

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

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**In re** : Chapter 11  
 :  
**VITAMIN WORLD, INC., et al.,** : Case No. 17-11933 (KJC)  
 :  
 : Jointly Administered  
**Debtors.**<sup>1</sup> :  
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**NOTICE OF SALE OF ASSETS**

Vitamin World, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), are seeking to sell their personal property and other related interests (the “**Assets**”). The Debtors will consider proposals to acquire some or all of the Assets through a sale under section 363 of the Bankruptcy Code. **The Debtors have reserved the right to seek Court approval, with notice and an opportunity for hearing, of one or more parties to serve as a stalking horse purchaser (each a “Stalking Horse Purchaser”) to acquire some or all of the Assets pursuant to a Transaction Agreement between the applicable Debtor(s) and the Stalking Horse Purchaser.**

By order, dated November 21, 2017 [**Docket No. 443**] (the “**Bidding Procedures Order**”), the Bankruptcy Court approved certain “**Bidding Procedures**” that govern the sale(s) of, or other transaction(s) to acquire, the Assets by the highest and best bidders. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

The Debtors have requested that the Bankruptcy Court enter an order or orders (the “**Sale Orders**”), providing, among other things, for the sale of the Assets free and clear of all liens, claims, encumbrances and other interests, to the extent permissible by law, and the assumption of certain liabilities. A separate notice will be provided to counterparties to executory contracts and unexpired leases with the Debtors that may be assumed and assigned in connection with the Sale Orders.

Copies of the Bidding Procedures Order, the Bidding Procedures, and other pleadings are available at the website for the Debtors’ claims and noticing agent, JND Corporate Restructuring, at <http://www.jndla.com/cases/vitaminworld>.

**Any interested bidder should contact the Debtors’ investment banker, SSG Advisors, LLC, c/o J. Scott Victor (Email: [jsvictor@ssgca.com](mailto:jsvictor@ssgca.com); Phone: (610) 940-5802).**

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<sup>1</sup> Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification number, are: Vitamin World, Inc. (2283); VWRE Holdings, Inc. (8915); VW Interholdings, Inc. (4744); VW Online, Inc. (8763); Precision Engineered Limited (USA) (0916); Vitamin World (V.I.), Inc. (9839); Vitamin Depot, LLC (6747); Vitamin World of Guam, LLC (2056); and Nutrition Warehouse, Inc. (5095). Debtors’ mailing address is 4320 Veterans Highway, Holbrook, NY 11741.

**PLEASE TAKE NOTE OF THE FOLLOWING INFORMATION AND IMPORTANT DEADLINES:**

- The deadline to file an objection with the Bankruptcy Court to the proposed sale of the Assets (the “**Sale Objection Deadline**”) is **December 11, 2017 at 4:00 p.m. (ET)**; provided that, solely with respect to an objection to the conduct of the Auction, the designation of any Successful Bidder or Bid or Back-Up Bidder or Bid, the terms (including price) of such bids, or the Debtors’ inability to satisfy the conditions of section 363(f) of the Bankruptcy Code with respect to a Successful Bid or Back-Up Bid (an “**Auction Objection**”), the deadline to file an Auction Objection **shall be 4:00 p.m. (ET) on December 20, 2017**; provided, however, that objections based on the Debtors’ ability to assume and/or assign the Assumed Contracts to the Successful Bidder (both as defined in the Bidding Procedures Order) may be submitted by or at the Sale Hearing (as defined below) in writing or, if advance notice is provided to the Debtors, orally at the Sale Hearing.
- Objections must be filed and served in accordance with the Bidding Procedures Order. In connection with the proposed sale process, interested bidders may be subject to an expedited discovery process.
- The deadline to be qualified as a Qualifying Bidder and to submit a Qualifying Bid is **December 18, 2017 at 12:00 p.m. (ET)**. Subject to Section 7 of the Bidding Procedures with respect to credit bids, all Qualifying Bids must be accompanied with a deposit in an amount equal to five percent (5%) of the total consideration provided under the proposed Transaction Agreement; provided however, that the Debtors may alter the Deposit requirement for any party selected as a Stalking Horse Purchaser with leave of the Court.
- An auction for the Assets will commence on **December 19, 2017 at 10:00 a.m. (ET)** at the offices of Saul Ewing Arnstein & Lehr LLP, 1201 N. Market Street, Suite 2300, Wilmington, DE 19801.
- The Bankruptcy Court will conduct a hearing (the “**Sale Hearing**”) to consider the proposed Sales on: **December 21, 2017 at 10:00 a.m. (ET)**.

**THE FAILURE OF ANY PERSON OR ENTITY TO FILE AND SERVE AN OBJECTION BY THE APPLICABLE OBJECTION DEADLINE SHALL BE DEEMED TO CONSENT TO, AND A BAR TO THE ASSERTION BY SUCH PERSON OR ENTITY OF ANY OBJECTION TO, THE MOTION, SALE ORDERS, THE PROPOSED TRANSACTIONS, OR THE DEBTORS’ CONSUMMATION AND PERFORMANCE OF THE TRANSACTION AGREEMENT(S) (INCLUDING, WITHOUT LIMITATION, THE DEBTORS’ TRANSFER OF ANY OF THE ASSETS AND ASSUMPTION AND ASSIGNMENT OF ANY ASSUMED CONTRACTS, FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES AND OTHER INTERESTS).**

Dated: November 21, 2017  
Wilmington, Delaware

SAUL EWING ARNSTEIN & LEHR LLP

/s/ Mark Minuti

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