature

October 12, 2009

Date

Julie H. Cooper
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 22

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450


SCHEDULE A**INTELLECTUAL PROPERTY SECURITY AGREEMENT****REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
1.	NUTRITION DEPOT DISCOUNT VITAMIN CENTERS	U.S.	78956845	3339971	November 20, 2007	Vitamin Shoppe Industries Inc.	Registered
2.	ULTIMATE MAN	U.S.	78922844	3378676	February 5, 2008	Vitamin Shoppe Industries Inc.	Registered
3.	BODYTECH	U.S.	78959402	3292359	March 6, 2007	Vitamin Shoppe Industries Inc.	Registered
4.	PRO-PUDDING	U.S.	78959324	3300183	September 25, 2007	Vitamin Shoppe Industries Inc.	Registered
5.	ULTIMATE WOMAN	U.S.	78922849	3373042	January 22, 2008	Vitamin Shoppe Industries Inc.	Registered
6.	M.D. SELECT	U.S.	78856280	3266448	July 17, 2007	Vitamin Shoppe Industries Inc.	Registered
7.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78802195	3241641	May 15, 2007	Vitamin Shoppe Industries Inc.	Registered
8.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78801960	3186751	December 19, 2006	Vitamin Shoppe Industries Inc.	Registered
9.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78799895	3183591	December 12, 2006	Vitamin Shoppe Industries Inc.	Registered
10.	NITROJACK	U.S.	78736871	3137287	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
11.	HYDROTHERM	U.S.	78587201	3190036	December 26, 2006	Vitamin Shoppe Industries Inc.	Registered
12.	ISLAND PASSION	U.S.	78541651	3137045	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
13.	CAMPGROUND LAKE	U.S.	78540976	3240480	May 8, 2007	Vitamin Shoppe	Registered

[Schedule A-1]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0869

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
						Industries Inc.	
14.	AMERICA'S HEALTH SUPERSTORE	U.S.	78507280	3030896	December 13, 2005	Vitamin Shoppe Industries Inc.	Registered
15.	BODYTECH	U.S.	78070985	2872484	August 10, 2004	Vitamin Shoppe Industries Inc.	Registered
16.	NUTRITION DEPOT	U.S.	78337961	2916393	January 4, 2005	Vitamin Shoppe Industries Inc.	Registered
17.	HEALTHY AWARDS	U.S.	78446059	3133952	August 22, 2006	Vitamin Shoppe Industries Inc.	Registered
18.	WE TAKE VITAMINS SERIOUSLY	U.S.	78426082	2967041	July 12, 2005	Vitamin Shoppe Industries Inc.	Registered
19.	ULTIMATE MEMORYAID	U.S.	78419941	3001345	September 27, 2005	Vitamin Shoppe Industries Inc.	Registered
20.	TRI-SCORB	U.S.	77725724		April 30, 2009	Vitamin Shoppe Industries Inc.	Published for Opposition on July 21, 2009
21.		U.S.	77694969		March 19, 2009	Vitamin Shoppe Industries Inc.	Request for Extension of Time to Oppose filed by Kellogg's on August 20, 2009
22.	AMAZING WELLNESS	U.S.	77775435		July 7, 2009	Vitamin Shoppe Industries Inc.	Pending
23.	MUSCLE PERFORMANCE &	U.S.	77766320		June 23, 2009	Vitamin Shoppe Industries Inc.	Pending
24.	THE SUPREME VITAMIN C	U.S.	77186687	3644115	June 23, 2009	Vitamin Shoppe Industries Inc.	Registered
25.	ARMORFLEX	U.S.	77265964		August 28, 2007	Vitamin Shoppe Industries Inc.	Notice of Allowance

[Schedule A-2]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0870

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
							issued on May-20, 2008
26.	ACTIVE-C	U.S.	77725721		April 30, 2009	Vitamin Shoppe Industries Inc.	Office Action issued on June 10, 2009
27.	SO GOOD... NATURALLY	U.S.	77625601		December 3, 2008	Vitamin Shoppe Industries Inc.	Notice of Allowance issued on June 30, 2009
28.	ECO SHOPPE GREEN LIFE FOR HEALTHY LIVING	U.S.	77694994		March 19, 2009	Vitamin Shoppe Industries Inc.	Approved for publication on September 12, 2009
29.	HEALTHY AWARDS	U.S.	77500911	3572000	February 10, 2009	Vitamin Shoppe Industries Inc.	Registered
30.	GREEN LIFE	U.S.	77062669		December 12, 2006	Vitamin Shoppe Industries Inc.	Notice of Allowance issued April 14, 2009
31.	ECO SHOPPE	U.S.	77623776		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
32.	ECO SHOPPE	U.S.	77623841		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
33.	ANSWERS FOR EVERY BODY	U.S.	77177210	3477629	July 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-3]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0871

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
34.	ECO SHOPPE	U.S.	77224422	3407529	April 1, 2008	Vitamin Shoppe Industries Inc.	Registered
35.	ULTIMATE MAN ELITE	U.S.	77074132	3349216	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
36.	ULTIMATE MAN LIQUITHERM	U.S.	77066097	3349211	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
37.	TETRABOLIC	U.S.	77035113	3294548	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
38.	ADVANCED SUGAR SUPPORT	U.S.	77029788	3294546	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
39.	ADVANCED SYSTEMIC ENZYMES	U.S.	77024953	3294545	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
40.	MIRACLE FIBER	U.S.	77022947	3294544	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
41.	ADVANCED BRAIN SHARP	U.S.	77020595	3294542	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
42.	ADVANCED LONGEVITY FORMULA	U.S.	77020587	3294541	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
43.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76175001	2737735	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
44.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76174901	2737734	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
45.	THE VITAMIN SHOPPE	U.S.	75980453	2481906	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
46.	THE VITAMIN SHOPPE	U.S.	75863099	2481640	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
47.	DAILY VM CAPS	U.S.	74457453	1857466	October 11, 1994	Vitamin Shoppe Industries Inc.	Registered
48.	BODYTECH	Canada		TMA697094	September 21, 2007	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-4]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0872

