

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of

Delaware

(State)

Case number (if known):

Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Vitamin World, Inc.

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

81 - 1318915

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

4320 Veterans Highway

Number Street

Number Street

P.O. Box

Holbrook, NY 11741

City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of business

County

Number Street

City State ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify: _____

Debtor Vitamin World, Inc.
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.4461 _ _**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor See attached appendix Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor Vitamin World, Inc.
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number Street

City

State

ZIP Code

Is the property insured?

☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds**

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|--|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input checked="" type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Vitamin World, Inc.

Case number (if known) _____

Name

16. Estimated liabilities

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input checked="" type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING — Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☒ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☒ I have been authorized to file this petition on behalf of the debtor.
- ☒ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/11/2017

MM / DD / YYYY

x Frank Conley
 Signature of authorized representative of debtor
 Title Chief Financial Officer

Frank Conley

Printed name

18. Signature of attorney

x Mark Minuti
 Signature of attorney for debtor

Date 9/11/2017

MM / DD / YYYY

Mark Minuti

Printed name

Saul Ewing Arnstein & Lehr LLP

Firm name

1201 N. Market Street, Suite 2300

Number Street

Wilmington

City

DE

State

19899-1266

ZIP Code

(302) 421-6840

Contact phone

mark.minuti@saull.com

Email address

No. 2659

Bar number

DE

State

Appendix

Affiliate Filings

On the date hereof, each of the affiliated entities listed below, including the debtor in the chapter 11 case to which this Appendix is attached (collectively, the “Debtors”) filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of *In re Vitamin World, Inc.*

- Vitamin World, Inc.
- VWRE Holdings, Inc.
- VW Interholdings, Inc.
- VW Online, Inc.
- Vitamin Depot, LLC
- Precision Engineered Limited (USA)
- Vitamin World of Guam, LLC
- Vitamin World (V.I.), Inc.
- Nutrition Warehouse, Inc.

VITAMIN WORLD, INC.

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

The undersigned director, constituting the special member of the Board of Directors (the “**Board of Directors**”) of Vitamin World, Inc., a Delaware corporation (the “**Corporation**”) authorized to approve restructuring matters, acting without a meeting pursuant to Section 141(f) of the Delaware General Corporation Law, as amended, does hereby waive all call and notice requirements and consents to, and adopts, the following resolutions by written consent:

A. BANKRUPTCY PROCEEDINGS

WHEREAS, the Board of Directors reviewed the materials presented by the management and the financial and legal advisers of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation’s businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisers of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED THAT: In the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other parties in interest, that the Corporation file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code on or before September 11, 2017;

BE IT FURTHER RESOLVED THAT: Each of the Chief Executive Officer, President, Chief Financial Officer, Treasurer, and such other officers as may be designated by the Chief Executive Officer or President (collectively, the “**Authorized Officers**”), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and file on behalf of the Corporation all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Katten Muchin Rosenman LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Katten Muchin Rosenman LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Saul Ewing Arnstein & Lehr LLP as general bankruptcy co-counsel to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and cause to be filed an appropriate applications for authority to retain the services of Saul Ewing Arnstein & Lehr LLP;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors as real estate advisors to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Retail Consulting Services, Inc. d/b/a RCS Real Estate Advisors;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of RAS Management Advisors, LLC as financial advisors of the Corporation to assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of RAS Management Advisors, LLC;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of JND Corporate Restructuring as notice and claims agent to represent and assist the Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of JND Corporate Restructuring; and

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under title 11 of the United States Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

II. Senior Secured Debtor In Possession Credit Agreement.

BE IT FURTHER RESOLVED THAT: The form, terms, and provisions of the Senior Secured Super-Priority Debtor-In-Possession Credit Agreement (the “**DIP Credit Agreement**”), dated as of on or about September 11, 2017, by and among the Corporation and its co-debtor affiliates, as debtor and debtor-in-possession in a case pending under chapter 11 of the Bankruptcy Code, and Wells Fargo Bank, National Association, as L/C issuer and as agent (the “**Agent**”) for the lender parties thereto (collectively, the “**Lenders**”) and the Corporation’s performance of its obligations under the DIP Credit Agreement be, and hereby are, in all respects, approved; and further resolved, that the form, terms and provisions of each of the instruments and documents ancillary to the DIP Credit Agreement (together with the DIP Credit Agreement, collectively, the “**DIP Loan Documents**”), are hereby in all respects approved, and the Authorized Officers, acting alone or with one or more other Authorized Officers be, and hereby is, authorized and empowered to execute and deliver the DIP Credit Agreement, and each of the DIP Loan Documents, in the name and on behalf of the Corporation under its corporate seal or otherwise, substantially in the forms reviewed by one or more Authorized Officers, with such changes therein and modifications and amendments thereto as any Authorized Officer or Officers may in his or their sole discretion approve, which approval shall be conclusively evidenced by his, her, or their execution thereof;

