

10-04-1999



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RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

5-21-99

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

5-21-99

<p>1. Name of conveying party(ies):</p> <p>Hain Pure Food Co., Inc. 50 Charles Lindberg Boulevard Uniondale, New York 11553</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> General Partnership <input checked="" type="checkbox"/> Corporation - State <input type="checkbox"/> Association <input type="checkbox"/> Limited Partnership <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):</p> <p>IBJ Whitehall Bank & Trust Company, as Agent One State Street New York, New York 10004</p> <p style="text-align: right;">RECORDED MAY 21 11 21 AM '99 ASSIGNMENT MAY 21 11 21 AM '99</p> <p style="text-align: right;">440E NO SPEC Fee</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other: _____</p> <p>Execution Date: _____ May 18, 1999 _____</p>	

05/25/1999 MTHAI1 00000145 1464086

01 FC:481 40.00 OP
02 FC:482 400.00 OP

Certificate of Mailing - 37 CFR 1.8(a)

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail in an envelope addressed to: Assistant Commissioner for Patents, Washington, D.C. 20231, on the date below.

Date

Alice Shih

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
see attached schedule

B. Registration No.(s)
see attached schedule

5. Name and address of party to whom
correspondence concerning document
should be mailed:

Alice L. Shih, Esq.
Nixon, Hargrave, Devans & Doyle LLP
437 Madison Avenue
New York, New York 10022

6. Total number of applications and registrations
Involved: 17

7. Total fee (37 CFR 3.41) \$440.00

Previously paid (see original transmittal)

A check in the amount of \$440.00 is
enclosed.

8. Deposit Account Number: 14-1138

Charge total fee to account.

Charge any additional fees to account.


A duplicate copy of this cover sheet
is enclosed.

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.

By: Alice L. Shih, Esq.
Name of Person Signing


Signature

May 18, 1999

Date

[Total number of pages including cover sheet, attachments and document: 6]

TRADEMARKSLIST OF TRADEMARK APPLICATIONS AND REGISTRATIONS
HAIN PURE FOOD CO., INC.**A. U.S. REGISTRATIONS**

<u>MARK</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
ALL BLEND OIL	1, 464, 086	11/03/87
BUTTERFLY DESIGN	1,187,011	01/19/82
DEL & DESIGN	1,804,039	11/16/93
HAIN	960,595	06/05/73
HAIN	811,803	07/26/66
HAIN	1,480,956	03/15/88
HAIN	954,547	03/06/73
HAIN NATURALS	1,228,627	02/22/83
HAIN PURE FOODS & DESIGN	771,195	06/09/64
HAIN PURE FOODS & DESIGN	1,861,077	11/01/94
HAIN PURE FOODS SINCE 1926 & DESIGN	1,861,935	11/08/94
HOLLYWOOD	1,451,047	08/04/87
HOLLYWOOD	1,470,235	12/22/87
HOLLYWOOD	1,196,366	05/25/82
HOLLYWOOD HEALTH FOODS	1,095,663	07/11/78
HUNZA	1,123,405	07/31/79

B. U.S. APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
HAIN NATURALS	75/620,412	01/13/99

C. FOREIGN REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>COUNTRY</u>
HAIN	B210,434	05/31/71	Australia
HAIN	311,623	08/01/72	Benelux
HAIN	280,350	06/10/93	Canada
HAIN	86,555	04/12/94	Costa Rica
HAIN	1,210,422	08/02/72	France
HAIN	941,195	02/12/76	Germany
HAIN	45,911	12/26/80	Israel
HAIN	649,261	08/11/72	Italy
HAIN	72/3934	09/10/73	S. Africa
HAIN	331,925	03/25/64	Switzerland
HAIN	406,471	12/12/72	Switzerland
HAIN	B909,348	02/19/68	United Kingdom
HOLLYWOOD	03/387-1991	05/31/91	Denmark
HOLLYWOOD	2,275,481	10/31/90	Japan
HOLLYWOOD & Design	146,867	09/12/91	Norway
HOLLYWOOD HEALTH FOODS	222,221	08/05/77	Canada
NEW AGE	A339,574	02/15/83	Australia

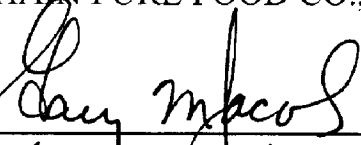
MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

Pursuant to a Security Agreement, dated as of May 18, 1999 (the "Security Agreement"), made by the undersigned, located at 50 Charles Lindbergh Blvd., Uniondale, New York 11553, the undersigned has granted to IBJ Whitehall Bank & Trust Company, located at One State Street, New York, New York, 10004, as agent (the "Agent") a continuing security interest in, and a continuing lien upon, among other Collateral (as defined in the Security Agreement), (a) all trademarks, trade names, corporate names, company names, business names, fictitious business names, trade styles, service marks, logos and other source or business identifiers, and the goodwill associated therewith, now existing or hereafter adopted or acquired, all registrations and recordings thereof, and all applications in connection therewith, whether in the United States Patent and Trademark Office or in any similar office or agency or the United States, any State thereof or any other country or any political subdivision thereof, or otherwise, including, without limitation, all trademarks listed in the Schedule annexed hereto (the "Trademarks") and (b) all renewals and proceeds (including accounts receivable and royalties) thereof.

The Agent's security interest in the Trademarks can only be terminated in accordance with the terms of the Security Agreement.

Dated: May 18, 1999

THE HAIN PURE FOOD CO., INC.

By: 
Name: Gary M. Jacobs
Title: Secretary