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
49.	THE VITAMIN SHOPPE	Canada	1289171		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
50.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289174		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
51.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289175		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
52.	BODYTECH	CTM	05347191		September 29, 2006	Vitamin Shoppe Industries Inc.	Pending - Opposed by Dezac
53.	THE VITAMIN SHOPPE SINCE 1977	CTM		05347182	January 08, 2008	Vitamin Shoppe Industries Inc.	Registered
54.	BODYTECH	India	1646178		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
55.	THE VITAMIN SHOPPE	India	1646179		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
56.	THE VITAMIN SHOPPE SINCE 1977	India	1647685		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
57.	BODYTECH	Japan		5033279	March 16, 2007	Vitamin Shoppe Industries Inc.	Registered
58.	THE VITAMIN SHOPPE	Japan	18531/2006		February 28, 2006	Vitamin Shoppe Industries Inc.	Pending
59.	THE VITAMIN SHOPPE SINCE 1977	Japan		5088695	November 2, 2007	Vitamin Shoppe Industries Inc.	Registered
60.	THE VITAMIN SHOPPE SINCE 1977	Japan		5066591	July 27, 2007	Vitamin Shoppe Industries Inc.	Registered
61.	BODYTECH	Mexico		1022028	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-5]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0873

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
62.	BODYTECH	Mexico		1022029	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered
63.	THE VITAMIN SHOPPE	Mexico		1039419	May 15, 2008	Vitamin Shoppe Industries Inc.	Registered
64.	THE VITAMIN SHOPPE	Mexico		1033203	March 28, 2008	Vitamin Shoppe Industries Inc.	Registered
65.	THE VITAMIN SHOPPE	Mexico	906670		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
66.	THE VITAMIN SHOPPE SINCE 1977	Mexico	906672		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
67.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901212		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
68.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901213		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
69.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901214		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
70.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901215		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
71.	BODYTECH	Panama	174450		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
72.	BODYTECH	Panama	174451		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
73.	BODYTECH	Panama	174452		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
74.	BODYTECH	Panama	174453		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
75.	THE VITAMIN SHOPPE	Panama		174454	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
76.	THE VITAMIN SHOPPE	Panama		1744553	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-6]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0874

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
77.	THE VITAMIN SHOPPE	Panama		174456	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
78.	THE VITAMIN SHOPPE	Panama		174457	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
79.	THE VITAMIN SHOPPE SINCE 1977	Panama		174439	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
80.	THE VITAMIN SHOPPE SINCE 1977	Panama		174441	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
81.	THE VITAMIN SHOPPE SINCE 1977	Panama		174442	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
82.	THE VITAMIN SHOPPE SINCE 1977	Panama		174443	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
83.	THE VITAMIN SHOPPE SINCE 1977	Panama		174431	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
84.	THE VITAMIN SHOPPE SINCE 1977	Panama		174444	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
85.	THE VITAMIN SHOPPE SINCE 1977	Panama		174448	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
86.	THE VITAMIN SHOPPE SINCE 1977	Panama		174449	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered

PATENTS AND PATENT APPLICATIONS

None

[Schedule A-7]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0875

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "**Agreement**"), dated as of September 25, 2009, is entered into by **VITAMIN SHOPPE INDUSTRIES INC.**, a New York corporation, **VS DIRECT INC.**, a Delaware corporation, and **VS HOLDINGS, INC.**, a Delaware corporation (each a "**Grantor**", and collectively, "**Grantors**"), and **JPMORGAN CHASE BANK, N.A.**, as Administrative Agent ("**Administrative Agent**"), for the Lenders. Capitalized terms not otherwise defined herein have the meanings set forth in the Loan and Security Agreement dated as of September 25, 2009, among Grantors and Administrative Agent (the "**Credit Agreement**").

WHEREAS, pursuant to the Credit Agreement, Grantors are granting a security interest to Lenders in certain trademarks and patents whether now owned or existing or hereafter acquired or arising and wherever located, including the trademarks and patents listed on Schedule A ("**Secured Intellectual Property**").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantors and Administrative Agent hereby agree as follows:

1. Grant of Security Interest.

1.1 Each Grantor hereby grants to Administrative Agent, a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under all the Secured Intellectual Property, subject to the terms and conditions of the Credit Agreement. Notwithstanding the foregoing, the Secured Intellectual Property shall exclude any rights to any patents or trademarks that would be cancelled or rendered invalid or unenforceable under applicable law by the grant of a security interest created pursuant to the terms of this Agreement or the Credit Agreement, for as long as such prohibition or reason for invalidity under applicable law exists, except for the products and proceeds thereof.

1.2 The security interest granted hereby is granted in conjunction with the security interest granted to Administrative Agent under the Credit Agreement. The rights and remedies of Lenders with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement. In the event of any conflict between the terms of this Agreement and the terms of the Credit Agreement, the terms of the Credit Agreement shall control.

2. Modification of Agreement.

This Agreement or any provision hereof may not be changed, waived, or terminated except in accordance with the amendment provisions of the Credit Agreement pursuant to which Administrative Agent may modify this Agreement, after obtaining Grantors' approval of or signature to such modification, by amending Schedule A to include reference to any right, title or interest in any existing trademarks and patents or any trademarks and patents acquired or developed by Grantors after the execution hereof or to delete any reference to any right, title or

interest in any trademarks and patents in which Grantors no longer have or claim any right, title or interest.

3. **Governing Law.**

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN ACCORDANCE WITH AND BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND, TO THE EXTENT CONTROLLING, LAWS OF THE UNITED STATES OF AMERICA, EXCEPT TO THE EXTENT THAT THE LAWS OF ANY STATE IN WHICH ANY OF THE COLLATERAL IS LOCATED NECESSARILY GOVERNS THE VALIDITY, PERFECTION, PRIORITY AND ENFORCEABILITY, AND THE EXERCISE OF ANY REMEDIES WITH RESPECT TO ANY LIEN OR SECURITY INTEREST INTENDED TO BE CREATED OR GRANTED HEREBY ON COLLATERAL LOCATED IN SUCH STATE.

