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TRADEMARKS ONLY

U.S. Patent & TMOrc/TM Mail Rcpt Dt. #33

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

<p>1. Name of conveying party(ies): Barth-Spencer Corporation 865 Merrick Avenue Westbury NY</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 - New York <input type="checkbox"/> Other: _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): NBTY, Inc. 90 Orville Drive Bohemia NY</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 - Delaware</p>
<p>3. Nature of conveyance: <input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Security Agreement <input type="checkbox"/> Merger <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: August 3, 1998</p>	<p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>4. Application number(s) or registration number(s): A. Trademark Application No.(s): 75-486,392...</p>	<p>B. Trademark registration No.(s): ®908,443... Additional numbers attached: <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Daniel Kegan Kegan & Kegan, Ltd. 79 W. Monroe #1320 Chicago IL 60603-4969 312•782-6495 Fax: 312•782-6494</p>	<p>6. Total number of applications and registrations: 44 7. Total fee (37 CFR 3.41): \$1115.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account</p> <p>If the filing fee is greater than the amount on the enclosed check, please debit Kegan & Kegan, Ltd.'s PTO Deposit Account for the difference.</p> <p>8. Deposit account number: #11-0330 (Attach duplicate copy of this page if paying by deposit accounts)</p>
<p>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.</p> <p>Name of Person Signing: Diane S. Lidman October 13, 1998</p> <p>Signature: </p> <p>Total Number of pages comprising cover sheet:</p> <p>I hereby certify that this correspondence is being deposited, postage prepaid, with the United States Postal Service as Express mail in an envelope EM520260520 addressed to: Commissioner of Patents and Trademarks, Box Assignment, Washington, DC 20231 on the below date.</p> <p>October 14, 1998 Signed: </p>	

11/04/1998 DMSUTEN 00000100 75486392

01 FC:481
02 FC:482

40.00 OP
1075.00 OP

/W306/1s/6Nov92/

PTO-1594

EXHIBIT "A"
 TO
 ASSIGNMENT OF TRADEMARKS
 AND
 TRADEMARK APPLICATIONS
 FROM
 BARTH-SPENCER CORPORATION
 TO
NBTY, INC.

United States Registrations

<u>Trademark</u>	<u>Registration Number</u>	<u>Date Issued</u>
All Day	908,443	02/23/71
Bacillium	2,039,000	02/18/97
Barth's	1,985,706	07/09/96
Barth's Brain Bar	2,162,090	06/02/98
Care & Comfort	1,359,833	09/10/85
CholesteRight	2,086,016	08/05/97
Citruduce	2,040,557	02/25/97
Dairy Sure	2,038,999	02/18/97
DHEA After Dark	2,143,565	03/10/98
Digesoothe	2,055,460	04/22/97
Earthly Energy	2,039,062	02/18/97
Earth Born	1,979,128	06/11/96
Easy Trim	2,035,780	02/04/97
E-Pect	958,543	05/08/73
Flex-a-Min	2,055,378	04/22/97
Flexwellia	2,128,740	01/13/98
Herbativa	2,086,017	08/05/97
Herbavision	2,086,018	08/05/97
Hi-Tor	720,267	08/22/61
H2Out	2,119,843	12/09/97
Joint Soother	2,097,318	09/16/97
Inst-E-Vite	719,563	08/08/61
L-Carnilean	2,057,487	04/29/97
Melajuven	2,035,779	02/04/97
New Man	2,039,002	02/18/97
Nutra Soup	1,890,010	04/18/97
Ocean Pure Sea Cucumber+	2,125,516	12/30/97
Phytorich	2,119,844	12/09/97
PMS Soother	2,039,001	02/18/97
Skin-D-Tox	2,169,506	06/30/98
Stone Age Kids	1,869,198	12/27/94
Ultimate Cranberry	2,127,146	01/06/98
Univitamin	1,189,071	02/09/82
Vascuplex	2,049,037	04/01/97
Vital Iron+	2,037,256	02/11/97
Vital Vein	2,162,070	06/02/98

Registration Applications Pending in
in the U.S. Patent and Trademark Office

<u>Trademark</u>	<u>Serial Number</u>	<u>Date Filed</u>
3 Mighty Mushrooms	75/486392	05/18/98
CircSupport	75/352514	09/05/97
Ginger Soother	75/391223	11/17/97
Green Tea Remedy	75/391229	11/17/97
In the Mood	75/360923	09/22/97
PregnenAlert	75/352513	09/05/97
Prostene	75/216934	12/23/96
St. John's Mellow	75/194112	11/06/96

**ASSIGNMENT OF REGISTERED TRADEMARKS
AND
TRADEMARK APPLICATIONS**

ASSIGNMENT

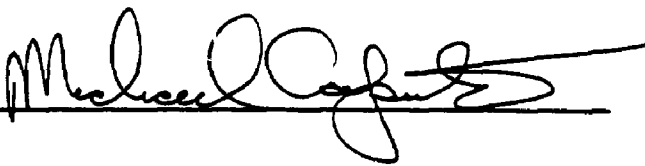
WHEREAS, BARTH-SPENCER CORPORATION, a New York corporation ("Assignor"), having its principal offices at 865 Merrick Avenue, Westbury, New York, has adopted, used, is using and is the owner of trademarks registered in the United States Patent and Trademark Office (the "Office") and of certain trademarks for which applications for registration have been filed in the Office 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, is desirous of acquiring said registered trademarks and applications,

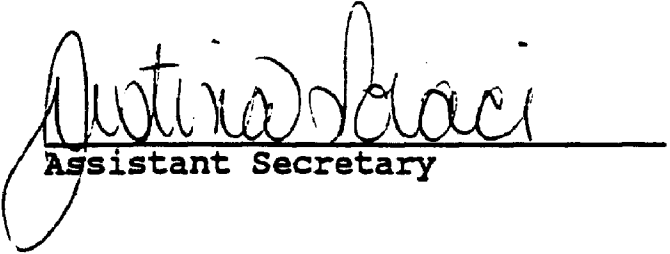
NOW, THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby assigns to Assignee all right, title and interest in the United States in and to said trademarks and applications together with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

Signed at New York, New York, this 3 day of August, 1998.

BARTH-SPENCER CORPORATION

By: 

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
 NASSAU) ss.:
COUNTY OF ~~NEW YORK~~)

On this 3 day of August, 1998, personally appeared MICHAEL CAPUTO, to me known and known to me to be a PRESIDENT of BARTH-SPENCER CORPORATION, the assignor above named, and acknowledged that he executed the foregoing Assignment on behalf of said assignor and pursuant to authority duly received.


Notary Public

KATIE M. RAMBELLE
NOTARY PUBLIC, State of New York
No. 01RA8485820 Qualified in Nassau County
Commission Expires Jan 31, 1999