

10-02-2003



Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

102565145

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): NBTY, Inc. & Vitamin World, Inc. 9.5.03
Individual(s) Association General Partnership Limited Partnership
[checked] Corporation-State New York
Other
Additional name(s) of conveying party(ies) attached? [checked] Yes [ ] No

2. Name and address of receiving party(ies)
Name: JPMorgan Chase Bank, as
Internal Address: Administrative Agent
Street Address: 270 Park Avenue
City: New York State: NY Zip: 10017
Individual(s) citizenship Association General Partnership Limited Partnership
[checked] Corporation-State New York Banking Corporation
Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: [ ] Yes [checked] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [ ] Yes [checked] No

3. Nature of conveyance:
Assignment Merger Security Agreement Change of Name
[checked] Other Short Form Trademark Sec. Agmt.
Execution Date: 09/02/2003

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) See Schedule 6
B. Trademark Registration No.(s) See Schedule 6
Additional number(s) attached [checked] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Tonya Chapple
Internal Address: CSC
Street Address: 80 State Street 6th Floor
City: Albany State: NY Zip: 12207
10/02/2003 STIML 00000008 75049668
01 FC:8521 40.00 DP
02 FC:8522 325.00 DP

6. Total number of applications and registrations involved: 22
7. Total fee (37 CFR 3.41) \$ 565.00
[checked] Enclosed
[ ] Authorized to be charged to deposit account

8. Deposit account number:
TRADEMARK FEE PROCESS RECEIVED
2003 SEP - 5 P 2:49
U.S. PATENT & TRADEMARK OFFICE

DO NOT USE THIS SPACE

9. Signature.
James P. Murphy
Name of Person Signing Signature Date
September 3, 2003
Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231



09-08-2003

U.S. Patent & TMO/TM Mail Rcpt Dt. #58

TRADEMARK REEL: 002838 FRAME: 0001

TRADEMARK AND TRADEMARK LICENSES

<b>Trademark</b>	<b>Application No.</b>	<b>Registration No.</b>	<b>Registration Date</b>	<b>Owner</b>
Vitamin World Vitamin World	75/049868 73/057169	2,036,955 1,035,168	2/11/1997 3/9/1976	Vitamin World, Inc.
Vitamin World & Design Vitamin World & Design Vitamin World & Design	75/009486 75/459677 75/452730	2,020,593 2,238,924 2,224,374	12/3/1996 4/13/1999 4/19/1998	Vitamin World, Inc.
Nature's Bounty	72/398245	963,384	7/10/1973	NBTY, Inc.
Puritan's Pride	73/278248	1,200,112	7/6/1982	NBTY, Inc.
FLEX-A-MIN	75/119229	2,055,378	4/22/1997	NBTY, Inc.
Rexall	73/737721 73/743501 72/464531	1,524,111 1,527,754 1,003,147	2/14/1989 3/7/1989 1/28/1975	NBTY, Inc.
Sundown	73/734,364	1,525,207	2/21/1989	NBTY, Inc.
Sundown & Design Sundown & Design	76/044462 76/295622	2,473,394 2,578,401	7/31/2001 6/11/2002	NBTY, Inc.
Osteo-Bi-Flex	75/369669 75/815600	2,205,607 2,395,667	11/24/1998 10/17/2000	NBTY, Inc.
Carb Solutions	76/080392	2,737,457	7/15/2003	NBTY, Inc.
Met-RX	74/431171 74/512,409	2,058,523 2,169,788	5/6/1997 6/30/1998	NBTY, Inc.
Met-RX & Design	76/519221	N/A	N/A	NBTY, Inc.
Worldwide Sport Nutrition	75/653333	2,424,531	1/30/2001	NBTY, Inc.
Worldwide Sport Nutrition & Design	75/732253	2,429,344	2/20/2001	NBTY, Inc.

NY3:#7317276

SHORT-FORM TRADEMARK SECURITY AGREEMENT

WHEREAS, NBTY, Inc. and the other parties signatory hereto (the "Debtors") have adopted, used, are using and own the trademarks listed in the attached Schedule of Trademarks and the registrations and pending applications associated therewith;

WHEREAS, the Debtors have contemporaneously with the execution of this Short-Form Trademark Security Agreement entered into a Guarantee and Collateral Agreement dated as of July 24, 2003 (the "Security Agreement") in which Debtors have granted certain interests in favor of JPMorgan Chase Bank (the "Secured Party"); and

WHEREAS, pursuant to the Security Agreement, the Debtors have agreed with the Secured Party to execute this Short-Form Trademark Security Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtors hereby assign, transfer and hereby grant to the Secured Party, according to the terms of the Security Agreement, a security interest all of their right, title, interest, priorities and privileges in, to and under all of the Trademarks and Trademark Licenses (each as defined in the Security Agreement) of Debtors in all of its right, title and interest in, to and under all the trademarks of Debtors located in the United States of America, including the trademarks listed on the attached Schedule 6, and all registrations and pending applications associated therewith, as collateral security for the prompt and complete payment and performance when due of all the Obligations, as such term is defined in the Security Agreement.

