

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

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

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**SCHEDULES OF ASSETS AND LIABILITIES FOR  
VITAMIN WORLD (V.I.), INC. (CASE NO. 17-11938)**

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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.J.), 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.

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Vitamin World, Inc., <i>et al.</i> , <sup>1</sup>	)	Case No. 17-11933 (KJC)
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Debtors.	)	Jointly Administered
	)	
	)	
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**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,  
METHODOLOGY, AND DISCLAIMER REGARDING  
DEBTORS’ SCHEDULES AND STATEMENTS<sup>2</sup>**

The Schedules of Assets and Liabilities (the “Schedules”) and Statements of Financial Affairs (the “Statements”) filed by Vitamin World, Inc., *et al.* (the “Debtors”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) were prepared pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. 101 *et seq.* (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 1007 by the Debtors’ management, and are unaudited. While those members of management responsible for the preparation of the Schedules and Statements have made a reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors may exist and/or the subsequent receipt of information may result in material changes to financial and other data contained in the Schedules and Statements that may warrant amendment of the same. Moreover, because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can no assurance that these Schedules and Statements are complete or accurate.

These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors’ Schedules and Statements (the “Global Notes”) pertain to, are incorporated by reference in, and comprise an integral part of, each Debtor’s Schedules and Statements. In the event of any inconsistency between the Global Notes and the Schedules and Statements, the Global Notes shall control and govern.

The Schedules and Statements have been signed by an authorized representative of each of the Debtors. In reviewing and signing the Schedules and Statements, this representative relied

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<sup>2</sup> These Global Notes are followed by the Schedules of Assets and Liabilities or Statement of Financial Affairs.

upon the efforts, statements and representations of the Debtors' other personnel and professionals. The representative has not (and could not have) personally verified the accuracy of each such statement and representation, including, for example, statements and representations concerning amounts owed to creditors and their addresses.

1. **Case.** On September 11, 2017 (the "Petition Date"), the Debtors filed their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. Unless otherwise indicated, the information provided is as of the close of business on September 10, 2017.

2. **Amendments.** The Debtors reserve their right to amend the Schedules and Statements in all respects at any time as may be necessary or appropriate, including, without limitation, the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and Statements as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Any failure to designate a claim as "contingent," "unliquidated," or "disputed" does not constitute an admission by the Debtors that such claim is not "contingent," "unliquidated," or "disputed."

3. **Estimates and Assumptions.** The preparation of the Schedules and Statements requires the Debtors to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities on the date of the Schedules and Statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

4. **Unknown Amounts.** Some of the scheduled liabilities are unknown and unliquidated at this time. In such cases, the amounts are listed as "Unknown." Because certain scheduled liabilities are unknown and unliquidated, the Schedules and the Statements do not accurately reflect the aggregate amount of the Debtors' liabilities.

5. **Pre-Petition vs. Post-Petition.** The Debtors have sought to allocate liabilities between the pre-petition and post-petition periods based on the information from research and investigation conducted during the preparation of these Schedules and Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change. The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtors reserve all of their rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

6. **GAAP.** Given the difference between the information requested in the Schedules and Statements, and the financial information utilized under generally accepted accounting principles in the United States ("GAAP"), the aggregate asset values and claim amounts set forth in the Schedules and Statements do not necessarily reflect the amounts that would be set forth in a balance sheet prepared in accordance with GAAP.

7. **Asset Values.** It would be prohibitively expensive, unduly burdensome, inefficient, and time-consuming to obtain additional market valuations of the Debtors' property interests. Accordingly, to the extent any asset value is listed herein, and unless otherwise noted therein, net book values rather than current market values of the Debtors' property interests are

reflected in the applicable Schedule. As applicable, assets that have been fully depreciated or were expensed for accounting purposes have no net book value. Unless otherwise indicated, all asset amounts and claim amounts are listed as of September 10, 2017. The Debtors reserve their right to amend or adjust the value of each asset or liability as set forth herein.

**8. Challenge of Liens.** Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or to challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all of their rights to dispute or to challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided on Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

**9. Setoff or Recoupment Rights.** The Debtors have not included on Schedule D parties that may believe their claims are secured through setoff rights, deposits posted by or on behalf of the Debtors, or inchoate statutory lien rights. Such counterparties have been listed on Schedule F.

**10. First-Day Orders.** Pursuant to various orders issued by the Court, the Debtors were authorized to pay certain outstanding pre-petition claims, including, without limitation, the following: (a) claims relating to employee compensation, benefits, reimbursable business expenses, and related administrative costs; (b) claims of taxing authorities, (c) claims of prepetition shippers; and (d) critical vendor claims. To the extent claims have been paid, such claims have not been listed on the Schedules and Statements or have been marked as contingent. To the extent such a claim is listed on the Schedules and Statements, inadvertently or otherwise, the Debtors do not waive any right to amend the Schedules and Statements or subsequently object to or dispute such claim.

**11. Ordinary Course of Business.** In the ordinary course of their businesses, the Debtors apply credits against amounts otherwise due to vendors. These credits arise because, among other matters, materials ordered and paid for may not be delivered, materials delivered may be damaged or unuseable, and vendors may provide volume rebates and cash discounts. Certain of these credits are subject to change. Vendor claims are listed at the amounts entered on the Debtors' books and records, which may reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights respecting such credits and allowances.

**12. Co-Obligors.** Where two or more Debtors are co-obligors with respect to a scheduled debt or guaranty, such debt or guaranty is listed in the Schedules and Statements of each such Debtor at the full amount of such potential claim, and such claim is marked "contingent" and "unliquidated." No claim set forth on the Schedules and Statements of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other Debtors.

