

03-19-2002

2/28/02

RECOF
T



102021382

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

<p>1. Name of conveying party(ies):</p> <p>Name: NBTY, Inc.</p> <p><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 <input type="checkbox"/> <input type="checkbox"/> Other: <u>Delaware</u></p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Kraft Foods North America, Inc.</u> Address: <u>Three Lakes Drive</u> <u>Northfield, IL 60093</u></p> <p><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:</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(Designations must be a separate document from Assignment) Additional names(s) & address(es) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input checked="" type="checkbox"/> Other - <u>License Agreement</u></p> <p>Execution Date: <u>December 21, 2001</u></p>	<p>3. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>B. Trademark Registration No.(s)</p> <p><u>KNOX 1027747</u> <u>KNOX 0093868</u></p> <p>Additional numbers attached? <input type="checkbox"/> Yes No <input checked="" type="checkbox"/></p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Barton Zedd Company: Kraft Foods North America, Inc.. Street Address: Three Lakes Drive City: Northfield State: IL Zip: 60093</p>	<p>6. Total number of applications and registrations invoiced: 2</p> <p>7. Total fee (37 CFR 3.41): \$ 65.00</p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>111650</u> (Attach duplicate copy of this page if paying by deposit account)</p>

DO NOT USE THIS SPACE

9. 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.

Barton Zedd Signature Date: 2.15.02
Name of Person Signing

Total number of pages comprising cover sheet, attachments, and document: **3**

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

RECORD.DOC
03/18/2002 6TDH11 0000205 111650 1027747
01 FC:481 40.00 CH
02 FC:482 25.00 CH

TRADEMARK
REEL: 002463 FRAME: 0945

NOTICE OF TRADEMARK LICENSE AGREEMENT

WHEREAS, pursuant to that certain Asset Purchase Agreement dated as of December 13, 2001, among NBTY, Inc., a Delaware corporation, located and doing business at 90 Orville Drive, Bohemia, New York, 11716 (hereinafter "**Licensor**"), Kraft Foods North America, Inc., a Delaware corporation, located and doing business at Three Lakes Drive, Northfield, Illinois 60093 (hereinafter, "**KFNA**") and Kraft Foods Holdings, Inc., a Delaware corporation, located and doing business at Three Lakes Drive, Northfield, Illinois 60093, Licensor is the owner of the trademark **Knox**, including U.S. Reg. Nos. 1027747 and 0093868 (hereinafter, the "**mark Knox**");

WHEREAS, pursuant to such Asset Purchase Agreement, Licensor, KFNA and Kraft Foods International, Inc., a Delaware corporation, located and doing business at 800 Westchester Ave., Rye Brook, NY 10573 (hereinafter, collectively referred with KFNA as "**Licensee**"), entered into a Trademark License Agreement dated as of December 21, 2001, in which Licensor granted to Licensee the sole, exclusive, perpetual, worldwide, royalty-free right and license to use the mark **Knox** in connection with the manufacture, offering for sale, sale, advertising, promotion and distribution of food gelatine products (excluding products marketed as dietary supplement products or nail care products) (hereinafter, the "**Field of Use**");

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein and for other good and valuable consideration acknowledged to be satisfactory and adequate, the parties hereby authorize and request the Commissioner of Trademarks to record Licensee as the owner of the sole, exclusive, perpetual, worldwide, royalty-free right and license to use the mark **Knox** in the Field of Use under the terms of the Trademark License Agreement.

[Remainder of page intentionally left blank; next page is signature page]

IN WITNESS WHEREOF, the parties have executed this Notice of Trademark License Agreement this 11 day of ~~January~~, 2002.
February

KRAFT FOODS NORTH AMERICA, INC.

By: *Deborah L Galvin*
Name: DEBORAH L. GALVIN
Title: ASSISTANT SECRETARY

KRAFT FOODS INTERNATIONAL, INC.

By: *Deborah L Galvin*
Name: DEBORAH L. GALVIN
Title: ASSISTANT SECRETARY

NBTY, INC.

By: *Michael C Slade*
Name: Michael C. Slade
Title: Senior Vice President