

RECORDATION FORM COVER SHEET TRADEMARKS ONLY		U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings		
To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.		
1. Name of conveying party(ies): IVC Industries, Inc. <input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State--Delaware <input type="checkbox"/> Other _____ Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	2. Name and address of receiving party(ies) Name: <u>NBTY, Inc.</u> Internal Address: _____ Street Address: <u>90 Orville Drive</u> City: <u>Bohemia</u> State: <u>NY</u> Zip: <u>11716</u> <input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation-State <u>Delaware</u> <input type="checkbox"/> Other _____ <small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</small> Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____ Execution Date: <u>August 1, 2002</u>		
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>75/735886</u> B. Trademark Registration No.(s) <u>2,209,950</u> Additional number(s) attached <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
5. Name and address of party to whom correspondence concerning document should be mailed: Name: <u>Eric S. Klee, Esq.</u> Internal Address: <u>Assistant General Counsel</u> <u>NBTY, Inc.</u> Street Address: <u>90 Orville Drive</u> City: <u>Bohemia</u> State: <u>NY</u> Zip: <u>11716</u>	6. Total number of applications and registrations involved: 2 7. Total fee (37 CFR 3.41).....\$65.00 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account 8. Deposit account number: <u>502153</u> <small>(Attach duplicate copy of this page if paying by deposit account)</small>	
DO NOT USE THIS SPACE		
9. Statement and signature. <i>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.</i> <u>Eric S. Klee</u> <u></u> <u>August 13, 2002</u> Name of Person Signing Signature Date <small>Total number of pages including cover sheet, attachments, and document: 3</small>		

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

ASSIGNMENT OF TRADEMARKSDated: As of August 1, 2002

WHEREAS, IVC Industries, Inc., a Delaware corporation with a place of business at 500 Halls Mill Road, Freehold, New Jersey 07729, ("Assignor"), and NTBY, Inc., a Delaware corporation with a place of business at 90 Orville Drive, Bohemia, New York 11716 ("Assignee"), are parties to a Purchase and Sale Agreement dated of even date herewith (the "Agreement"), the terms and conditions of which are incorporated herein; and

WHEREAS, Assignor has adopted, used and is using, or in the case of any pending intent to use applications, did intend to use, the trademarks identified on Schedule A attached hereto (the "Marks"); and

WHEREAS, Assignee is desirous of acquiring said marks from Assignor pursuant to the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged,

Assignor does hereby sell, assign, transfer and set over to Assignee all of Assignor's right, title, and interest in and to the Marks, together with the goodwill symbolized thereby and appurtenant thereto, the U.S. registration and pending application for U.S. registration thereof, the ongoing and existing business, or portion thereof, to which the Marks pertain, and all claims for damages by reason of past infringement of the Marks, as well as the right to sue for and collect the same for Assignee's own use and enjoyment, free and clear of all Encumbrances (as such term is defined in the Agreement), TO HAVE AND TO HOLD the same unto Assignee, its successors and assigns, forever.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as a sealed instrument as of the date first above written.

IVC Industries, Inc.
Assignor

By: 

Name: Thomas E. Bocchino
Title: Chief Financial Officer

SCHEDULE

UNITED STATES TRADEMARKS - REGISTERED OR APPLICATION PENDING

<i>Mark</i>	<i>Registered/ Pending</i>	<i>Registration No./Application No.</i>	<i>Issue Date/Filing Date</i>
SYNERGY PLUS	Registered	2209950	December 15, 1998
SYNERGY PLUS PLATINUM	Pending (Suspended)	75/735886	June 24, 1999