

10-04-1999



RECORDATION FORM COVER SHEET

101139717

TRADEMARKS ONLY

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>The Hain Food Group, 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 &amp; Trust Company, as Agent One State Street New York, New York 10004</p> <p style="text-align: right;">       RECEIVED        MAY 21 1999        ASSISTANT COMMISSIONER        OF PATENTS     </p> <p style="text-align: right;">       1565 E        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:</p> <p style="text-align: center;">May 18, 1999</p>	

05/25/1999 MTHAI1 00000144 1883761

01 FC:481 40.00 OP  
02 FC:482 1525.00 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
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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: 62

7. Total fee (37 CFR 3.41)            \$1,565.00

Previously paid (see original transmittal)

A check in the amount of \$1,565.00 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: 10 ]

TRADEMARKSLIST OF TRADEMARK APPLICATIONS AND REGISTRATIONS  
THE HAIN FOOD GROUP, INC.**A. U.S. REGISTRATIONS**

<u>MARK</u>	<u>REG. NUMBER</u>	<u>REG. DATE</u>
BOSTON'S THE BEST YOU'VE EVER TASTED & DESIGN	1,883,761	03/14/95
BOSTON LITE	1,777,523	06/15/93
BOSTON LITE (Stylized)	1,777,522	06/15/93
CALIFORNIA SLIM	1,941,910	12/19/95
COOKIE JAR BITS	2,168,277	06/23/98
DIA-MEL	1,223,866	01/18/83
DIA-MEL DIET-CONTROL & DESIGN	804,351	02/22/66
ESTEE (Stylized)	781,486	12/08/64
ESTEE & DESIGN	1,157,503	06/09/81
ESTEE & DESIGN	439,697	07/13/48
ESTEE & DESIGN	1,510,329	10/25/88
ESTEE & DESIGN	1,135,451	05/20/80
ESTEEM	1,932,328	10/31/95
ESTEEMINTS	1,157,504	06/09/81
ESTEE TASTE, NUTRITION AND HEALTH TRUSTED FOR OVER 40 YEARS & DESIGN	1,749,216	01/26/93
ESTEE TASTE, NUTRITION AND HEALTH TRUSTED FOR OVER 40 YEARS & DESIGN	1,805,476	11/16/93
EVERYTHING PRETZELS	2,066,776	06/03/97
FARM FOODS & DESIGN	1,726,706	10/20/92
FARM FOODS & DESIGN	1,676,018	02/18/92

FARM FOODS & DESIGN	1,774,354	06/01/93
FEATHERWEIGHT & DESIGN	700,629	07/05/60
FEATHERWEIGHT & DESIGN	1,511,922	11/08/88
HAMPTON RECIPE	1,523,690	02/07/89
HARD CRUNCH	1,657,527	09/17/91
HARRY'S GARDEN	1,739,197	12/08/92
HARRY'S PREMIUM SNACKS	2,036,489	02/11/97
HARRY'S RIO GRANDE	1,622,733	11/13/90
HARRY'S SOUR DOUGH PRETZELS	1,731,395	11/10/92
ICE BEAN & DESIGN	1,676,019	02/18/92
LIGHTER CHOICE	1,964,015	03/26/96
LIGHTER CHOICE & DESIGN	2,108,179	10/28/97
MISCELLANEOUS DESIGN (CABLE CAR)	1,659,961	10/08/91
MISCELLANEOUS DESIGN (EGYPTIAN PERSON)	1,958,878	02/27/96
MINI MUNCHIES	2,110,076	10/28/97
MISCELLANEOUS CART LOGO	1,775,378	06/08/93
MRS. DIXONS & DESIGN	380,796	09/03/40
NILE SPICE	1,958,879	02/27/96
NILE SPICE & DESIGN	1,899,070	06/13/95
NILE SPICE FOODS & DESIGN	1,845,776	07/19/94
ORIENTAL GARDEN	1,397,792	06/17/86
PARLAYS	1,187,010	01/19/82
SHIMMER	1,145,881	01/13/81
SLNDERELLA (Stylized)	386,714	04/22/41
SPECIAL FOODS FOR SPECIAL DIETS	1,184,421	01/05/82
SWEET'N-IT	1,322,799	03/05/85
THE POPCORN IS COMING & Design	1,874,073	01/17/95

THE BEST POPCORN IS HERE & Design	1,874,074	01/17/95
THE FAT FREE GOURMET	1,831,777	04/19/94
THE FAT FREE GOURMET PREPARED WITHOUT FATS	1,849,989	08/16/94
TOFULITE	1,416,838	11/11/86
WHOLE WHEAT HONEYYS	2,009,671	10/22/96