**13. Causes of Action.** The Debtors reserve all of their causes of action. Neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such cause of action. Furthermore, nothing contained in the Schedules and Statements shall constitute a waiver of rights with respect to these Chapter 11 Cases, equitable subordination, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant nonbankruptcy laws to recover assets or avoid transfers.

**14. Insiders.** In those circumstances where the Schedules and Statements require information regarding insiders and/or officers and directors, included therein are each of the Debtors' (a) directors and (b) employees that are, or were during the relevant period, officers. The listing of a party as an insider is not intended to be, nor should it be, construed as a legal characterization of such party as an insider and does not act as an admission of any fact, claim, right, or defense, and all such rights, claims, and defenses are hereby expressly reserved. Further, employees have been included in this disclosure for informational purposes only and should not be deemed to be "insiders" in terms of control of the Debtors, management responsibilities or functions, decision-making or corporate authority and/or as otherwise defined by applicable law, including, without limitation, the federal securities laws, or with respect to any theories of liability or for any other purpose.

**15. Intellectual Property.** The exclusion of any intellectual property shall not be construed as an admission that such intellectual property rights have been abandoned, terminated, assigned, expired by their terms, or otherwise transferred. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, terminated, assigned, expired by their terms, or otherwise transferred. In addition, although the Debtors have made diligent efforts to attribute intellectual property to the rightful Debtor entity, in certain instances, intellectual property owned by one Debtor may, in fact, be owned by another Debtor. The Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

**16. Fiscal Year.** The Debtors' fiscal year ends on September 30th.

**17. Currency.** All amounts are reflected in U.S. dollars.

**18. Summary of Significant Reporting Policies and Practices.** The following conventions were adopted by the Debtors in preparation of the Schedules and Statements:

- (a) Fair Market Value; Book Value. Unless otherwise noted therein, the Schedules and Statements reflect the carrying value of the liabilities as listed in the Debtors' books and records. Where the current market value of assets is unknown, the Debtors have based their valuation on book values net of depreciation. Furthermore, as applicable, assets that have fully depreciated or were expensed for accounting purposes do not appear in the Schedules and Statements as they have no net book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

- (b) Inventories. Inventories are valued in the Schedules and Statements at the values indicated on the Debtors' books and records.
- (c) Intercompany Transactions. The net balance of intercompany transactions between the Debtors, if any, is set forth on Schedule A/B and Schedule E/F. The listing in the Schedules or Statements (including, without limitation, Schedule A/B or Schedule E/F) by the Debtors of any obligation between a Debtor and another Debtor is a statement of what appears in the Debtors' books and records and does not reflect any admission or conclusion of the Debtors regarding whether such amount would be allowed as a claim or how such obligations may be classified and/or characterized in a plan of reorganization or otherwise or by the Bankruptcy Court. The Debtors reserve all rights with respect to such obligations. Intercompany transactions between the Debtors typically constitute the funding of payroll, merchandise and expense payments, and other services that are shared between the Debtor entities.
- (d) Leased Real and Personal Property. In the ordinary course of their businesses, the Debtors lease real property and various articles of personal property, including, without limitation, furniture, fixtures and equipment, from certain third-party lessors. All such leases are set forth in the Schedules and Statements. The property subject to leases is not reflected in the Schedules and Statements as either owned property or assets of the Debtors or property or assets of third-parties within the control of the Debtors. Nothing in the Schedules or Statements is or shall be construed as an admission or determination as to legal status of any lease (including whether to assume and assign or reject such lease or whether it is a true lease or a financing arrangement), and the Debtors reserve all of their rights with respect to all such issues.
- (e) Disputed, Contingent and/or Unliquidated Claims. Schedules D, E, and F permit the Debtors to designate a claim as disputed, contingent, and/or unliquidated. A failure to designate a claim on any of these Schedules and Statements as disputed, contingent, and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules and Statements as to amount, liability, or status.

**19. Schedule D.** Except as otherwise agreed to pursuant to a stipulation or an agreed order or any other order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the recharacterization of the structure of any such transaction or any document or instrument related to such creditor's claim except as otherwise agreed to pursuant to

a stipulation or an agreed order or any other order entered by the Bankruptcy Court. In certain instances, a Debtor may be a co-obligor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only as a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements. The Debtors reserve all of their rights to amend Schedule D to the extent that the Debtors determine that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtors of the legal rights of a claimant or a waiver of the Debtors' rights to recharacterize or reclassify a claim or contract.

**20. Schedule E/F.** The Debtors' analysis of potential priority claims is ongoing, and amounts listed as priority claims on Schedule E/F remain subject to such analysis. Amendments will be made to Schedule E/F as necessary. As of September 10, 2017, the books and records reflect that Vitamin World, Inc. has certain liabilities in respect of gift cards. Although the liability is listed, the redemptions and exchanges of such gift cards are ongoing and the Debtors do not know the identities of the holders of such cards. Therefore, the gift card holders are not listed on Schedule E/F. Although reasonable efforts have been made to identify the date of incurrence of each claim, determining the date upon which each claim on Schedule E/F was incurred or arose would be unduly burdensome and cost prohibitive, and therefore, the Debtors do not list a date for each claim on Schedule E/F.