BE IT FURTHER RESOLVED THAT: The Board of Directors hereby authorizes the Corporation to grant liens and security interests in and to all of the Corporation’s assets of whatever kind in favor of the Agent as collateral to secure the obligations in the DIP Credit Agreement and the DIP Loan Documents, and the Board of Directors hereby authorizes the Agent to file any financing statements (including financing statements describing the collateral as “all assets”, “all personal property” or with words of similar import), assignments for security or other documents in the name of the Corporation as may be necessary or desirable to perfect the security interests granted to the Lenders in the DIP Loan Documents;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Loan Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates, or documents relating to the transactions contemplated by the DIP Credit

Agreement or any of the other DIP Loan Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates, or documents in the name and on behalf of the Corporation under its corporate seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the DIP Credit Agreement or any of the other DIP Loan Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions;

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any of the DIP Loan Documents which shall in their sole judgment be necessary, proper or advisable; and

BE IT FURTHER RESOLVED THAT: All acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Credit Agreement and any of the other DIP Loan Documents be, and hereby are, in all respects confirmed, approved, and ratified.

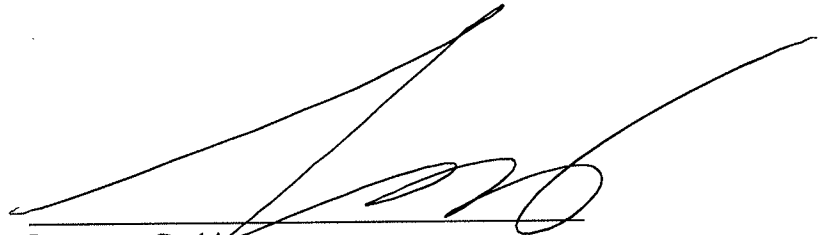
B. FURTHER ACTIONS AND PRIOR ACTIONS

BE IT RESOLVED THAT: Each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered for, in the name of and on behalf of the Corporation to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

BE IT RESOLVED THAT: All acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed and delivered this Written Consent of the Board of Directors in lieu of meeting as of the date first written above.



Lawrence Perkins
Director

Fill in this information to identify the case:Debtor name Vitamin World, Inc.

United States Bankruptcy Court for the District of Delaware

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	The Nature's Bounty Co.	Attn: Officer/Director 2100 Smithtown Avenue Ronkonkoma, NY 11779	Trade, Loan				\$21,529,139.98
2	Robinson Pharma, Inc.	Attn: Michael Nguyen 3330 S. Harbor Blvd Santa Ana, CA 92704-6831 Michael.nguyen@robinsonpharma.com Ph: (714) 241-0235 Fax: (741) 751-6066	Trade				\$1,56,204.59
3	Visionet Systems Inc.	Attn: Officer/Director 4 Cedarbrook Drive Bldg. B Cranbury, NJ 08512 Ph: (609) 452-0700 Fax: (609) 655-5232 sales@visionetsystems.com					\$921,184.86
4	Avanade Inc.	Attn: Officer/Director 818 Stewart Street Suite 400 Seattle, WA 98101 Ph: (206) 239-5600 Fax: (206) 239-5605					\$588,382.58
5	Aetna Life Insurance Company	Attn: Officer/Director 151 Farmington Ave. Rt 21 Hartford, CT 06156 Ph: (860) 273-0123 Fax: (860) 273-6675					\$318,243.61