## B. U.S. APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>
SMART TREATS	75/186,425	10/22/96
SMART TREATS	75/186,426	10/22/96
SMART TREATS	75/186,432	10/22/96
RICE SUPREME	75/470,416	04/20/98
SOY SUPREME	75/470,799	04/20/98
KITCHEN PRESCRIPTIONS	75/522,300	07/20/98
ORGANIC PITA CLASSICS	75/612,378	12/28/98
SUPERFRUITS (STYLIZED)	75/612,398	12/28/98
CRISPETTES	75/656,101	03/08/99
WHEATETTES	75/656,173	03/08/99
BEAR BITES	75/656,172	03/08/99

## C. FOREIGN APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>COUNTRY</u>
ESTEE & Design	2,122,668	12/26/97	Argentina
ESTEE & Design	820,341,606	10/23/97	Brazil
ESTEE & Design	97/061,358	10/20/97	Colombia
ESTEE & Design	N/A	10/10/97	Dominican Republic
ESTEE & Design	81610	09/12/97	Ecuador

### C. FOREIGN APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>	<u>FILING DATE</u>	<u>COUNTRY</u>
ESTEE & Design	33490	09/24/97	Guatemala
ESTEE & Design	97/04025	11/20/97	Nicaragua
ESTEE & Design	21713	10/24/97	Venezuela
ESTEE & Design	S/11660/97	09/23/97	Singapore
ESTEE TASTE, NUTRITION & HEALTH TRUSTED FOR OVER 40 YEARS & DESIGN	062,243	08/03/92	Panama
FEATHERWEIGHT (Stylized) (Local Class 53)	N/A	11/14/97	Dominican Republic
FEATHERWEIGHT (Stylized) (Local Class 61)	N/A	11/14/97	Dominican Republic
HAIN PURE FOODS & Design	S/12370/97	10/09/97	Singapore
HAIN PURE FOODS & Design	S/12371/97	10/09/97	Singapore
HAIN PURE FOODS & Design	S/12372/97	10/09/97	Singapore

## D. FOREIGN REGISTRATIONS

<u>MARK</u>	<u>REG. NO.</u>	<u>REG. DATE</u>	<u>COUNTRY</u>
ESTEE	163,301	06/06/69	Canada
ESTEE	321,57	06/11/94	Jordan
ESTEE	59,274	11/16/92	Lebanon
ESTEE	4070/78	04/26/96	Venezuela
ESTEE & DESIGN	517,211	07/22/98	Chile
ESTEE & DESIGN	816,663,343	05/17/94	Brazil
ESTEE & DESIGN	271,870	08/20/82	Canada
ESTEE & DESIGN	6895/98	12/28/98	Ecuador
ESTEE & DESIGN	427,187	12/04/92	Mexico
ESTEE & DESIGN	37.821C.C	07/02/98	Nicaragua
ESTEE & DESIGN	054,171	09/13/91	Panama
ESTEE & DESIGN	43,733	02/20/98	Peru
ESTEE & DESIGN	490,490	07/16/90	Taiwan
ESTEE & DESIGN	503,689	11/01/90	Taiwan
ESTEEMINTS	268,484	04/30/82	Canada
ESTEE TRUSTED FOR OVER 40 YEARS & DESIGN	446,180	08/18/95	Canada
ESTEEM	576,694	05/18/98	Mexico
FEATHERWEIGHT	358,351	01/20/89	Mexico
FEATHERWEIGHT (Stylized)	42,805	01/22/98	Peru
FEATHERWEIGHT (Stylized)	42,804	01/22/98	Peru
HAIN PURE FOODS & Design	95,345	02/15/98	Dominican Republic
HAIN PURE FOODS & Design	95,464	02/15/98	Dominican Republic



HAIN PURE FOODS & Design	42,808	01/22/98	Peru
HAIN PURE FOODS & Design	42,806	01/22/98	Peru
HAIN PURE FOODS & Design	42,807	01/22/98	Peru
HARRY'S GARDEN VEGETABLE CHIPS	TMA417,299	09/24/94	Canada
NILE SPICE	TMA470,510	02/05/97	Canada
NILE SPICE & DESIGN	TMA470,502	02/05/97	Canada
NILE SPICE FOODS & DESIGN	TMA470,511	02/05/97	Canada
SHIMMER	169,613	06/05/70	Canada

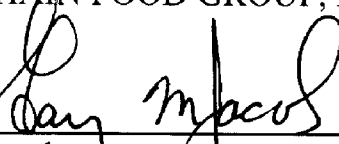
# MEMORANDUM OF SECURITY AGREEMENT - TRADEMARKS

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 FOOD GROUP, INC.

By:   
Name: Gary M. Jacobs  
Title: Sr. Vice President