

9-9-99

FORM PTO-1594
1-31-92

09-15-1999

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

RE:



T

SEP 9

101145085

To the Honorable Commissioner of Patents and Trademarks, U.S. Department of Commerce, Washington, DC 20540. Please return the attached original documents or copy thereof.

1. Name of conveying party(ies):
 H.J. Heinz Company
 600 Grant Street
 Pittsburgh, Pennsylvania 15219

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

Additional name(s) of conveying party(ies) attached?
 Yes No

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

Name: The Hain Food Group, Inc.

Internal Address: Suite 100

Street Address: 50 Charles Lindbergh Blvd.

City: Uniondale State: New York ZIP: 11553

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: June 15, 1997

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)			
	1. 568,453	4. 942,896	7. 740,281	10. 1,196,560
	2. 895,609	5. 942,895	8. 1,196,559	
	3. 895,148	6. 1,058,635	9. 1,196,558	

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: 10

7. Total Fee (37 CFR 3.41): \$265.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

9. Not Applicable
 (Attach duplicate copy of this page if paying by deposit account)

09/13/1999 NTHA11 00000353 568453

01 FC:481 40.00 DP
 02 FC:482 225.00 DP

DO NOT USE THIS SPACE

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 September 9, 1999
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

EXHIBIT B
EXECUTION

UNITED STATES

ASSIGNMENT OF TRADEMARKS

WHEREAS, H. J. Heinz Company, a Pennsylvania corporation, whose principal address is 600 Grant Street, Pittsburgh, Pennsylvania 15219 (hereinafter "Assignor") is the owner of the names, trade names and/or trademarks identified on Schedule A (hereinafter collectively referred to as the "Marks"); and

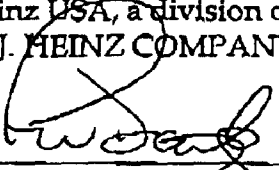
WHEREAS, The Hain Food Company, Inc., a Delaware corporation, whose principal address (hereinafter "Assignee") desires to acquire any and all rights that Assignor may have in and to the Marks, together with the goodwill of the business in connection with which the Marks are used and which are symbolized by the Marks;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee all of Assignor's right, title and interest in and to the Marks throughout the United States, all renewals and extensions thereof, together with the goodwill of the business in connection with which the Marks are used and which is symbolized by the Marks and the right to recover for damages and profits for past infringements thereof.

Assignor agrees to execute and deliver, at the request of the Assignee, such additional papers, instruments, and assignments, as the Assignee may reasonably require in order to vest Assignor's right, title, and interest in and to the Marks in the Assignee and/or to carry out the intent of this Assignment.

IN WITNESS WHEREOF, Assignor has executed this Assignment this 15 day of June, 1997.

Heinz USA, a division of
H. J. HEINZ COMPANY



By: Francis W. Dally
Title: Vice President, Finance

STATE OF

Pa

COUNTY OF

Allegheny

)
) SS.:

On this 15 day of July, 1997 before me personally came Brian Daily to me known, who being duly sworn did depose and say that he/she is the V. P. Finance of Heinz USA, a division of the H. J. Heinz Company, the corporation described in and which executed the foregoing instrument; and that he/she signed his/her name thereto by order of the Board of Directors of said corporation.

Notarial Seal
Frank W. Balint, Notary Public
Pittsburgh, Allegheny County
My Commission Expires March 17, 2001
Member, Pennsylvania Association of Notaries

Frank W. Balint
Notary Public

SCHEDULE A

Trademark	Regn. No.	Renewal
United States Trademarks		
Alba	568,453	12/30/2002
Alba	895,609	7/28/2000
Alba & Rooster Weathervane Design	895,148	7/21/2000
Alba '66	942,896	9/12/2002
Alba '77	942,895	9/12/2002
Alba Foods	1,058,635	5/08/1997
Albacal	740,281	11/06/2002
Instant Alba Chocolate Flavor	1,077,095	11/08/1997
Kwiklac	665,544	8/05/1998
Plain or Fancy Sippin' Yogurt	1,196,559	5/25/2002
Sippin' Yogurt	1,196,558	5/25/2002
Sippin' Yogurt Design	1,196,560	5/25/2002