Date: 9-2-03

NBTY, INC.

By: \_\_\_\_\_



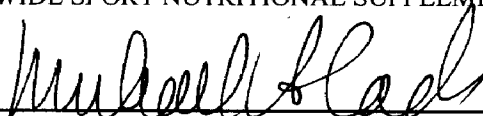
Name:

Title:

**HARVEY KAMIL  
PRESIDENT**

AMERICAN HEALTH, INC.,  
ARCO PHARMACEUTICALS, INC.,  
ARTHRITIS RESEARCH CORP.,  
BIOSMART DIRECT SALES, LLC,  
DE TUINEN LTD.,  
DYNAMIC ESSENTIALS (DE), INC.,  
EUROLEAN RESEARCH, LLC,  
GOOD N' NATURAL MANUFACTURING CORP.,  
HEALTHWATCHERS (DE), INC.,  
HOLLAND & BARRETT LTD.,  
LIFE'S FINEST, INC.,  
MET-RX NUTRITION, INC.,  
MET-RX SUBSTRATE TECHNOLOGY, INC.,  
MET-RX USA, INC.,  
NABARCO ADVERTISING ASSOCIATES, INC.,  
NATURAL WEALTH NUTRITION CORPORATION,  
NATURE'S BOUNTY INC.,  
NATURE'S BOUNTY MANUFACTURING CORP.,  
NATURE'S BOUNTY, INC.,  
NATURESMART, LLC,  
NBTY CAH COMPANY,  
NBTY CAM COMPANY,  
NBTY DISTRIBUTION, INC.,  
NBTY MANUFACTURING, LLC,  
NUTRITION HEADQUARTERS (DE), INC.,  
NUTRITIONAL AUCTION.COM INC.  
OMNI VITAMIN AND NUTRITION CORP.,  
PHYSIOLOGICS, LLC,  
PURITAN'S PRIDE, INC.,  
REXALL SUNDOWN, INC.,  
REXALL US DELAWARE, INC.,  
REXALL US NEWCO 1 LLC,  
REXALL US NEWCO 2 LLC,  
REXALL US NEWCO DGP 1,  
REXALL US NEWCO DGP 2,  
REXALL, INC.,  
RICHARDSON LABS, INC.,  
RSL HOLDINGS, INC.,  
RXSD INC.,  
SUNDOWN, INC.,  
THE NON-IRRADIATED HERBAL MANUFACTURERS  
GROUP, LLC,  
UNITED VITAMIN MANUFACTURING CORP.,  
VITAMIN WORLD (BOCA), LLC,  
VITAMIN WORLD OF GUAM, LLC,  
VITAMIN WORLD ONLINE, INC.,  
VITAMIN WORLD OUTLET STORES, INC.,  
VITAMIN WORLD, INC.,  
WORLDWIDE SPORT NUTRITIONAL SUPPLEMENTS, INC.,

By:

  
Name: Michael C. Stade  
Title: Secretary

STATE OF NEW YORK  
:SS.:  
COUNTY OF Suffolk

On this 20<sup>th</sup> day of August, 2003, personally appeared Michael C. Slade, to me known to me to be a Secretary of the NBT, Inc. subsidiaries herein, the debtors above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtors pursuant to authority duly received.

  
Notary Public

PATRICIA M. JOHNSON  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01J06061513  
QUALIFIED IN NASSAU COUNTY  
COMMISSION EXPIRES 7/16/07

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Worldwide Sport Nutrition & Design	75/732253	2,429,344	2/20/2001	NBTY, Inc.

STATE OF New York )  
:SS.:  
COUNTY OF SUFFOLK )

On this 2nd day of September, 2003, personally appeared HARVEY KAMIL, to me known to me to be a PRESIDENT of <sup>the NBTY, Inc.</sup> ~~subsidiaries herein~~, the debtors above named, and acknowledged that he/she executed the foregoing Short-Form Trademark Security Agreement on behalf of said debtors pursuant to authority duly received.

*Debra DeLeary Dyckman*  
Notary Public

DEBRA DELEARY DYCKMAN  
Notary Public, State of New York  
No. 41-4705120  
Qualified in Suffolk County  
Commission Expires April 30, 2007

NY3:#7253405v1

RECORDED: 09/05/2003

TRADEMARK  
REEL: 002838 FRAME: 0007