

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.

<p>1. Name of conveying party(ies):</p> <p>TRADEMARK MANAGEMENT COMPANY Wells Fargo Center, Suite 604 877 West Main Street Boise, Idaho 83702</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - Delaware <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>Name: <u>THE HAIN CELESTIAL GROUP, INC.</u></p> <p>Internal Address: <u>Suite 250</u></p> <p>Street Address: <u>58 South Service Road</u></p> <p>City: <u>Melville</u> State: <u>New York</u> ZIP: <u>11747</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation - Delaware _____ <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) and address(es) attached? <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p>
<p>3. Nature of conveyance:</p> <p><input checked="" type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Execution Date: <u>May 27, 2004</u></p>	

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

A. Trademark Application No.(s)	B. Trademark Registration No.(s)	
	1,469,279	2,624,280 2,614,951
	2,281,485	2,617,763

Additional numbers attached? Yes No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Robert W. Smith</u></p> <p>Internal Address: <u>McCarter & English, LLP</u> <u>4 Gateway Center</u></p> <p>Street Address: <u>100 Mulberry Street</u></p> <p>City: <u>Newark</u> State: <u>NJ</u> ZIP: <u>07101</u></p>	<p>6. Total number of applications and registrations involved: <u>[5]</u></p> <hr/> <p>7. Total Fee (37 CFR 3.41): <u>\$140.00</u></p> <p><input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <hr/> <p>8. Deposit account number: <u>502639</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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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 June 15, 2004
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: [3]

CH \$140.00 602639 1469279

ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 27th day of May, 2004, by and between Trademark Management Company, a corporation duly organized and existing under the laws of the State of Delaware, 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

TRADEMARK MANAGEMENT COMPANY

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>
BRAVISSIMO! (Stylized)	1,469,279	12/15/87
ETHNIC GOURMET & Design	2,281,485	9/28/99
TAJ	2,624,280	9/24/02
THE THAI CHEF	2,617,763	9/10/02
THE THAI CHEF	2,614,951	9/3/02