4. **Successors and Assigns.**

This Agreement shall be binding upon and inure to the benefit of Administrative Agent and Grantors and their respective successors and assigns. Grantors shall not, without the prior written consent of Administrative Agent given in accordance with the Credit Agreement, assign any right, duty or obligation hereunder.


5. **Counterparts.**

This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Facsimiles shall be effective as originals.


[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Grantors and Administrative Agent have caused this Agreement to be duly executed and delivered as of the date first above written.


VITAMIN SHOPPE INDUSTRIES INC.

By: 
Name: Michael Archbold
Title: EVP CFO

VS DIRECT INC.

By: 
Name: Michael Archbold
Title: EVP CFO

VS HOLDINGS, INC.

By: 
Name: Michael Archbold
Title: EVP CFO

**JPMORGAN CHASE BANK, N.A., as
Administrative Agent**

By: _____
Name: _____
Title: _____

IN WITNESS WHEREOF, Grantors and Administrative Agent have caused this Agreement to be duly executed and delivered as of the date first above written.

VITAMIN SHOPPE INDUSTRIES INC.

By: _____
Name: _____
Title: _____


VS DIRECT INC.

By: _____
Name: _____
Title: _____

VS HOLDINGS, INC.

By: _____
Name: _____
Title: _____

**JPMORGAN CHASE BANK, N.A., as
Administrative Agent**

By:  _____
Name: Kirk Stites
Title: Senior Vice President

STATE OF New Jersey
COUNTY OF Hudson)

ss:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Archbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of Vitamin Shoppe Industries Inc., a New York corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)

Joan A. Korzak
Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

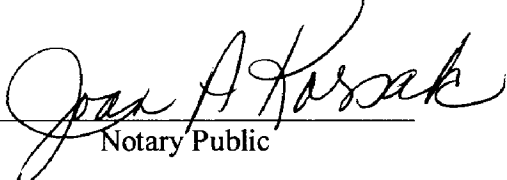
[Notary to Intellectual Property Security Agreement – Vitamin Shoppe Industries Inc.]

STATE OF New Jersey)
COUNTY OF Hudson) SS:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Archbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of VS Direct Inc., a Delaware corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)


Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

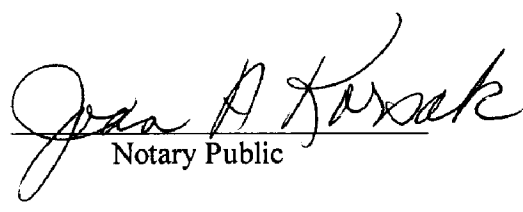
[Notary to Intellectual Property Security Agreement – VS Direct Inc.]

STATE OF New Jersey
COUNTY OF Hudson) ss:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Aechbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of VS Holdings, Inc., a Delaware corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)


Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

[Notary to Intellectual Property Security Agreement – VS Holdings, Inc.]


SCHEDULE A**INTELLECTUAL PROPERTY SECURITY AGREEMENT****REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
1.	NUTRITION DEPOT DISCOUNT VITAMIN CENTERS	U.S.	78956845	3339971	November 20, 2007	Vitamin Shoppe Industries Inc.	Registered
2.	ULTIMATE MAN	U.S.	78922844	3378676	February 5, 2008	Vitamin Shoppe Industries Inc.	Registered
3.	BODYTECH	U.S.	78959402	3292359	March 6, 2007	Vitamin Shoppe Industries Inc.	Registered
4.	PRO-PUDDING	U.S.	78959324	3300183	September 25, 2007	Vitamin Shoppe Industries Inc.	Registered
5.	ULTIMATE WOMAN	U.S.	78922849	3373042	January 22, 2008	Vitamin Shoppe Industries Inc.	Registered
6.	M.D. SELECT	U.S.	78856280	3266448	July 17, 2007	Vitamin Shoppe Industries Inc.	Registered
7.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78802195	3241641	May 15, 2007	Vitamin Shoppe Industries Inc.	Registered
8.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78801960	3186751	December 19, 2006	Vitamin Shoppe Industries Inc.	Registered
9.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78799895	3183591	December 12, 2006	Vitamin Shoppe Industries Inc.	Registered
10.	NITROJACK	U.S.	78736871	3137287	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
11.	HYDROTHERM	U.S.	78587201	3190036	December 26, 2006	Vitamin Shoppe Industries Inc.	Registered
12.	ISLAND PASSION	U.S.	78541651	3137045	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
13.	CAMPGROUND LAKE	U.S.	78540976	3240480	May 8, 2007	Vitamin Shoppe	Registered

[Schedule A-1]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0883

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
						Industries Inc.	
14.	AMERICA'S HEALTH SUPERSTORE	U.S.	78507280	3030896	December 13, 2005	Vitamin Shoppe Industries Inc.	Registered
15.	BODYTECH	U.S.	78070985	2872484	August 10, 2004	Vitamin Shoppe Industries Inc.	Registered
16.	NUTRITION DEPOT	U.S.	78337961	2916393	January 4, 2005	Vitamin Shoppe Industries Inc.	Registered
17.	HEALTHY AWARDS	U.S.	78446059	3133952	August 22, 2006	Vitamin Shoppe Industries Inc.	Registered
18.	WE TAKE VITAMINS SERIOUSLY	U.S.	78426082	2967041	July 12, 2005	Vitamin Shoppe Industries Inc.	Registered
19.	ULTIMATE MEMORYAID	U.S.	78419941	3001345	September 27, 2005	Vitamin Shoppe Industries Inc.	Registered
20.	TRI-SCORB	U.S.	77725724		April 30, 2009	Vitamin Shoppe Industries Inc.	Published for Opposition on July 21, 2009
21.		U.S.	77694969		March 19, 2009	Vitamin Shoppe Industries Inc.	Request for Extension of Time to Oppose filed by Kellogg's on August 20, 2009
22.	AMAZING WELLNESS	U.S.	77775435		July 7, 2009	Vitamin Shoppe Industries Inc.	Pending
23.	MUSCLE PERFORMANCE &	U.S.	77766320		June 23, 2009	Vitamin Shoppe Industries Inc.	Pending
24.	THE SUPREME VITAMIN C	U.S.	77186687	3644115	June 23, 2009	Vitamin Shoppe Industries Inc.	Registered
25.	ARMORFLEX	U.S.	77265964		August 28, 2007	Vitamin Shoppe Industries Inc.	Notice of Allowance