Schedule E/F contains potential claims on account of pending litigation involving the Debtors. Each potential claim associated with any such pending litigation is marked as contingent, unliquidated and disputed in the Schedules and Statements. Some of the potential litigation listed on Schedule E/F may be subject to subordination pursuant to section 510 of the Bankruptcy Code. In addition, workers' compensation claims that are covered in full under the Debtors' insurance policies are not included on Schedule E/F. Any information contained in Schedule E/F with respect to pending or potential litigation shall not be a binding representation of the Debtors' liabilities with respect to any of the potential suits and proceedings included therein.

Schedule E/F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of executory contracts and unexpired leases. Schedule E/F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected in the future.

**21. Schedule G.** Although reasonable efforts have been made to ensure the accuracy of each Debtor's Schedule G, inadvertent errors may have occurred. Certain information, such as the contact information of the counter-party, may not be included where such information could not be obtained using reasonable efforts. The Debtors have only scheduled claims and executory contracts for which the Debtors may be contractually and/or directly liable. Listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement was an executory contract or unexpired lease as of September 10, 2017, or that it is valid or enforceable. The Debtors hereby reserve all of their rights to dispute or challenge the validity, status or enforceability of any contracts, agreements or leases set forth on Schedule G, including contracts, agreements or leases that may have expired or may have been modified, amended, and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents that may not be listed on Schedule G, and to amend or supplement Schedule G as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth separately on Schedule G. The Debtors reserve all of their rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including but not limited to, purchase orders, amendments, restatements, waivers, letters and other documents that may not be listed on Schedule G or that may be listed as a single entry. In some cases, the same supplier or provider may appear multiple times on Schedule G. This multiple listing is intended to reflect distinct agreements between the applicable Debtor and such supplier or provider. The Debtors expressly reserve their rights to challenge whether such related materials constitute an executory contract, a single contract, or multiple, severable or separate contracts. Certain of the executory agreements may not have been memorialized in writing and could be subject to dispute. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their businesses, such as subordination agreements, supplemental agreements, settlement agreements, amendments/letter agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Further, the Debtors may have entered into agreements, written or oral, for the provision of certain services on a month-to-month or at-will basis. Such contracts may not be included on Schedule G. The Debtors reserve all of their rights with respect to such agreements. The Debtors also reserve all of their rights to dispute or challenge the characterization of the structure of any transaction, or any document or instrument related to a creditor's claim. Further, the Debtors reserve all rights to later amend the Schedules and Statements to the extent that additional information regarding the Debtor obligor to an executory contract becomes available.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission. The Debtors reserve all rights to challenge whether any of the listed contracts, leases, agreements or other documents constitute an executory contract or unexpired lease, including if they are unexpired non-residential real property leases. Any and all of the Debtors' rights, claims, and causes of action regarding the



contracts and agreements listed on Schedule G are reserved and preserved. Schedule G may be amended at any time to add any omitted contract, agreement or lease.

**22. Schedule H.** For the purposes of Schedule H, the Debtors that are either the principal obligors or guarantors under the prepetition debt facilities are listed as co-Debtors on Schedule H. The Debtors may not have identified certain guarantees associated with the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. The Debtors reserve all of their rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

Neither the Debtors, their agents, nor their attorneys guarantee or warrant the accuracy, the completeness, or correctness of the data that is provided herein or in the Schedules and Statements, and neither is liable for any loss or injury arising out of, or caused in whole or in part by, the acts, errors or omissions, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information herein. While every effort has been made to provide accurate and complete information herein, inadvertent errors or omissions may exist. The Debtors and their agents, attorneys and advisors expressly do not undertake any obligation to update, modify, revise or re-categorize the information provided herein, or to notify any third party should the information be updated, modified, revised or re-categorized. In no event shall the Debtors or their agents, attorneys and advisors be liable to any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim against the Debtors or damages to business reputation, lost business or lost profits), whether foreseeable or not, and however caused, even if the Debtors or their agents, attorneys and advisors are advised of the possibility of such damages.

Fill in this information to identify the case and this filing:

Debtor Name VITAMIN WORLD (V.I.), INC.  
United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
Case number (If known): 17-11938(KJC)

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 \_\_\_\_\_

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

Executed on 10/25/2017  
MM / DD / YYYY

/s/ Frank Conley  
Signature of individual signing on behalf of debtor

/s/ FRANK CONLEY  
Printed name

CHIEF FINANCIAL OFFICER  
Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name VITAMIN WORLD (V.I.), INC.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): 17-11938(KJC)

Check if this is an amended filing

**Official Form 206Sum**

**Summary of Assets and Liabilities for Non-Individuals**

12/15

**Part 1: Summary of Assets**

1. **Schedule A/B: Assets—Real and Personal Property** (Official Form 206A/B)

<p>1a. <b>Real property:</b>                  Copy line 88 from <i>Schedule A/B</i> .....</p>	\$ <u>0.00</u>
<p>1b. <b>Total personal property:</b>                  Copy line 91A from <i>Schedule A/B</i> .....</p>	\$ <u>86,813.50</u>
<p>1c. <b>Total of all property:</b>                  Copy line 92 from <i>Schedule A/B</i> .....</p>	\$ <u>86,813.50</u>