Debtor Vitamin World, Inc.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	Garden of Life, LLC	Attn: Officer/Director 4200 Northcorp Parkway Suite 200 Palm Beach Gardens, FL 33410 Ph: (800) 622-8986 Fax: (561) 575-5488 keyaccounts@gardenoflife.com	Trade				\$247,937.65
7	ADH Health Products, Inc.	215 N. Route 303 Congers, NY 10920-1726 PO@adhhealth.com Ph: (845) 268-0027 Fax: (845) 268-2988	Trade				\$242,488.30
8	Quest Nutrition	Attn: M. Godinez 2221 Park Place El Segundo, CA 90245-4909 mgodinez@questnutrition.com business&legalaffairs@questnutrition.com Ph: (888) 212-0601 Fax: (310) 933-0331	Trade				\$196,750.05
9	Global Health Laboratories LLC	Attn: C Manzione 548 Broadhollow Road Melville, NY 11747 cmanzione@globalhealthlabs.com Ph: (631) 293-0030 Fax: (631) 249-7114	Trade				\$183,544.34
10	New Chapter, Inc.	Attn: Officer/Director PO Box 1947 Brattleboro, VT 05302 Ph: (802) 257-0018 Fax: (802) 391-1422 Orders@newchapter.com	Trade				\$175,869.53
11	Fit & Fresh Inc.	Attn: Officer/Director 295 Promenade Street Providence, RI 02908 Ph: (800) 858-8840 Fax: (401) 273-0630 aspinard@fitandfresh.com	Trade				\$146,856.40
12	Unitrex Ltd.	Attn: Alysha 5060 Taylor Road Cleveland, OH 44128 Ph: (216) 831-1900 Alysha@sparoom.com	Trade				\$131,164.80

Debtor Vitamin World, Inc.

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
13 10th Lane Partners, LLC	Attn: Officer/Director 60 E. 42 nd Street Suite 1250 New York, NY 10165 Ph: (646) 843-0710 Fax: (347) 695-1574					\$125,000,000
14 Lenny & Larry's, Inc.	Attn: Officer/Director 14300 Arminta Street Panorama City, CA 91402 Ph: (818) 727-0191 Fax: (818) 727-0460 PO@lennylarry.com	Trade				\$119,887.68
15 St. Onge Company	Attn: Officer/Director 1400 Williams Road York, PA 17402 Ph: (717) 840-8181 Fax: (717) 840-8182 msingletary@stonge.com					\$106,485.37
16 4320 VMH Holbrook, LLC	Attn: Officer/Director 100 Passaic Avenue Suite 150 Fairfield, NJ 07004	Lease				\$103,188.93
17 Contract Pharmacal Corp.	Attn: Cassandra Arnaiz 135 Adams Avenue Hauppauge, NY 11788 Ph: (631) 231-4610 Fax: (631) 231-4156	Trade				\$102,772.90
18 Basic Research LLC	Attn: Officer/Director 5742 West Harold Gatty Drive Salt Lake City, UT 84116 Ph: (801) 517-7000 Fax: (801) 517-7001	Trade				\$87,943.86
19 Capax Global, LLC	Attn: Officer/Director PO Box 200955 Pittsburgh, PA 15251 Ph: (800) 913-3243 Fax: (973) 401-0669					\$83,926.66
20 Irwin Naturals	Attn: Officer/Director 5310 Beethoven St. Attn: Accounting Dept. Los Angeles, CA 90066 Ph: (310) 306-3636 Fax: (310) 306-5170 mmcs@irwinnaturals.com	Trade				\$78,655.20

Debtor Vitamin World, Inc.

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
21 Creative Bioscience	Attn: Officer/Director 4530 S. 300 W Murray, UT 84107 Ph: (877) 628-6525 Fax: (801) 904-3928 billing@creativebioscience.com	Trade				\$75,819.00
22 I-Health, Inc.	Attn: Officer/Director 55 Sebethe Drive Suite 102 Cromwell, CT 06416 Ph: (800) 990-3476 Fax: (860) 286-8757 Tracking.ihealth@dsm.com	Trade				\$74,111.52
23 Nutraboit Life Science	Attn: Officer/Director Dallas Lockbox PO Box 84418 Woodboit Distribution LLC Dallas, TX 75284-4180 Ph: (800) 870-2070 orders@nutraboit.com	Trade				\$73,509.48
24 Maximum Human Performance LLC	Attn: Justin Villella 21 Dwight Place Fairfield, NJ 07004 Ph: (973) 785-9159 Justin.villella@reachyourmhp.com crigas@maxperformance.com	Trade				\$71,336.37
25 Google, Inc.	Attn: Officer/Director Dept. No. 33654 PO Box 39000 San Francisco, CA 94139-3654 Ph: (315) 422-7000 Fax: (650) 253-0001	Ecom				\$65,191.90
26 Almased USA, Inc.	Attn: Officer/Director 2861 34th St. South St. Petersburg, FL 33711 Ph: (787) 258-5105 Fax: (727) 866-1438 purchaseorders@almased.com	Trade				\$63,369.64
27 Pervine Foods, LLC	Attn: Officer/Director 111 Terence Drive Pittsburgh, PA 15236 Ph: (908) 216-2161	Trade				\$63,075.80

