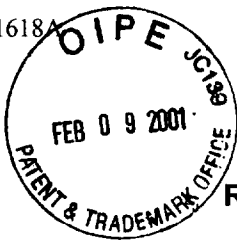


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FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027



02-26-2001



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U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
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Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

- Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)
- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

02/22/2001 DBYRNE 00000112 75843154

FOR OFFICE USE ONLY

01 FC:481 40.00 DP
02 FC:482 300.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002240 FRAME: 0203

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="75843154"/>	<input type="text" value="75361010"/>	<input type="text"/>	<input type="text" value="2371480"/>	<input type="text" value="2352696"/>	<input type="text" value="2218615"/>
<input type="text" value="75832145"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2290641"/>	<input type="text" value="2317230"/>	<input type="text" value="1426314"/>
<input type="text" value="75729841"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2344711"/>	<input type="text" value="2339097"/>	<input type="text" value="1118468"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

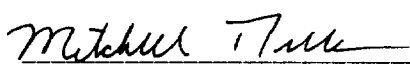
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Mitchell S. Drucker, Esq. 

Name of Person Signing Signature Date Signed

EXHIBIT 3.2(k)

ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, Feeling Fine Company LLC, a California limited liability company ("Assignor"), having its principal offices at 13160 Mindanao Way, Marina del Rey, California 90292, has adopted, used, is using and is the owner of: (i) trademarks registered in the United States Patent and Trademark Office (the "Office"); and (ii) other intellectual property as more fully set forth on Exhibit A.

WHEREAS, NBTY, Inc., a Delaware corporation ("Assignee"), having its principal offices at 90 Orville Drive, Bohemia, New York 11716, is desirous of acquiring said registered trademarks and intellectual property.

NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in and to said trademarks and intellectual property, together with the goodwill of the business symbolized thereby, together with all claims for damages by reason of past infringement of said registered trademarks and intellectual property, with the right to sue for and collect the same.

Signed in Marina del Rey, California this 31st day of August, 2000.

FEELING FINE COMPANY LLC

By: *David Bunker*
Name:
Title: CEO & President

ATTEST:

A. [Signature]
Assistant Secretary

STATE OF CALIFORNIA)
) ss:
COUNTY OF Los Angeles)

On this 31st day of August, 2000, personally appeared David Brubaker,
to me known and known to me to be the ~~President~~ CEO of Feeling Fine Company LLC, the
assignor above named, and acknowledged that he executed the foregoing Assignment on behalf
of said assignor and pursuant to authority duly received.



Mary Bellomy

Notary Public

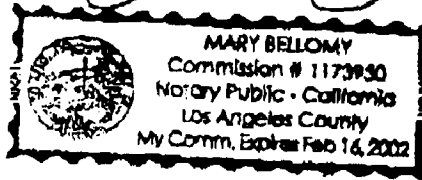




Exhibit A
SCHEDULE 1.1(j)
 FEELING FINE COMPANY LLC
 INTELLECTUAL PROPERTY

U.S. Trademark Applications and Registrations:

Serial No.	Filing Date	Reg. No.	Reg. Date	Mark
75392659	11/19/97	2371480	07/25/00	Dr. Art Ulene's Nutrition Boost Formula for Men and Women
75978616	10/20/97	2290641	11/02/99	Feeling Fine
75843154	11/08/99			Dr. Art Ulene's Carboburner
75832145	10/27/99			Carboburner
75729841	06/16/99			Vet's Health
75556113	09/21/98	2344711	04/25/00	Dr. Art Ulene's Prescriptive Formulas
75533099	08/06/98	2352696	05/23/00	Dr. Art Ulene's Powdered Vitamin & Mineral Formula
75489247	05/21/98	2317230	02/08/00	'Cuz We Love Pets As Much As You Do
75392796	11/19/97	2339097	04/04/00	Dr. Art Ulene's Optimal Vitamin Formula
75376433	10/20/97			Feeling Fine
75375580	10/20/97	2218615	01/19/99	Feeling Fine
75361010	09/22/97			Dr. Art Ulene's Formula
73508632	11/13/86	1426314	01/27/87	Feeling Fine
73145340	10/20/77	1118468	05/15/79	Feeling Fine
74559007	08/09/94	2078276	07/15/97	Healthfile <i>[not currently in use]</i>
73752720	09/19/88	1561548	10/17/89	Count Down on Cholesterol <i>[not currently in use; may have been cancelled]</i>
73702100	12/21/87	1505338	09/20/88	Walk With Your Doc <i>[not currently in use; may have been cancelled]</i>
73702367	12/14/87	1538566	05/09/89	Walk With Your Doc & Design <i>[not currently in use; may have been cancelled]</i>
74527123	05/09/94	2080474	07/22/97	Healthfiles <i>[not currently in use]</i>
71617023	07/27/51	576,931	07/07/53	Feel Fine & Design <i>[not currently in use; may have expired]</i>

Foreign Trademark Applications

Country	Application No.	Filing Date	Mark
Canada	1038854	12/08/99	Vet's Health
Canada	1056846	04/27/00	Dr. Art Ulene's Carboburner

Foreign Trademark Registrations

Country	Registration No.	Issue Date	Mark
Australia	A424302	03/25/92	Feeling Fine
Australia	A424303	03/25/92	Feeling Fine
Canada	319625	10/17/86	Feeling Fine
United Kingdom	1239657	11/18/91	Feeling Fine
United Kingdom	1239658	11/18/91	Feeling Fine
Japan	1944753	08/30/87	Feeling Fine
New Zealand	B157649	04/24/92	Feeling Fine
New Zealand	B157650	06/15/90	Feeling Fine

U.S. Patents and Patent Applications:

App. No.	Filing Date	Patent No.	Grant Date	Patent
08/997,753	12/24/97			Women's Fitness Formula Nutritional Supplement
08/997,754	12/24/97	5,922,704	07/13/99	Optimal Nutritional Supplement for Men
08/998,239	12/24/97			Nutrition Boost Formula