**Part 2: Summary of Liabilities**

<p>2. <b>Schedule D: Creditors Who Have Claims Secured by Property</b> (Official Form 206D)                  Copy the total dollar amount listed in Column A, <i>Amount of claim</i>, from line 3 of <i>Schedule D</i> .....</p>	\$ <u>14,421,828.04</u>
<p>3. <b>Schedule E/F: Creditors Who Have Unsecured Claims</b> (Official Form 206E/F)</p> <p>3a. <b>Total claim amounts of priority unsecured claims:</b>                  Copy the total claims from Part 1 from line 6a of <i>Schedule E/F</i> .....</p>	\$ <u>4,855.47</u>
<p>3b. <b>Total amount of claims of nonpriority amount of unsecured claims:</b>                  Copy the total of the amount of claims from Part 2 from line 6b of <i>Schedule E/F</i> .....</p>	+ \$ <u>734,976.70</u>
<p>4. <b>Total liabilities</b> .....</p> <p>Lines 2 + 3a + 3b</p>	\$ <u>15,161,660.21</u>

**Fill in this information to identify the case:**

Debtor name VITAMIN WORLD (V.I.), INC.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): 17-11938(KJC)

Check if this is an amended filing

Official Form 206A/B

**Schedule A/B: Assets — Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

**Part 1: Cash and cash equivalents**

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes. Fill in the information below.

**All cash or cash equivalents owned or controlled by the debtor**

**Current value of debtor's interest**

2. Cash on hand \$ 300.00

3. Checking, savings, money market, or financial brokerage accounts (*Identify all*)

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
3.1. BANCO POPULAR (FOR RETAIL LOCATION 5101)	CASH	5121	\$ <u>558.92</u>
3.2. _____	_____	_____	\$ _____

4. Other cash equivalents (*Identify all*)

4.1. _____	\$ _____
4.2. _____	\$ _____

5. Total of Part 1

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$ 858.92

**Part 2: Deposits and prepayments**

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes. Fill in the information below.

**Current value of debtor's interest**

7. Deposits, including security deposits and utility deposits

Description, including name of holder of deposit	Current value of debtor's interest
7.1. _____	\$ _____
7.2. _____	\$ _____

Debtor

VITAMIN WORLD (V.I.), INC.  
Name

Case number (if known) 17-11938(KJC)

**8. Prepayments, including prepayments on executory contracts, leases, insurance, taxes, and rent**

Description, including name of holder of prepayment

8.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 8.2. \_\_\_\_\_ \$ \_\_\_\_\_

**9. Total of Part 2.**

Add lines 7 through 8. Copy the total to line 81.

\$ \_\_\_\_\_

**Part 3: Accounts receivable**

**10. Does the debtor have any accounts receivable?**

- No. Go to Part 4.
- Yes. Fill in the information below.

**Current value of debtor's interest**

**11. Accounts receivable**

11a. 90 days old or less:  $\frac{4,375.40}{\text{face amount}} - \frac{\text{doubtful or uncollectible accounts}}{\text{doubtful or uncollectible accounts}} = \dots \rightarrow$  \$ 4,375.40

11b. Over 90 days old:  $\frac{\text{face amount}}{\text{face amount}} - \frac{\text{doubtful or uncollectible accounts}}{\text{doubtful or uncollectible accounts}} = \dots \rightarrow$  \$ \_\_\_\_\_

**12. Total of Part 3**

Current value on lines 11a + 11b = line 12. Copy the total to line 82.

\$ 4,375.40

**Part 4: Investments**

**13. Does the debtor own any investments?**

- No. Go to Part 5.
- Yes. Fill in the information below.

**Valuation method used for current value**

**Current value of debtor's interest**

**14. Mutual funds or publicly traded stocks not included in Part 1**

Name of fund or stock:

14.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 14.2. \_\_\_\_\_ \$ \_\_\_\_\_

**15. Non-publicly traded stock and interests in incorporated and unincorporated businesses, including any interest in an LLC, partnership, or joint venture**

Name of entity: \_\_\_\_\_ % of ownership: \_\_\_\_\_

15.1. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_  
 15.2. \_\_\_\_\_ % \_\_\_\_\_ \$ \_\_\_\_\_

**16. Government bonds, corporate bonds, and other negotiable and non-negotiable instruments not included in Part 1**

Describe:

16.1. \_\_\_\_\_ \$ \_\_\_\_\_  
 16.2. \_\_\_\_\_ \$ \_\_\_\_\_

**17. Total of Part 4**

Add lines 14 through 16. Copy the total to line 83.

\$ \_\_\_\_\_

Debtor

VITAMIN WORLD (V.I.), INC.  
Name

Case number (if known) 17-11938(KJC)

**Part 5: Inventory, excluding agriculture assets**

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes. Fill in the information below.

General description	Date of the last physical inventory	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
19. Raw materials	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
20. Work in progress	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
21. Finished goods, including goods held for resale STORE NO. 5101 (ST. THOMAS, VI)	_____ MM / DD / YYYY	\$ _____	AVERAGE COST	\$ 80,743.65
22. Other inventory or supplies	_____ MM / DD / YYYY	\$ _____	_____	\$ _____
23. Total of Part 5 Add lines 19 through 22. Copy the total to line 84.				\$ 80,743.65

24. Is any of the property listed in Part 5 perishable?

- No
- Yes

25. Has any of the property listed in Part 5 been purchased within 20 days before the bankruptcy was filed?

- No
- Yes. Book value \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \_\_\_\_\_

26. Has any of the property listed in Part 5 been appraised by a professional within the last year?

- No
- Yes

**Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)**

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
28. Crops—either planted or harvested	\$ _____	_____	\$ _____
29. Farm animals <i>Examples:</i> Livestock, poultry, farm-raised fish	\$ _____	_____	\$ _____
30. Farm machinery and equipment (Other than titled motor vehicles)	\$ _____	_____	\$ _____
31. Farm and fishing supplies, chemicals, and feed	\$ _____	_____	\$ _____
32. Other farming and fishing-related property not already listed in Part 6	\$ _____	_____	\$ _____

Debtor

VITAMIN WORLD (V.I.), INC.  
Name

Case number (if known) 17-11938(KJC)

33. **Total of Part 6.**

Add lines 28 through 32. Copy the total to line 85.