[Schedule A-2]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0884

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
							issued on May-20, 2008
26.	ACTIVE-C	U.S.	77725721		April 30, 2009	Vitamin Shoppe Industries Inc.	Office Action issued on June 10, 2009
27.	SO GOOD . . . NATURALLY	U.S.	77625601		December 3, 2008	Vitamin Shoppe Industries Inc.	Notice of Allowance issued on June 30, 2009
28.	ECO SHOPPE GREEN LIFE FOR HEALTHY LIVING	U.S.	77694994		March 19, 2009	Vitamin Shoppe Industries Inc.	Approved for publication on September 12, 2009
29.	HEALTHY AWARDS	U.S.	77500911	3572000	February 10, 2009	Vitamin Shoppe Industries Inc.	Registered
30.	GREEN LIFE	U.S.	77062669		December 12, 2006	Vitamin Shoppe Industries Inc.	Notice of Allowance issued April 14, 2009
31.	ECO SHOPPE	U.S.	77623776		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
32.	ECO SHOPPE	U.S.	77623841		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
33.	ANSWERS FOR EVERY BODY	U.S.	77177210	3477629	July 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-3]

63216v.5 CHA715/78006

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
34.	ECO SHOPPE	U.S.	77224422	3407529	April 1, 2008	Vitamin Shoppe Industries Inc.	Registered
35.	ULTIMATE MAN ELITE	U.S.	77074132	3349216	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
36.	ULTIMATE MAN LIQUITHERM	U.S.	77066097	3349211	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
37.	TETRABOLIC	U.S.	77035113	3294548	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
38.	ADVANCED SUGAR SUPPORT	U.S.	77029788	3294546	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
39.	ADVANCED SYSTEMIC ENZYMES	U.S.	77024953	3294545	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
40.	MIRACLE FIBER	U.S.	77022947	3294544	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
41.	ADVANCED BRAIN SHARP	U.S.	77020595	3294542	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
42.	ADVANCED LONGEVITY FORMULA	U.S.	77020587	3294541	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
43.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76175001	2737735	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
44.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76174901	2737734	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
45.	THE VITAMIN SHOPPE	U.S.	75980453	2481906	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
46.	THE VITAMIN SHOPPE	U.S.	75863099	2481640	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
47.	DAILY VM CAPS	U.S.	74457453	1857466	October 11, 1994	Vitamin Shoppe Industries Inc.	Registered
48.	BODYTECH	Canada		TMA697094	September 21, 2007	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-4]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0886

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
49.	THE VITAMIN SHOPPE	Canada	1289171		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
50.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289174		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
51.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289175		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
52.	BODYTECH	CTM	05347191		September 29, 2006	Vitamin Shoppe Industries Inc.	Pending - Opposed by Dezac
53.	THE VITAMIN SHOPPE SINCE 1977	CTM		05347182	January 08, 2008	Vitamin Shoppe Industries Inc.	Registered
54.	BODYTECH	India	1646178		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
55.	THE VITAMIN SHOPPE	India	1646179		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
56.	THE VITAMIN SHOPPE SINCE 1977	India	1647685		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
57.	BODYTECH	Japan		5033279	March 16, 2007	Vitamin Shoppe Industries Inc.	Registered
58.	THE VITAMIN SHOPPE	Japan	18531/2006		February 28, 2006	Vitamin Shoppe Industries Inc.	Pending
59.	THE VITAMIN SHOPPE SINCE 1977	Japan		5088695	November 2, 2007	Vitamin Shoppe Industries Inc.	Registered
60.	THE VITAMIN SHOPPE SINCE 1977	Japan		5066591	July 27, 2007	Vitamin Shoppe Industries Inc.	Registered
61.	BODYTECH	Mexico		1022028	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-5]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0887

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
62.	BODYTECH	Mexico		1022029	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered
63.	THE VITAMIN SHOPPE	Mexico		1039419	May 15, 2008	Vitamin Shoppe Industries Inc.	Registered
64.	THE VITAMIN SHOPPE	Mexico		1033203	March 28, 2008	Vitamin Shoppe Industries Inc.	Registered
65.	THE VITAMIN SHOPPE	Mexico	906670		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
66.	THE VITAMIN SHOPPE SINCE 1977	Mexico	906672		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
67.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901212		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
68.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901213		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
69.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901214		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
70.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901215		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
71.	BODYTECH	Panama	174450		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
72.	BODYTECH	Panama	174451		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
73.	BODYTECH	Panama	174452		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
74.	BODYTECH	Panama	174453		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
75.	THE VITAMIN SHOPPE	Panama		174454	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
76.	THE VITAMIN SHOPPE	Panama		1744553	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-6]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0888

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
77.	THE VITAMIN SHOPPE	Panama		174456	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
78.	THE VITAMIN SHOPPE	Panama		174457	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
79.	THE VITAMIN SHOPPE SINCE 1977	Panama		174439	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
80.	THE VITAMIN SHOPPE SINCE 1977	Panama		174441	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
81.	THE VITAMIN SHOPPE SINCE 1977	Panama		174442	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
82.	THE VITAMIN SHOPPE SINCE 1977	Panama		174443	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
83.	THE VITAMIN SHOPPE SINCE 1977	Panama		174431	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
84.	THE VITAMIN SHOPPE SINCE 1977	Panama		174444	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
85.	THE VITAMIN SHOPPE SINCE 1977	Panama		174448	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
86.	THE VITAMIN SHOPPE SINCE 1977	Panama		174449	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered

