

12-16-2002



ET

102312478

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

1. Name of conveying party(ies):

IMAGINE FOODS, INC.
350 Cambridge Avenue
Suite 350
Palo Alto, California 94306

- Individual(s)
- General Partnership
- Corporation - State of California
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?

- Yes
- No

2. Name and address of receiving party(ies):

Name: WESTBRAE NATURAL, INC.

Internal Address: Suite 250

Street Address: 58 South Service Road

City: Melville State: New York ZIP: 11747

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: December 2, 2002

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation - State of Delaware
- 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) and address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

SEE SCHEDULE OF TRADEMARKS TO BE RECORDED

Additional numbers attached? Yes No

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

Name: Robert W. Smith

Internal Address: McCarter & English, LLP
4 Gateway Center

Street Address: 100 Mulberry Street

City: Newark State: NJ ZIP: 07101

6. Total number of applications and registrations involved: 11

7. Total Fee (37 CFR 3.41): \$290.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 501402

(Attach duplicate copy of this page if paying by deposit account)

12/16/2002 LMUELLER 00000028 501402 2342119

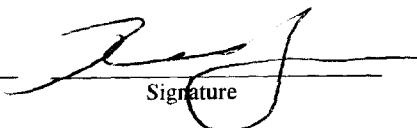
DO NOT USE THIS SPACE

01 FC:8521 40.00 CH
02 FC:8522 250.00 CH

9. Statement and Signature.

To the best of your knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Robert W. Smith
Name of Person Signing



Signature

December 11, 2002
Date

Total number of pages comprising cover sheet: 15

Schedule of Trademarks to be Recorded

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
IMAGINE	2,342,119	April 18, 2000
IMAGINE FOODS	2,356,472	June 13, 2000
IMAGINE FOODS (Stylized)	2,342,120	April 18, 2000
IMAGINE NATURAL	2,530,647	January 15, 2002
IMAGINE NATURAL	2,386,752	September 19, 2000
KEN & ROBERT'S VEGGIE BURGER & Design	2,230,156	March 9, 1999
POWER DREAM	2,290,632	November 2, 1999
RICE DREAM	2,230,155	March 9, 1999
RICE DREAM (Stylized)	1,501,526	August 23, 1988
SOY DREAM	2,261,502	July 13, 1999

NWK2: 1000720.01

TRADEMARK
REEL: 2633 FRAME: 0848

TRADEMARK ASSIGNMENT

WHEREAS, Imagine Foods, Inc., a California corporation (the "Assignor"), is the owner of the trademarks, now registered or for which an application is now pending with the trademark registration authorities in the various jurisdictions listed on Schedule A hereto (collectively, the "Marks");

WHEREAS, The Hain Celestial Group, Inc., a Delaware corporation ("Hain") and the Assignor are parties to an Asset Purchase Agreement dated the date hereof (the "Purchase Agreement");

WHEREAS, pursuant to the Purchase Agreement, the Assignor desires to sell, assign, convey, transfer and set over unto Westbrae Natural, Inc., a Delaware corporation and a wholly owned subsidiary of Hain ("Assignee"), all of the Assignor's right, title and interest in, to and under the Marks and the goodwill of the business of the Assignor and its subsidiaries associated therewith or represented thereby.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged:

1. The Assignor hereby sells, assigns, conveys, transfers and sets over unto the Assignee, and its successors and assigns, all of the Assignor's right, title and interest in, to and under the Marks and together with the goodwill of the business of the Assignor and its subsidiaries associated therewith or represented thereby, along with the right to sue and collect damages or other relief for all past, present or future infringements thereof; the same to be held and enjoyed by Assignee for its own use, and for the use of its legal representatives, as fully and entirely as the same would have been held by Assignor had this Assignment not been made.

2. Assignor does hereby further covenant and agree that it will not execute any writing or do any act whatsoever conflicting with these presents, and that Assignor, its successors and assigns, will at any time upon request without further additional consideration, but at the expense of Assignee, its successors and assigns, execute such additional writings and do such additional acts as Assignee, its successors and assigns, may determine as necessary or desirable in the enjoyment of this grant.

IN WITNESS WHEREOF, Assignor has signed and sealed this Trademark Assignment as of the 2nd day of December, 2002.

IMAGINE FOODS, INC.