\$ \_\_\_\_\_

34. **Is the debtor a member of an agricultural cooperative?**

- No
- Yes. Is any of the debtor's property stored at the cooperative?
  - No
  - Yes

35. **Has any of the property listed in Part 6 been purchased within 20 days before the bankruptcy was filed?**

- No
- Yes. Book value \$ \_\_\_\_\_ Valuation method \_\_\_\_\_ Current value \$ \_\_\_\_\_

36. **Is a depreciation schedule available for any of the property listed in Part 6?**

- No
- Yes

37. **Has any of the property listed in Part 6 been appraised by a professional within the last year?**

- No
- Yes

**Part 7: Office furniture, fixtures, and equipment; and collectibles**

38. **Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?**

- No. Go to Part 8.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39. <b>Office furniture</b> _____	\$ _____	_____	\$ _____
40. <b>Office fixtures</b> _____	\$ _____	_____	\$ _____
41. <b>Office equipment, including all computer equipment and communication systems equipment and software</b> SEE ATTACHMENT - SCHEDULE AB41	\$ 835.53	NET BOOK VALUE	\$ 835.53
42. <b>Collectibles</b> <i>Examples:</i> Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles			
42.1 _____	\$ _____	_____	\$ _____
42.2 _____	\$ _____	_____	\$ _____
42.3 _____	\$ _____	_____	\$ _____

43. **Total of Part 7.**

Add lines 39 through 42. Copy the total to line 86.

\$ 835.53

44. **Is a depreciation schedule available for any of the property listed in Part 7?**

- No
- Yes

45. **Has any of the property listed in Part 7 been appraised by a professional within the last year?**

- No
- Yes

Debtor

VITAMIN WORLD (V.I.), INC.

Case number (if known)

17-11933(KJC)

**Part 8: Machinery, equipment, and vehicles**

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest	Valuation method used for current value	Current value of debtor's interest
Include year, make, model, and identification numbers (i.e., VIN, HIN, or N-number)	(Where available)		

47. Automobiles, vans, trucks, motorcycles, trailers, and titled farm vehicles

47.1 _____	\$ _____	_____	\$ _____
47.2 _____	\$ _____	_____	\$ _____
47.3 _____	\$ _____	_____	\$ _____
47.4 _____	\$ _____	_____	\$ _____

48. Watercraft, trailers, motors, and related accessories Examples: Boats, trailers, motors, floating homes, personal watercraft, and fishing vessels

48.1 _____	\$ _____	_____	\$ _____
48.2 _____	\$ _____	_____	\$ _____

49. Aircraft and accessories

49.1 _____	\$ _____	_____	\$ _____
49.2 _____	\$ _____	_____	\$ _____

50. Other machinery, fixtures, and equipment (excluding farm machinery and equipment)

_____	\$ _____	_____	\$ _____
-------	----------	-------	----------

51. Total of Part 8.

Add lines 47 through 50. Copy the total to line 87.

\$ _____
----------

52. Is a depreciation schedule available for any of the property listed in Part 8?

- No
- Yes

53. Has any of the property listed in Part 8 been appraised by a professional within the last year?

- No
- Yes



Debtor

VITAMIN WORLD (V.I.), INC.  
Name

Case number (if known)

17-11933(KJC)

**Part 9: Real property**

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes. Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property <small>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building), if available.</small>	Nature and extent of debtor's interest in property	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
55.1 RETAIL LOCATION 5101 (ST. THOMAS, VI)	LESSEE	\$ 0.00	NET BOOK VALUE	\$ 0.00
55.2		\$		\$
55.3		\$		\$

56. Total of Part 9.

Add the current value on lines 55.1 through 55.3 and entries from any additional sheets. Copy the total to line 88.

\$ \_\_\_\_\_

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

**Part 10: Intangibles and intellectual property**

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes. Fill in the information below.

General description	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
60. Patents, copyrights, trademarks, and trade secrets			
61. Internet domain names and websites	\$		\$
62. Licenses, franchises, and royalties	\$		\$
63. Customer lists, mailing lists, or other compilations	\$		\$
64. Other intangibles, or intellectual property	\$		\$
65. Goodwill	\$		\$
	\$		\$

66. Total of Part 10.

Add lines 60 through 65. Copy the total to line 89.

\$ \_\_\_\_\_

Debtor

VITAMIN WORLD (V.I.), INC.  
Name

Case number (if known) 17-11938(KJC)

- 67. Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?  
 No  
 Yes
- 68. Is there an amortization or other similar schedule available for any of the property listed in Part 10?  
 No  
 Yes
- 69. Has any of the property listed in Part 10 been appraised by a professional within the last year?  
 No  
 Yes

**Part 11: All other assets**

- 70. Does the debtor own any other assets that have not yet been reported on this form?  
 Include all interests in executory contracts and unexpired leases not previously reported on this form.  
 No. Go to Part 12.  
 Yes. Fill in the information below.

