

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Harmony Foods Corporation		05/09/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Diamond Foods, Inc.
Street Address:	1050 South Diamond Street
City:	Stockton
State/Country:	CALIFORNIA
Postal Code:	95205
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 38

Property Type	Number	Word Mark
Registration Number:	2243834	BOLD BEANS
Registration Number:	1323525	CARABEE
Registration Number:	1957128	HARMONY SNACKS
Registration Number:	2263260	PARKER'S PRIDE
Registration Number:	1353146	PASTAMORE PARTY MIX
Registration Number:	2309375	
Registration Number:	2309374	
Registration Number:	2485960	
Registration Number:	1859218	COUNTRY STREAM
Registration Number:	2547353	GOLDEN STREAM
Registration Number:	1741507	GOLDEN STREAM FIRST CHOICE SNACKS
Registration Number:	2504186	GUMMYPALOOZA
Registration Number:	1129029	HARMONY
Registration Number:	1129027	HARMONY

CH \$965.00 2243834

Registration Number:	1397028	HARMONY
Registration Number:	1129023	HARMONY
Registration Number:	2665022	HARMONY
Registration Number:	2682629	HARMONY
Registration Number:	1509482	HARMONY
Registration Number:	1479848	HARMONY
Registration Number:	2870822	HARMONY SNACKS
Registration Number:	2637983	PLANET HARMONY
Registration Number:	2633781	PLANET HARMONY
Registration Number:	2507347	PLANET HARMONY
Registration Number:	2505318	
Registration Number:	2673118	S'MIX
Registration Number:	1526930	SNACK ISLAND
Registration Number:	1517330	TROPICAL TRAIL MIX
Registration Number:	2494953	
Serial Number:	76600699	XTREME TRAIL MIX
Serial Number:	78787844	HARMONY NUTRACEUTICALS
Serial Number:	78739779	HOMA
Serial Number:	78739783	HOMA
Serial Number:	76600791	PROSTICK
Serial Number:	78787853	WHEN GREAT TASTE AND WHOLESOME GOODNESS COME TOGETHER, YOU HAVE HARMONY
Registration Number:	2713406	GOLDEN STREAM
Registration Number:	3080252	HARMONY
Registration Number:	3074088	UP & AT 'EM

CORRESPONDENCE DATA

Fax Number: (650)938-5200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (650) 988-8500
Email: cellerbach@fenwick.com
Correspondent Name: Connie L. Ellerbach, Esq.
Address Line 1: 801 California Street
Address Line 2: Silicon Valley Center
Address Line 4: Mountain View, CALIFORNIA 94041

ATTORNEY DOCKET NUMBER: 24579-00201

NAME OF SUBMITTER:	Connie L. Ellerbach, Esq.
Signature:	/cle1087/
Date:	10/05/2006

Total Attachments: 13

source=TM ASSNMT#page1.tif
source=TM ASSNMT#page2.tif
source=TM ASSNMT#page3.tif
source=TM ASSNMT#page4.tif
source=TM ASSNMT#page5.tif
source=TM ASSNMT#page6.tif
source=TM ASSNMT#page7.tif
source=TM ASSNMT#page8.tif
source=TM ASSNMT#page9.tif
source=TM ASSNMT#page10.tif
source=TM ASSNMT#page11.tif
source=TM ASSNMT#page12.tif
source=TM ASSNMT#page13.tif

TRADEMARK AND DOMAIN NAME ASSIGNMENT

This Trademark and Domain Name Assignment (this "*Assignment*") is made and entered into as of May 9, 2006, by and among **Harmony Foods Corporation**, a Delaware corporation ("*Assignor*"), and **Diamond Foods, Inc.**, a Delaware corporation ("*Assignee*").

RECITALS

A. Pursuant to the Asset Purchase and Sale Agreement dated May 9, 2006 by and among Assignee, Assignor, GSH Holdings, Inc., a Delaware corporation and the sole stockholder of Assignor ("*Parent*"), and SPC Partners II, L.P. as the representative of Assignor and Parent (the "*Purchase Agreement*"), Assignor has agreed to sell certain of its trademarks and domain names to Assignee.

B. Pursuant to said Purchase Agreement, Assignor desires in particular to sell, transfer and assign to Assignee, and Assignee desires to purchase, receive and accept, certain of Assignor's trademarks and all common law rights, applications and registrations thereof, and all the good will associated with and symbolized by same, as set forth in **Schedule A** attached hereto ("*Assigned Trademarks*").

C. Pursuant to said Purchase Agreement, Assignor desires also to sell, transfer and assign to Assignee, and Assignee desires to purchase, receive and accept, all of the domain name registrations and uniform resource locators that are set forth on **Schedule B** attached hereto ("*Assigned Domain Names*" and together with Assigned Trademarks, "*Assigned Intangible Property*").

AGREEMENT

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:


1. Assignor hereby sells, assigns, transfers, conveys and delivers to the Assignee, and Assignee hereby purchases, receives, and accepts from the Assignor, all of Assignor's right, title and interest in, to and under the Assigned Intangible Property, including, without limitation, all trademarks and all common law rights, applications and registrations thereof, and all the good will associated with and symbolized by same, as set forth in **Schedule A** attached here, together with all common law rights associated with such applications and registrations, and all of the domain name registrations and uniform resource locators that are set forth on **Schedule B** attached hereto.
2. The Assignor agrees to execute and deliver such other documents and to take all such other actions which the Assignee, its successors and/or assigns may reasonably request to effect the terms of this Assignment, and to execute and deliver any and all affidavits, testimonies, declarations, oaths, samples, exhibits, specimens and other documentation as may be reasonably required to effect the terms of this Assignment and its recordation in all relevant trademark offices, and with all relevant domain registrars and registries.
3. This Assignment shall be governed by, and construed in accordance with the laws of the State of California without reference to such state's principles of conflicts of law.
4. This Assignment may not be supplemented, altered or modified in any manner except by a writing signed by all parties hereto. This Assignment shall bind and inure to the benefit of the respective parties and their assigns, transferees and successors.
5. This Assignment may be executed in several counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one agreement.