Debtor Vitamin World, Inc.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
28	Universal Laboratories	Attn: Judith 3 Terminal Road New Brunswick, NJ 08901 Ph: (800) 872-0101 Fax: (732) 214-1210 Judith@universalnutrition.com	Trade				\$61,791.60
29	Direct Digital LLC	Attn: Tom 550 South Caldwell St. Charlotte, NC 28202 Ph: (704) 557-0985 tom@directdigitalllc.com	Trade				\$60,061.77
30	Prince of Peace Enterprises	Attn: Heidi 3536 Arden Road Hayward, CO 64545-3908 Ph: (510) 723-2433 Fax: (510) 877-1799 Heidi@popus.com	Trade				\$58,352.58

Fill in the information to identify the case and this filing:	
Debtor Name	Vitamin World, Inc.
United States Bankruptcy Court for the: _____	District of <u>DE</u> (State)
Case number (if known): _____	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

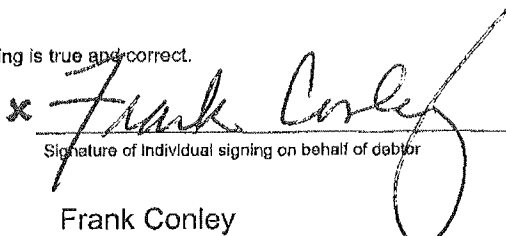
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/11/2017
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Frank Conley

Printed name

Chief Financial Officer

Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
	:	
In re	:	Chapter 11
	:	
VITAMIN WORLD, INC.,	:	Case No. 17-_____ (___)
	:	
Debtors.	:	Joint Administration Requested
	:	
	X	

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(1), the following are the corporations, other than a governmental unity, that directly or indirectly own 10% or more of any class of the above-captioned Debtor's equity interests:

Equity Holder	% Ownership
VW Interholdings, Inc.	100%

Fill in this information to identify the case and this filing:	
Debtor Name	Vitamin World, Inc.
United States Bankruptcy Court for the: _____	District of <u>DE</u> (State)
Case number (if known): _____	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING – Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration 1007(a)(1) Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/11/2017
MM / DD / YYYY

x Frank Conley
Signature of individual signing on behalf of debtor

Frank Conley
Printed name

Chief Financial Officer
Position or relationship to debtor

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	:	
In re	:	Chapter 11
	:	
VITAMIN WORLD, INC.,	:	Case No. 17-_____ (___)
	:	
Debtors.	:	Joint Administration Requested
	:	
-----X	:	

LIST OF EQUITY SECURITY HOLDERS

Pursuant to Federal Rule of Bankruptcy Procedure 1007(a)(3), the following is the list of holders of any class of the above-captioned Debtor's equity interests.

Equity Holder	Address of Equity Holder	% Ownership
VW Interholdings, Inc.	4320 Veterans Highway Holbrook, NY 11741	100%

Fill in this information to identify the case and this filing:	
Debtor Name	Vitamin World, Inc.
United States Bankruptcy Court for the: _____	District of <u>DE</u> (State)
Case number (if known): _____	

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

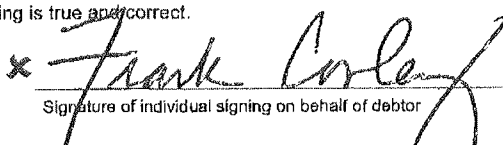
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- ☐ Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- ☐ Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- ☐ Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- ☐ Schedule H: Codebtors (Official Form 206H)
- ☐ Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration 1007(a)(3) List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 9/11/2017
MM / DD / YYYY



Signature of individual signing on behalf of debtor

Frank Conley

Printed name

Chief Financial Officer

Position or relationship to debtor