	Current value of debtor's interest
<b>71. Notes receivable</b> Description (include name of obligor) _____ <div style="display: flex; justify-content: space-between; align-items: center; margin-top: 10px;"> <div style="text-align: center;">                         _____                          Total face amount                     </div> <div style="text-align: center;">                         -                          _____                          doubtful or uncollectible amount                     </div> <div style="text-align: center; margin: 0 10px;">                         = →                     </div> <div style="text-align: right;">                         \$ _____                     </div> </div>	\$ _____
<b>72. Tax refunds and unused net operating losses (NOLs)</b> Description (for example, federal, state, local) _____ _____ _____	Tax year _____ \$ _____ Tax year _____ \$ _____ Tax year _____ \$ _____
<b>73. Interests in insurance policies or annuities</b> _____	\$ _____
<b>74. Causes of action against third parties (whether or not a lawsuit has been filed)</b> _____ <b>Nature of claim</b> _____ <b>Amount requested</b> \$ _____	\$ _____
<b>75. Other contingent and unliquidated claims or causes of action of every nature, including counterclaims of the debtor and rights to set off claims</b> _____ <b>Nature of claim</b> _____ <b>Amount requested</b> \$ _____	\$ _____
<b>76. Trusts, equitable or future interests in property</b> _____	\$ _____
<b>77. Other property of any kind not already listed</b> <i>Examples: Season tickets, country club membership</i> _____ _____	\$ _____ \$ _____
<b>78. Total of Part 11.</b> Add lines 71 through 77. Copy the total to line 90.	\$ _____
<b>79. Has any of the property listed in Part 11 been appraised by a professional within the last year?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	

**Part 12: Summary**

In Part 12 copy all of the totals from the earlier parts of the form.

Type of property	Current value of personal property	Current value of real property
80. <b>Cash, cash equivalents, and financial assets.</b> <i>Copy line 5, Part 1.</i>	\$ 858.92	
81. <b>Deposits and prepayments.</b> <i>Copy line 9, Part 2.</i>	\$	
82. <b>Accounts receivable.</b> <i>Copy line 12, Part 3.</i>	\$ 4,375.40	
83. <b>Investments.</b> <i>Copy line 17, Part 4.</i>	\$	
84. <b>Inventory.</b> <i>Copy line 23, Part 5.</i>	\$ 80,743.65	
85. <b>Farming and fishing-related assets.</b> <i>Copy line 33, Part 6.</i>	\$	
86. <b>Office furniture, fixtures, and equipment; and collectibles.</b> <i>Copy line 43, Part 7.</i>	\$ 835.53	
87. <b>Machinery, equipment, and vehicles.</b> <i>Copy line 51, Part 8.</i>	\$	
88. <b>Real property.</b> <i>Copy line 56, Part 9.</i> .....	→	\$
89. <b>Intangibles and intellectual property.</b> <i>Copy line 66, Part 10.</i>	\$	
90. <b>All other assets.</b> <i>Copy line 78, Part 11.</i>	+ \$	
91. <b>Total.</b> Add lines 80 through 90 for each column. .... 91a.	\$ 86,813.50	+ 91b. \$
92. <b>Total of all property on Schedule A/B.</b> Lines 91a + 91b = 92. ....		\$ 86,813.50

**Form 206 Schedules of Assets and Liabilities**

AB 41: Office Equipment, Including All Computer Equipment And Communication Systems Equipment And Software

<b>Office Equipment, Including All Computer Equipment And Communication Systems Equipment And Software (General Description)</b>	<b>Net Book Value Of Debtor's Interest (Where Available) (\$)</b>	<b>Valuation Method Used For Current Value</b>	<b>Current Value Of Debtor's Interest (\$)</b>
STORE EQUIPMENT	\$579.73	NET BOOK VALUE	\$579.73
COMPUTERS/OFFICE MACH & TELECOM EQUIP	\$255.80	NET BOOK VALUE	\$255.80
		<b>TOTAL:</b>	<b>\$835.53</b>

**Fill in this information to identify the case:**

Debtor name VITAMIN WORLD (V.I.), INC.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): 17-11938(KJC)

Check if this is an amended filing

**Official Form 206D**

**Schedule D: Creditors Who Have Claims Secured by Property**

**12/15**

Be as complete and accurate as possible.

**1. Do any creditors have claims secured by debtor's property?**

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

**Part 1: List Creditors Who Have Secured Claims**

**2. List in alphabetical order all creditors who have secured claims.** If a creditor has more than one secured claim, list the creditor separately for each claim.

Column A Amount of claim Do not deduct the value of collateral.	Column B Value of collateral that supports this claim
---	--

**2.1 Creditor's name**

**Describe debtor's property that is subject to a lien**

SEE ATTACHMENT - SCHEDULE D

\$ 14,421,828.04      \$ 0.00

**Creditor's mailing address**

**Describe the lien**

**Creditor's email address, if known**

**Is the creditor an insider or related party?**

- No
- Yes

**Date debt was incurred**

**Is anyone else liable on this claim?**

- No
- Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**Last 4 digits of account number**

**Do multiple creditors have an interest in the same property?**

- No
- Yes. Specify each creditor, including this creditor, and its relative priority.

**As of the petition filing date, the claim is:**

Check all that apply.

- Contingent
- Unliquidated
- Disputed

**2.2 Creditor's name**

**Describe debtor's property that is subject to a lien**

\$ \_\_\_\_\_      \$ \_\_\_\_\_

**Creditor's mailing address**

**Describe the lien**

**Creditor's email address, if known**

**Is the creditor an insider or related party?**

- No
- Yes

**Date debt was incurred**

**Is anyone else liable on this claim?**

- No
- Yes. Fill out *Schedule H: Codebtors* (Official Form 206H).