PATENTS AND PATENT APPLICATIONS

None

[Schedule A-7]

63216v.5 CHA715/78006


SCHEDULE A**INTELLECTUAL PROPERTY SECURITY AGREEMENT****REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
1.	NUTRITION DEPOT DISCOUNT VITAMIN CENTERS	U.S.	78956845	3339971	November 20, 2007	Vitamin Shoppe Industries Inc.	Registered
2.	ULTIMATE MAN	U.S.	78922844	3378676	February 5, 2008	Vitamin Shoppe Industries Inc.	Registered
3.	BODYTECH	U.S.	78959402	3292359	March 6, 2007	Vitamin Shoppe Industries Inc.	Registered
4.	PRO-PUDDING	U.S.	78959324	3300183	September 25, 2007	Vitamin Shoppe Industries Inc.	Registered
5.	ULTIMATE WOMAN	U.S.	78922849	3373042	January 22, 2008	Vitamin Shoppe Industries Inc.	Registered
6.	M.D. SELECT	U.S.	78856280	3266448	July 17, 2007	Vitamin Shoppe Industries Inc.	Registered
7.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78802195	3241641	May 15, 2007	Vitamin Shoppe Industries Inc.	Registered
8.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78801960	3186751	December 19, 2006	Vitamin Shoppe Industries Inc.	Registered
9.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78799895	3183591	December 12, 2006	Vitamin Shoppe Industries Inc.	Registered
10.	NITROJACK	U.S.	78736871	3137287	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
11.	HYDROTHERM	U.S.	78587201	3190036	December 26, 2006	Vitamin Shoppe Industries Inc.	Registered
12.	ISLAND PASSION	U.S.	78541651	3137045	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
13.	CAMPGROUND LAKE	U.S.	78540976	3240480	May 8, 2007	Vitamin Shoppe	Registered

[Schedule A-1]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0890

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
						Industries Inc.	
14.	AMERICA'S HEALTH SUPERSTORE	U.S.	78507280	3030896	December 13, 2005	Vitamin Shoppe Industries Inc.	Registered
15.	BODYTECH	U.S.	78070985	2872484	August 10, 2004	Vitamin Shoppe Industries Inc.	Registered
16.	NUTRITION DEPOT	U.S.	78337961	2916393	January 4, 2005	Vitamin Shoppe Industries Inc.	Registered
17.	HEALTHY AWARDS	U.S.	78446059	3133952	August 22, 2006	Vitamin Shoppe Industries Inc.	Registered
18.	WE TAKE VITAMINS SERIOUSLY	U.S.	78426082	2967041	July 12, 2005	Vitamin Shoppe Industries Inc.	Registered
19.	ULTIMATE MEMORYAID	U.S.	78419941	3001345	September 27, 2005	Vitamin Shoppe Industries Inc.	Registered
20.	TRI-SCORB	U.S.	77725724		April 30, 2009	Vitamin Shoppe Industries Inc.	Published for Opposition on July 21, 2009
21.		U.S.	77694969		March 19, 2009	Vitamin Shoppe Industries Inc.	Request for Extension of Time to Oppose filed by Kellogg's on August 20, 2009
22.	AMAZING WELLNESS	U.S.	77775435		July 7, 2009	Vitamin Shoppe Industries Inc.	Pending
23.	MUSCLE PERFORMANCE &	U.S.	77766320		June 23, 2009	Vitamin Shoppe Industries Inc.	Pending
24.	THE SUPREME VITAMIN C	U.S.	77186687	3644115	June 23, 2009	Vitamin Shoppe Industries Inc.	Registered
25.	ARMORFLEX	U.S.	77265964		August 28, 2007	Vitamin Shoppe Industries Inc.	Notice of Allowance

[Schedule A-2]

63216v.5 CHA715/78006

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
							issued on May-20, 2008
26.	ACTIVE-C	U.S.	77725721		April 30, 2009	Vitamin Shoppe Industries Inc.	Office Action issued on June 10, 2009
27.	SO GOOD . . . NATURALLY	U.S.	77625601		December 3, 2008	Vitamin Shoppe Industries Inc.	Notice of Allowance issued on June 30, 2009
28.	ECO SHOPPE GREEN LIFE FOR HEALTHY LIVING	U.S.	77694994		March 19, 2009	Vitamin Shoppe Industries Inc.	Approved for publication on September 12, 2009
29.	HEALTHY AWARDS	U.S.	77500911	3572000	February 10, 2009	Vitamin Shoppe Industries Inc.	Registered
30.	GREEN LIFE	U.S.	77062669		December 12, 2006	Vitamin Shoppe Industries Inc.	Notice of Allowance issued April 14, 2009
31.	ECO SHOPPE	U.S.	77623776		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
32.	ECO SHOPPE	U.S.	77623841		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
33.	ANSWERS FOR EVERY BODY	U.S.	77177210	3477629	July 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-3]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0892

