

FORM PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

PROMARK BRANDS, INC.  
Wells Fargo Center, Suite 604  
877 West Main Street  
Boise, Idaho 83702

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation - Idaho  
 Other

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

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

Name: THE HAIN CELESTIAL GROUP, INC.

Internal Address: Suite 250

Street Address: 58 South Service Road

City: Melville    State: New York    ZIP: 11747

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - 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: May 27, 2004

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)		
	1,026,312	2,300,534	1,048,659
	2,099,331	2,116,347	2,312,536
			2,306,607

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: [ 7 ]

7. Total Fee (37 CFR 3.41): \$190.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number:  
502639  
 (Attach duplicate copy of this page if paying by deposit account)

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                      [Signature]                      June 15, 2004  
 Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: [ 3 ]

CH \$190.00 602639 1026312

TRADEMARK

ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 27<sup>th</sup> day of May, 2004, by and between Promark Brands, Inc., a corporation duly organized and existing under the laws of the State of Idaho, with offices at Wells Fargo Center, Suite 604, 877 West Main Street, Boise, Idaho 83702 ("Assignor") and The Hain Celestial Group, Inc., a Delaware corporation with offices at 58 South Service Road, Suite 250, Melville, NY 11747 ("Assignee").

WHEREAS, Assignor is the sole and exclusive owner of all right, title and interest in and to the trademarks and trademark registrations listed and/or described on Appendix A attached hereto and made a part hereof, and all of the goodwill associated therewith (the "Marks"); and

WHEREAS, Assignor has agreed to assign the Marks to Assignee.

NOW THEREFORE, for the sum of one dollar (\$1.00), and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign, grant and convey to Assignee all right, title and interest in the Marks, and all issued registrations with respect to same, as well as the goodwill related to the Marks and the right to sue for past infringement of the Marks. Assignor will execute any and all further documents necessary to transfer to Assignee title in and to the Marks.

IN TESTIMONY WHEREOF, Assignor has executed this Assignment on the day and year first above written.

ASSIGNOR

PROMARK BRANDS, INC.

By: Bonnie L. Pastorius  
Name: Bonnie L. Pastorius  
Title: Assistant Secretary

**Appendix A**  
**Schedule of Marks in U.S.**

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>REGISTRATION DATE</u>
ROSETTO	1,026,312	12/2/75
ROSETTO	2,099,331	9/23/97
LOUIE'S	2,300,534	12/14/99
LOUISE'S	2,116,347	11/25/97
LOUISE'S HOUSE OF QUALITY & Design	1,048,659	9/21/76
STUFFED WITH THE GOOD STUFF	2,306,607	1/4/00
THE PASTA WITH THE GOOD STUFF STUFFED INSIDE	2,312,536	1/25/00