



10-28-2004



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

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DEPARTMENT OF COMMERCE J.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. 10-25-04
Individual(s) Association General Partnership Limited Partnership Corporation-State Other a Delaware corporation
Additional name(s) of conveying party(ies) attached? 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 Corporation-State New York Banking Corporation Other
If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other Short Form Trademark Sec. Agmt. Execution Date: 10/13/2004

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

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Luis Rodriguez Internal Address: Corporation Service Company 1133 Avenue of the Americas Suite 3100 New York, NY 10036 Street Address: C/m # 57310.473 # 938845 City: State: Zip:

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) Enclosed Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature. James P. Murphy Name of Person Signing Signature October 22, 2004 Date
Total number of pages including cover sheet, attachments, and document: 5

10/27/2004 DBYRNE 00000178 78492103 40.00 DP 50.00 DP

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

TRADEMARK REEL: 003074 FRAME: 0232

**ADDITIONAL NAMES OF CONVEYING PARTIES (In connection with Item 1 of Trademark  
Recordation Form Cover Sheet):**

Vitamin World, Inc., a Delaware corporation  
Richardson Labs, Inc., a Delaware corporation

**SCHEDULE I**  
**to**  
**SHORT-FORM TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**

**Trademark Registrations:** None.

**Trademark Applications:**

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>TRADEMARK</b>
NBTY, Inc.	78/492103	TASTE SENSATIONS!
Vitamin World, Inc.	78/459488	METABOSURGE
Richardson Labs, Inc.	78/459782	GOOD MORNINGS!

# SHORT-FORM TRADEMARK SECURITY AGREEMENT

WHEREAS, NBTY, Inc., Vitamin World, Inc. and Richardson Labs, Inc. (collectively, the "Debtors") have adopted, used, are using and own the trademarks listed next to their respective names on the attached Schedule I and the registrations and pending applications associated therewith;


WHEREAS, the Debtors have previously entered into a Guarantee and Collateral Agreement, dated as of July 24, 2003 (the "Security Agreement"), among NBTY, Inc., as the Borrower, the other Grantors party thereto, JPMorgan Chase Bank ("the Secured Party"), as Administrative Agent for the banks and other financial institutions (the "Lenders") from time to time party to the Credit Agreement, dated as of July 24, 2003, among the Borrower, Fleet National Bank, as Syndication Agent, the Lenders and the Secured Party, as Administrative Agent and Collateral Agent, in which Debtors respectively have granted certain interests in favor of 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 respectively hereby assign, transfer and respectively hereby grant to the Secured Party, according to the terms of the Security Agreement, a security interest in all of their respective right, title, interest, priorities and privileges in, to and under the trademarks listed on the attached Schedule I, 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: October 13, 2004

NBTY, INC.  
VITAMIN WORLD, INC.  
RICHARDSON LABS, INC.

By:   
\_\_\_\_\_  
Michael C. Slade  
Secretary

**SCHEDULE I**  
**to**  
**SHORT-FORM TRADEMARK SECURITY AGREEMENT**  
**TRADEMARK REGISTRATIONS AND TRADEMARK APPLICATIONS**

**Trademark Registrations:** None.

**Trademark Applications:**

<b>OWNER</b>	<b>APPLICATION NUMBER</b>	<b>TRADEMARK</b>
NBTY, Inc.	78/492103	TASTE SENSATIONS!
Vitamin World, Inc.	78/459488	METABOSURGE
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