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
34.	ECO SHOPPE	U.S.	77224422	3407529	April 1, 2008	Vitamin Shoppe Industries Inc.	Registered
35.	ULTIMATE MAN ELITE	U.S.	77074132	3349216	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
36.	ULTIMATE MAN LIQUITHERM	U.S.	77066097	3349211	December 4, 2007	Vitamin Shoppe Industries Inc.	Registered
37.	TETRABOLIC	U.S.	77035113	3294548	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
38.	ADVANCED SUGAR SUPPORT	U.S.	77029788	3294546	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
39.	ADVANCED SYSTEMIC ENZYMES	U.S.	77024953	3294545	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
40.	MIRACLE FIBER	U.S.	77022947	3294544	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
41.	ADVANCED BRAIN SHARP	U.S.	77020595	3294542	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
42.	ADVANCED LONGEVITY FORMULA	U.S.	77020587	3294541	September 18, 2007	Vitamin Shoppe Industries Inc.	Registered
43.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76175001	2737735	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
44.	THE VITAMIN SHOPPE SINCE 1977	U.S.	76174901	2737734	July 15, 2003	Vitamin Shoppe Industries Inc.	Registered
45.	THE VITAMIN SHOPPE	U.S.	75980453	2481906	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
46.	THE VITAMIN SHOPPE	U.S.	75863099	2481640	August 28, 2001	Vitamin Shoppe Industries Inc.	Registered
47.	DAILY VM CAPS	U.S.	74457453	1857466	October 11, 1994	Vitamin Shoppe Industries Inc.	Registered
48.	BODYTECH	Canada		TMA697094	September 21, 2007	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-4]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0893

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
49.	THE VITAMIN SHOPPE	Canada	1289171		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
50.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289174		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
51.	THE VITAMIN SHOPPE SINCE 1977	Canada	1289175		February 8, 2006	Vitamin Shoppe Industries Inc.	Pending - Refusal based upon prior mark
52.	BODYTECH	CTM	05347191		September 29, 2006	Vitamin Shoppe Industries Inc.	Pending - Opposed by Dezac
53.	THE VITAMIN SHOPPE SINCE 1977	CTM		05347182	January 08, 2008	Vitamin Shoppe Industries Inc.	Registered
54.	BODYTECH	India	1646178		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
55.	THE VITAMIN SHOPPE	India	1646179		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
56.	THE VITAMIN SHOPPE SINCE 1977	India	1647685		January 25, 2008	Vitamin Shoppe Industries Inc.	Pending
57.	BODYTECH	Japan		5033279	March 16, 2007	Vitamin Shoppe Industries Inc.	Registered
58.	THE VITAMIN SHOPPE	Japan	18531/2006		February 28, 2006	Vitamin Shoppe Industries Inc.	Pending
59.	THE VITAMIN SHOPPE SINCE 1977	Japan		5088695	November 2, 2007	Vitamin Shoppe Industries Inc.	Registered
60.	THE VITAMIN SHOPPE SINCE 1977	Japan		5066591	July 27, 2007	Vitamin Shoppe Industries Inc.	Registered
61.	BODYTECH	Mexico		1022028	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-5]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0894

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
62.	BODYTECH	Mexico		1022029	January 29, 2008	Vitamin Shoppe Industries Inc.	Registered
63.	THE VITAMIN SHOPPE	Mexico		1039419	May 15, 2008	Vitamin Shoppe Industries Inc.	Registered
64.	THE VITAMIN SHOPPE	Mexico		1033203	March 28, 2008	Vitamin Shoppe Industries Inc.	Registered
65.	THE VITAMIN SHOPPE	Mexico	906670		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
66.	THE VITAMIN SHOPPE SINCE 1977	Mexico	906672		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
67.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901212		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
68.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901213		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
69.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901214		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
70.	THE VITAMIN SHOPPE SINCE 1977	Mexico	901215		December 10, 2007	Vitamin Shoppe Industries Inc.	Pending
71.	BODYTECH	Panama	174450		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
72.	BODYTECH	Panama	174451		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
73.	BODYTECH	Panama	174452		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
74.	BODYTECH	Panama	174453		August 29, 2008	Vitamin Shoppe Industries Inc.	Pending
75.	THE VITAMIN SHOPPE	Panama		174454	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
76.	THE VITAMIN SHOPPE	Panama		1744553	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-6]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0895

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
77.	THE VITAMIN SHOPPE	Panama		174456	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
78.	THE VITAMIN SHOPPE	Panama		174457	April 28, 2009	Vitamin Shoppe Industries Inc.	Registered
79.	THE VITAMIN SHOPPE SINCE 1977	Panama		174439	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
80.	THE VITAMIN SHOPPE SINCE 1977	Panama		174441	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
81.	THE VITAMIN SHOPPE SINCE 1977	Panama		174442	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
82.	THE VITAMIN SHOPPE SINCE 1977	Panama		174443	June 5, 2009	Vitamin Shoppe Industries Inc.	Registered
83.	THE VITAMIN SHOPPE SINCE 1977	Panama		174431	July 10, 2009	Vitamin Shoppe Industries Inc.	Registered
84.	THE VITAMIN SHOPPE SINCE 1977	Panama		174444	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
85.	THE VITAMIN SHOPPE SINCE 1977	Panama		174448	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered
86.	THE VITAMIN SHOPPE SINCE 1977	Panama		174449	April 27, 2009	Vitamin Shoppe Industries Inc.	Registered

PATENTS AND PATENT APPLICATIONS

None

[Schedule A-7]

63216v.5 CHA715/78006

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "**Agreement**"), dated as of September 25, 2009, is entered into by VITAMIN SHOPPE INDUSTRIES INC., a New York corporation, VS DIRECT INC., a Delaware corporation, and VS HOLDINGS, INC., a Delaware corporation (each a "**Grantor**", and collectively, "**Grantors**"), and JPMORGAN CHASE BANK, N.A., as Administrative Agent ("**Administrative Agent**"), for the Lenders. Capitalized terms not otherwise defined herein have the meanings set forth in the Loan and Security Agreement dated as of September 25, 2009, among Grantors and Administrative Agent (the "**Credit Agreement**").

WHEREAS, pursuant to the Credit Agreement, Grantors are granting a security interest to Lenders in certain trademarks and patents whether now owned or existing or hereafter acquired or arising and wherever located, including the trademarks and patents listed on Schedule A ("**Secured Intellectual Property**").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Grantors and Administrative Agent hereby agree as follows:

1. Grant of Security Interest.

1.1 Each Grantor hereby grants to Administrative Agent, a security interest in and continuing lien on all of such Grantor's right, title and interest in, to and under all the Secured Intellectual Property, subject to the terms and conditions of the Credit Agreement. Notwithstanding the foregoing, the Secured Intellectual Property shall exclude any rights to any patents or trademarks that would be cancelled or rendered invalid or unenforceable under applicable law by the grant of a security interest created pursuant to the terms of this Agreement or the Credit Agreement, for as long as such prohibition or reason for invalidity under applicable law exists, except for the products and proceeds thereof.