**Last 4 digits of account number**

**Do multiple creditors have an interest in the same property?**

- No
- Yes. Have you already specified the relative priority?
  - No. Specify each creditor, including this creditor, and its relative priority.

**As of the petition filing date, the claim is:**

Check all that apply.

- Contingent
- Unliquidated
- Disputed

- Yes. The relative priority of creditors is specified on lines \_\_\_\_\_

**3. Total of the dollar amounts from Part 1, Column A, including the amounts from the Additional Page, if any.**

\$ 14,421,828.04

Vitamin World (V.I.), Inc.  
Form 206 Schedules of Assets and Liabilities

Schedule D: List In Alphabetical Order All Creditors Who Have Secured Claims

Line Number	Creditor's Name	Address1	City	State	Zip	Date Debt Was Incurred	Describe Debtor's Property That Is Subject To A Lien	Is The Creditor An Insider Or Related Party? (Yes/No)	Is Anyone Else Liable On This Claim? (Yes/No)	Amount Of Claim (Do Not Deduct The Value Of Collateral) (\$)	Value Of Collateral That Supports This Claim (\$)
2.1	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	2/16/2016	ALL ACCOUNTS, GOODS (INCL. EQUIPMENT, INVENTORY, FIXTURES), DOCUMENTS, LETTERS OF CREDIT, SECURITY COLLATERAL, INVESTMENT PROPERTY, INVESTMENT PROPERTY COLLATERAL, COMMERCIAL TORT CLAIMS, GENERAL TANGIBLES, DEPOSIT ACCOUNTS AND SECURITIES ACCOUNTS, SUPPORTING OBLIGATIONS, AND ALL BOOKS AND RECORD RELATING TO THE COLLATERAL.	NO	YES	\$14,421,828.04	UNKNOWN
<b>TOTAL:</b>										<b>\$14,421,828.04</b>	<b>UNKNOWN</b>

**Fill in this information to identify the case:**

Debtor VITAMIN WORLD (V.I.), INC.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number 17-11938(KJC)  
 (If known)

Check if this is an amended filing

**Official Form 206E/F**

**Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on Schedule A/B: Assets - Real and Personal Property (Official Form 206A/B) and on Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

**Part 1:** List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
- Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

	Total claim	Priority amount
<p><b>2.1</b> Priority creditor's name and mailing address  <u>SEE ATTACHMENT - SCHEDULE E/F</u></p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</p>	<p>As of the petition filing date, the claim is: \$ <u>4,855.47</u></p> <p><i>Check all that apply.</i></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Contingent</li> <li><input type="checkbox"/> Unliquidated</li> <li><input type="checkbox"/> Disputed</li> </ul> <p>Basis for the claim: _____</p> <p>Is the claim subject to offset?</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> No</li> <li><input type="checkbox"/> Yes</li> </ul>	<p>\$ <u>4,855.47</u></p>

<p><b>2.2</b> Priority creditor's name and mailing address                      _____</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</p>	<p>As of the petition filing date, the claim is: \$ _____</p> <p><i>Check all that apply.</i></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Contingent</li> <li><input type="checkbox"/> Unliquidated</li> <li><input type="checkbox"/> Disputed</li> </ul> <p>Basis for the claim: _____</p> <p>Is the claim subject to offset?</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> No</li> <li><input type="checkbox"/> Yes</li> </ul>	<p>\$ _____</p>
---	--	-----------------

<p><b>2.3</b> Priority creditor's name and mailing address                      _____</p> <p>Date or dates debt was incurred _____</p> <p>Last 4 digits of account number _____</p> <p>Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (____)</p>	<p>As of the petition filing date, the claim is: \$ _____</p> <p><i>Check all that apply.</i></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Contingent</li> <li><input type="checkbox"/> Unliquidated</li> <li><input type="checkbox"/> Disputed</li> </ul> <p>Basis for the claim: _____</p> <p>Is the claim subject to offset?</p> <ul style="list-style-type: none"> <li><input type="checkbox"/> No</li> <li><input type="checkbox"/> Yes</li> </ul>	<p>\$ _____</p>
---	--	-----------------

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 4 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

		Amount of claim	
<b>3.1</b>	<b>Nonpriority creditor's name and mailing address</b> INTERCOMPANY TRADE PAYABLE	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ 731,478.20
		<b>Basis for the claim:</b> INTERCOMPANY	
	<b>Date or dates debt was incurred</b> _____	<b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		

<b>3.2</b>	<b>Nonpriority creditor's name and mailing address</b> UNKNOWN COUPON ACCRUAL	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input checked="" type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ 3,498.50
		<b>Basis for the claim:</b> OTHER	
	<b>Date or dates debt was incurred</b> UNKNOWN	<b>Is the claim subject to offset?</b> <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		

<b>3.3</b>	<b>Nonpriority creditor's name and mailing address</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
		<b>Basis for the claim:</b> _____	
	<b>Date or dates debt was incurred</b> _____	<b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		

<b>3.4</b>	<b>Nonpriority creditor's name and mailing address</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
		<b>Basis for the claim:</b> _____	
	<b>Date or dates debt was incurred</b> _____	<b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		

<b>3.5</b>	<b>Nonpriority creditor's name and mailing address</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
		<b>Basis for the claim:</b> _____	
	<b>Date or dates debt was incurred</b> _____	<b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		

<b>3.6</b>	<b>Nonpriority creditor's name and mailing address</b>	<b>As of the petition filing date, the claim is:</b> <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	\$ _____
		<b>Basis for the claim:</b> _____	
	<b>Date or dates debt was incurred</b> _____	<b>Is the claim subject to offset?</b> <input type="checkbox"/> No <input type="checkbox"/> Yes	
	<b>Last 4 digits of account number</b> _____		



Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

Total of claim amounts

5a. Total claims from Part 1

5a. \$ 4,855.47

5b. Total claims from Part 2

5b. + \$ 734,976.70

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

5c. \$ 739,832.17

Form 206 Schedules of Assets and Liabilities

Schedule E/F: List In Alphabetical Order All Creditors Who Have Unsecured Claims That Are Entitled To Priority In Whole Or In Part.