By: Robert Nissenbaum
Name:
Title:

STATE OF CALIFORNIA)
) ss:
COUNTY OF SANTA CLARA)

On this the 2nd day of December, 2002, before me, Diana Dee Tyler, a Notary Public, personally appeared **Robert Nissenbaum**, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Diana Dee Tyler
NOTARY PUBLIC, State of California
My Commission Expires: March 13, 2003



Schedule A

Trademarks:

<u>Mark</u>	<u>Country</u>	<u>Class</u>	<u>App. Number</u>	<u>App. Date</u>	<u>Reg. Number</u>	<u>Reg. Date</u>	<u>Status</u>
IMAGINE	Canada		858,157	10/07/1997			Abandoned
IMAGINE	United States	30	75/334,166	08/01/1997	2,342,119	04/18/2000	Registered
IMAGINE FOODS	Australia	30, 32	753,968	01/30/1998	753,968	01/30/1998	Registered
IMAGINE FOODS	Canada		858,150	10/07/1997			Abandoned
IMAGINE FOODS	EU	30, 32	734,137	01/30/1998	734,137	12/16/1999	Registered
IMAGINE FOODS	United States	29, 30	75/334,167	08/01/1997	2,356,472	06/13/2000	Registered
IMAGINE FOODS (stylized)	United States	29, 30	75/334,168	08/01/1997	2,342,120	04/18/2000	Registered
IMAGINE NATURAL	Australia	29, 30	753,967	01/30/1998	753,967	01/30/1998	Registered
IMAGINE NATURAL	Canada		858,151	10/07/1997			Abandoned
IMAGINE NATURAL	EU	30	734,186	01/30/1998	734,186	08/13/1999	Registered
IMAGINE NATURAL	United States	29	75/980,564	08/01/1997	2,530,647	01/15/2002	Registered
IMAGINE NATURAL	United States	29, 30	75/334,171	08/01/1997			Abandoned
IMAGINE NATURAL	United States	30	75/334,165	08/01/1997	2,386,752	09/19/2000	Registered
KEN & ROBERT'S VEGGIE BURGER (and design)	United States	29	75/334,169	08/01/1997	2,230,156	03/09/1999	Registered
KEN & ROBERT'S VEGGIE PIES	United States	30	75/334,195	08/01/1997			Abandoned
POWER DREAM	EU	29, 30, 32	888,156	07/27/1998	888,156	12/10/1999	Registered
POWER DREAM	UK	29, 30, 32	2,186,904	01/22/1999	2,186,904	01/22/1999	Registered
POWER DREAM	United States	32	75/524,787	07/24/1998	2,290,632	11/02/1999	Registered
RICE DREAM	Brazil	33	820,541,613	01/30/1998			Abandoned
RICE DREAM	Brazil	35	820,541,605	01/30/1998			Abandoned
RICE DREAM	Canada		858,152	10/07/1997	TMA 559,453	03/19/2002	Registered
RICE DREAM	EU	30, 32	719,567	01/12/1998	719,567	07/21/1999	Registered
RICE DREAM	United States	30	75/334,164	08/01/1997	2,230,155	03/09/1999	Registered
RICE DREAM (stylized)	Australia	30	A567,417	11/18/1991	567,417	11/18/991	Registered
RICE DREAM (stylized)	Australia	30, 32	A711,855	07/01/1996	711,855	07/01/1996	Registered
RICE DREAM (stylized)	Australia	32	A567,419	11/18/1991	567,419	11/18/1991	Registered
RICE DREAM (stylized)	Canada		858,153	10/07/1997	TMA 559,454	03/19/2002	Registered
RICE DREAM (stylized)	United States	30	73/686,670	09/28/1987	1,501,526	08/23/1988	Registered
SOY DREAM	Canada		858,154	10/07/1997	TMA 531,428	08/18/2000	Registered
SOY DREAM	EU	30, 32	734,202	01/30/1998	734,202	01/18/2002	Registered
SOY DREAM	United States	29	75/334,170	08/01/1997	2,261,502	07/13/1999	Registered

*Trademark applica-
tions:*

KEN & ROBERT'S VEGGIE PIES (and design)	United States	30					Proposed
OAT DREAM	EU						Proposed
POWER DREAM	Canada		885,507	07/27/1998			Pending

(There is a deadline of January 27, 2003 by which to file a declaration of use for this application in Canada)