1.2 The security interest granted hereby is granted in conjunction with the security interest granted to Administrative Agent under the Credit Agreement. The rights and remedies of Lenders with respect to the security interest granted hereby are in addition to those set forth in the Credit Agreement. In the event of any conflict between the terms of this Agreement and the terms of the Credit Agreement, the terms of the Credit Agreement shall control.

2. Modification of Agreement.

This Agreement or any provision hereof may not be changed, waived, or terminated except in accordance with the amendment provisions of the Credit Agreement pursuant to which Administrative Agent may modify this Agreement, after obtaining Grantors' approval of or signature to such modification, by amending Schedule A to include reference to any right, title or interest in any existing trademarks and patents or any trademarks and patents acquired or developed by Grantors after the execution hereof or to delete any reference to any right, title or

interest in any trademarks and patents in which Grantors no longer have or claim any right, title or interest.

3. **Governing Law.**

THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE CONSTRUED IN ACCORDANCE WITH AND BE GOVERNED BY THE LAWS OF THE STATE OF NEW YORK AND, TO THE EXTENT CONTROLLING, LAWS OF THE UNITED STATES OF AMERICA, EXCEPT TO THE EXTENT THAT THE LAWS OF ANY STATE IN WHICH ANY OF THE COLLATERAL IS LOCATED NECESSARILY GOVERNS THE VALIDITY, PERFECTION, PRIORITY AND ENFORCEABILITY, AND THE EXERCISE OF ANY REMEDIES WITH RESPECT TO ANY LIEN OR SECURITY INTEREST INTENDED TO BE CREATED OR GRANTED HEREBY ON COLLATERAL LOCATED IN SUCH STATE.

4. **Successors and Assigns.**

This Agreement shall be binding upon and inure to the benefit of Administrative Agent and Grantors and their respective successors and assigns. Grantors shall not, without the prior written consent of Administrative Agent given in accordance with the Credit Agreement, assign any right, duty or obligation hereunder.


5. **Counterparts.**

This Agreement may be executed in any number of counterparts and by the parties hereto on separate counterparts, each of which when so executed, shall be deemed to be an original and all of which taken together shall constitute one and the same instrument. Facsimiles shall be effective as originals.


[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, Grantors and Administrative Agent have caused this Agreement to be duly executed and delivered as of the date first above written.


VITAMIN SHOPPE INDUSTRIES INC.

By: 
Name: Michael Archbold
Title: EVP CFO

VS DIRECT INC.

By: 
Name: Michael Archbold
Title: EVP CFO

VS HOLDINGS, INC.

By: 
Name: Michael Archbold
Title: EVP CFO

**JPMORGAN CHASE BANK, N.A., as
Administrative Agent**

By: _____
Name: _____
Title: _____

[Signature Page to Intellectual Property Security Agreement]

IN WITNESS WHEREOF, Grantors and Administrative Agent have caused this Agreement to be duly executed and delivered as of the date first above written.

VITAMIN SHOPPE INDUSTRIES INC.

By: _____
Name: _____
Title: _____

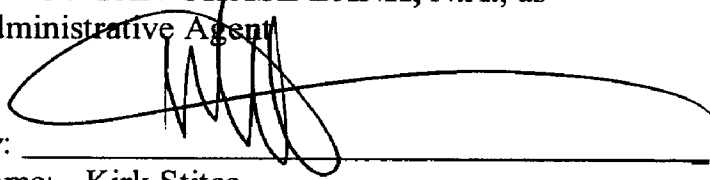
VS DIRECT INC.

By: _____
Name: _____
Title: _____

VS HOLDINGS, INC.

By: _____
Name: _____
Title: _____

**JPMORGAN CHASE BANK, N.A., as
Administrative Agent**

By:  _____
Name: Kirk Stites
Title: Senior Vice President

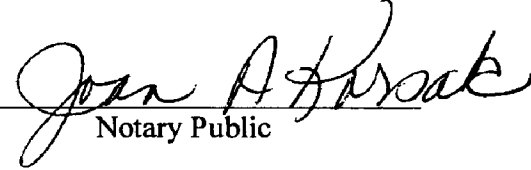
STATE OF New Jersey
COUNTY OF Hudson)

SS:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Aechbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of Vitamin Shoppe Industries Inc., a New York corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)


Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

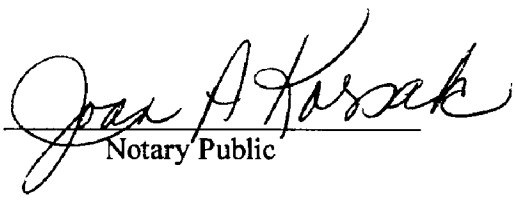
[Notary to Intellectual Property Security Agreement – Vitamin Shoppe Industries Inc.]

STATE OF New Jersey
COUNTY OF Hudson) SS:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Archbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of VS Direct Inc., a Delaware corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)


Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

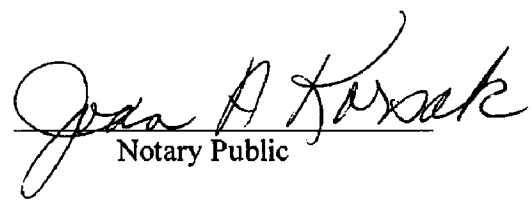
[Notary to Intellectual Property Security Agreement – VS Direct Inc.]