Line Number	Priority Creditor's Name	Address1	Specify Code Subsection Of Priority Unsecured Claim: 11 U.S.C. §507(A)(__)	Contingent	Unliquidated	Disputed	Basis For The Claim	Total Claim	Priority Amount
2.1	FONDEUR, CARLOS	ADDRESS REDACTED	11 U.S.C. § 507(a)(4)				WAGES, VACATION, SICK PAY, ETC.	\$984.15	\$984.15
2.2	GARCIA, MARIELLA	ADDRESS REDACTED	11 U.S.C. § 507(a)(4)				WAGES, VACATION, SICK PAY, ETC.	\$622.13	\$622.13
2.3	HALE, DARIEL	ADDRESS REDACTED	11 U.S.C. § 507(a)(4)				WAGES, VACATION, SICK PAY, ETC.	\$525.23	\$525.23
2.4	SEVERINO, ASHLEY M	ADDRESS REDACTED	11 U.S.C. § 507(a)(4)				WAGES, VACATION, SICK PAY, ETC.	\$2,262.75	\$2,262.75
2.5	VALENTIN, GERALDINE	ADDRESS REDACTED	11 U.S.C. § 507(a)(4)				WAGES, VACATION, SICK PAY, ETC.	\$461.22	\$461.22
							<b>TOTAL:</b>	<b>\$4,855.47</b>	<b>\$4,855.47</b>

**Fill in this information to identify the case:**

Debtor name: VITAMIN WORLD (V.I.); INC.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (If known): 17-11938(KJC) Chapter: CHAPTER 11

Check if this is an amended filing

**Official Form 206G**

**Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, numbering the entries consecutively.

**1. Does the debtor have any executory contracts or unexpired leases?**

- No. Check this box and file this form with the court with the debtor's other schedules. There is nothing else to report on this form.
- Yes. Fill in all of the information below even if the contracts or leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

	2. List all contracts and unexpired leases	State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease
2.1	<p><b>State what the contract or lease is for and the nature of the debtor's interest</b></p> <p>MALL SPACE LEASE FOR RETAIL LOCATION 5101 AT TUTU PARK MALL</p> <p><b>State the term remaining</b></p> <p>EXPIRES 09/30/18</p> <p><b>List the contract number of any government contract</b></p>	<p>TU TU PARK LIMITED</p> <p>25 ESTATE CHARLOTTE AMALIE ST. THOMAS, VI 00802</p>
2.2	<p><b>State what the contract or lease is for and the nature of the debtor's interest</b></p> <p><b>State the term remaining</b></p> <p><b>List the contract number of any government contract</b></p>	
2.3	<p><b>State what the contract or lease is for and the nature of the debtor's interest</b></p> <p><b>State the term remaining</b></p> <p><b>List the contract number of any government contract</b></p>	
2.4	<p><b>State what the contract or lease is for and the nature of the debtor's interest</b></p> <p><b>State the term remaining</b></p> <p><b>List the contract number of any government contract</b></p>	
2.5	<p><b>State what the contract or lease is for and the nature of the debtor's interest</b></p> <p><b>State the term remaining</b></p> <p><b>List the contract number of any government contract</b></p>	

**Fill in this information to identify the case:**

Debtor name VITAMIN WORLD (V.I.), INC.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): 17-11938(KJC)

Check if this is an amended filing

**Official Form 206H**

**Schedule H: Codebtors**

**12/15**

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

**1. Does the debtor have any codebtors?**

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

**2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G.** Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor		Column 2: Creditor	
Name	5 bX Mailing address	Name	Check all schedules that apply:

2.1 SEE ATTACHMENT - SCHEDULE H

- D
- E/F
- G

2.2

- D
- E/F
- G

2.3

- D
- E/F
- G

2.4

- D
- E/F
- G

2.5

- D
- E/F
- G

2.6

- D
- E/F
- G

Vitamin World (V.I.), Inc.  
Form 206 Schedules of Assets and Liabilities

Schedule H: List As Codebtors All Of The Entities Who Are Liable For Any Debts Listed By The Debtor In The Schedules Of Creditors, Schedules D-G

Line Number	Codebtor Name	Address1	Address2	Address3	City	State	Zip	Creditor Name	Address1	City	State	Zip	List All Schedules That Apply (D, E/F, G)
2.1	NUTRITION WAREHOUSE, INC.	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.2	PRECISION ENGINEERED LIMITED (USA)	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.3	VITAMIN DEPOT, LLC	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.4	VITAMIN WORLD OF GUAM, LLC	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.5	VW INTERHOLDINGS INC.	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.6	VW ONLINE, INC.	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.7	VWRE HOLDINGS, INC.	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D
2.8	VITAMIN WORLD, INC.	C/O CENTRE LANE PARTNERS	ONE GRAND CENTRAL PLACE	60 E 42ND ST #1400	NEW YORK	NY	10165	WELLS FARGO BANK, NATIONAL ASSOCIATION	ONE BOSTON PLACE, 19TH FLOOR	BOSTON	MA	02108	D