STATE OF New Jersey
COUNTY OF Hudson) ss:

On September 24, 2009, before me, the undersigned, a notary public in and for said state and county, personally appeared Michael Flechbold, personally known to me (or proved to me on the basis of satisfactory evidence), to be the person who executed the within instrument as the EVP CFO, on behalf of VS Holdings, Inc., a Delaware corporation and acknowledged to me that the corporation executed the within instrument pursuant to its bylaws.

WITNESS MY HAND AND/OR OFFICIAL SEAL.

(NOTARIAL STAMP OR SEAL)


Notary Public

My Commission Expires:

JOAN A. KORSAK
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Nov. 22, 2010

[Notary to Intellectual Property Security Agreement – VS Holdings, Inc.]


SCHEDULE A**INTELLECTUAL PROPERTY SECURITY AGREEMENT****REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS**

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
1.	NUTRITION DEPOT DISCOUNT VITAMIN CENTERS	U.S.	78956845	3339971	November 20, 2007	Vitamin Shoppe Industries Inc.	Registered
2.	ULTIMATE MAN	U.S.	78922844	3378676	February 5, 2008	Vitamin Shoppe Industries Inc.	Registered
3.	BODYTECH	U.S.	78959402	3292359	March 6, 2007	Vitamin Shoppe Industries Inc.	Registered
4.	PRO-PUDDING	U.S.	78959324	3300183	September 25, 2007	Vitamin Shoppe Industries Inc.	Registered
5.	ULTIMATE WOMAN	U.S.	78922849	3373042	January 22, 2008	Vitamin Shoppe Industries Inc.	Registered
6.	M.D. SELECT	U.S.	78856280	3266448	July 17, 2007	Vitamin Shoppe Industries Inc.	Registered
7.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78802195	3241641	May 15, 2007	Vitamin Shoppe Industries Inc.	Registered
8.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78801960	3186751	December 19, 2006	Vitamin Shoppe Industries Inc.	Registered
9.	THE VITAMIN SHOPPE SINCE 1977	U.S.	78799895	3183591	December 12, 2006	Vitamin Shoppe Industries Inc.	Registered
10.	NITROJACK	U.S.	78736871	3137287	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
11.	HYDROTHERM	U.S.	78587201	3190036	December 26, 2006	Vitamin Shoppe Industries Inc.	Registered
12.	ISLAND PASSION	U.S.	78541651	3137045	August 29, 2006	Vitamin Shoppe Industries Inc.	Registered
13.	CAMPGROUND LAKE	U.S.	78540976	3240480	May 8, 2007	Vitamin Shoppe	Registered

[Schedule A-1]

63216v.5 CHA715/78006

TRADEMARK
REEL: 004078 FRAME: 0904

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
						Industries Inc.	
14.	AMERICA'S HEALTH SUPERSTORE	U.S.	78507280	3030896	December 13, 2005	Vitamin Shoppe Industries Inc.	Registered
15.	BODYTECH	U.S.	78070985	2872484	August 10, 2004	Vitamin Shoppe Industries Inc.	Registered
16.	NUTRITION DEPOT	U.S.	78337961	2916393	January 4, 2005	Vitamin Shoppe Industries Inc.	Registered
17.	HEALTHY AWARDS	U.S.	78446059	3133952	August 22, 2006	Vitamin Shoppe Industries Inc.	Registered
18.	WE TAKE VITAMINS SERIOUSLY	U.S.	78426082	2967041	July 12, 2005	Vitamin Shoppe Industries Inc.	Registered
19.	ULTIMATE MEMORYAID	U.S.	78419941	3001345	September 27, 2005	Vitamin Shoppe Industries Inc.	Registered
20.	TRI-SCORB	U.S.	77725724		April 30, 2009	Vitamin Shoppe Industries Inc.	Published for Opposition on July 21, 2009
21.		U.S.	77694969		March 19, 2009	Vitamin Shoppe Industries Inc.	Request for Extension of Time to Oppose filed by Kellogg's on August 20, 2009
22.	AMAZING WELLNESS	U.S.	77775435		July 7, 2009	Vitamin Shoppe Industries Inc.	Pending
23.	MUSCLE PERFORMANCE &	U.S.	77766320		June 23, 2009	Vitamin Shoppe Industries Inc.	Pending
24.	THE SUPREME VITAMIN C	U.S.	77186687	3644115	June 23, 2009	Vitamin Shoppe Industries Inc.	Registered
25.	ARMORFLEX	U.S.	77265964		August 28, 2007	Vitamin Shoppe Industries Inc.	Notice of Allowance

[Schedule A-2]

63216v.5 CHA715/78006

	Mark	Country	Application Serial Number	Reg. Number	Application Date/Reg Date	Record Owner/Liens	Status
							issued on May-20, 2008
26.	ACTIVE-C	U.S.	77725721		April 30, 2009	Vitamin Shoppe Industries Inc.	Office Action issued on June 10, 2009
27.	SO GOOD . . . NATURALLY	U.S.	77625601		December 3, 2008	Vitamin Shoppe Industries Inc.	Notice of Allowance issued on June 30, 2009
28.	ECO SHOPPE GREEN LIFE FOR HEALTHY LIVING	U.S.	77694994		March 19, 2009	Vitamin Shoppe Industries Inc.	Approved for publication on September 12, 2009
29.	HEALTHY AWARDS	U.S.	77500911	3572000	February 10, 2009	Vitamin Shoppe Industries Inc.	Registered
30.	GREEN LIFE	U.S.	77062669		December 12, 2006	Vitamin Shoppe Industries Inc.	Notice of Allowance issued April 14, 2009
31.	ECO SHOPPE	U.S.	77623776		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
32.	ECO SHOPPE	U.S.	77623841		December 1, 2008	Vitamin Shoppe Industries Inc.	Response to Office Action filed on September 09, 2009
33.	ANSWERS FOR EVERY BODY	U.S.	77177210	3477629	July 29, 2008	Vitamin Shoppe Industries Inc.	Registered

[Schedule A-3]

63216v.5 CHA715/78006

RECORDED: 10/13/2009

TRADEMARK
REEL: 004078 FRAME: 0906