24579/00201/DOCS/1620073.2

TRADEMARK
REEL: 003403 FRAME: 0482

IN WITNESS WHEREOF, the undersigned has caused this Trademark and Domain Name Assignment Agreement to be executed as of the date first written above.

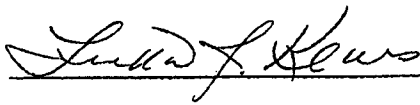
HARMONY FOODS CORPORATION

By: 
Name: George Pappas
Title: Chief Executive Officer

STATE OF INDIANA
COUNTY OF MADISON

On this 4th day of May, 2006, before me, a Notary Public in and for said State, personally appeared George Pappas, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS, my hand and official seal.


Notary Public

ACKNOWLEDGED AND AGREED TO BY:

DIAMOND FOODS, INC.

By: _____
Name:
Title:

[SIGNATURE PAGE TO TRADEMARK AND DOMAIN NAME ASSIGNMENT]

IN WITNESS WHEREOF, the undersigned has caused this Trademark and Domain Name Assignment Agreement to be executed as of the date first written above.

HARMONY FOODS CORPORATION

By: _____
Name: George Pappas
Title: Chief Executive Officer

STATE OF _____

COUNTY OF _____

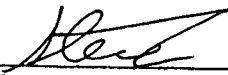
On this ___ day of _____, 200___, before me, a Notary Public in and for said State, personally appeared _____, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose names(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS, my hand and official seal. _____

Notary Public

ACKNOWLEDGED AND AGREED TO BY:

DIAMOND FOODS, INC.

By:  _____
Name: Stephen Kim
Title: VP, General Counsel

[SIGNATURE PAGE TO TRADEMARK AND DOMAIN NAME ASSIGNMENT]

Trademarks

- (1) See attached Trademark Report.
- (2) Planet Harmony (used in the U.S.)
- (3) Unregistered trademarks:
 - a. "HOMA" (pursuant to a certain Trademark License Agreement, dated as of October 11, 2002, by and between GSQF and HOMA, GSQF licensed the "HOMA" mark worldwide royalty-free perpetually to HOMA in connection with the pistachio nut business and subject to rights reservation by a third party to use the "HOMA Ranch")
 - b. "HOMA DRIED Mixed Fruit"
 - c. "SUN HARVEST FARMS"
 - d. Golden Stream Nature's Best First Choice - formerly registered under Registration Number 1,616,877
 - e. Golden Stream old logo - formerly registered under Registration Number 1,541,052
 - f. HARMONY XTREME. Harmony plans to discontinue this mark, which was launched in 2002 for candy and snack food mixes
 - g. SHARE THE FUN: Used on packaging. To be replaced with TASTE THE FUN once inventory is depleted
 - h. TASTE THE FUN: Will replace SHARE THE FUN once inventory is depleted
 - i. GOOD TO GO: To be used on trail mixes. Currently on hold
 - j. CRAZY RAISINS: Used on packaged of yogurt raisins
 - k. LUNCHBOX SNAX: Currently on hold. To be used for single service fruit snacks

I. Trademark Registrations

TRADEMARK/ SERVICE MARK	JURISDICTION	GOODS OR SERVICES	REGISTRATION DATE	REG. NUMBER
BOLD BEANS	US	Candy, Namely Jelly Beans	5/4/1999	2,243,834
CAMEO Design	California	Potato Chips, Nut Products, Peanut Butter & Candy	9/2/1964	44,088
CARABEE	US	Dried Fruits, Grains and Nuts, and Various Mixtures Thereof Often Sold as "Trail Mixes" Confectionery Products-Namely, Carob Coated and Carob Clustered Dried Fruits, Grains and Nuts, and Various Mixtures Thereof; Dried Sour Cream/Onion Coated Sunwheat; Yogurt Coated Raisins; Carob Coated Malt Balls; and Carob Candies	3/5/1985	1,323,525
HARMONY SNACKS	US	Unprocessed nuts and unprocessed seeds, namely almonds, cashews, walnuts, peanuts and sunflower seeds; unprocessed grains for eating (29) Carob candies, carob covered fruits and nuts and candy; processed grains (30) Dried fruit, process nuts, mixtures thereof often sold as processed nuts, processed fruit for use as a snack food, processed nuts, and various mixtures thereof (31)	2/20/96	1,957,128
PARKER'S PRIDE	US	Snack Mix Consisting Primarily of Processed Fruits, Processed Nuts	7/20/99	2,263,260

TRADEMARK/ SERVICE MARK	JURISDICTION	GOODS OR SERVICES	REGISTRATION DATE	REG NUMBER
		and/or Raisins		
PASTAMORE PARTY MIX	US	Wheat-Based Ready-to-Eat Crunch Pasta Mix	8/6/85	1,353,146
"Smiling Globe Design"	US	Candy, Namely Fruit Candies and Gummy Candies	1/18/2000	2,309,375
"Smiling Globe Design"	Mexico	Dried and Processed Fruits, Processed Nuts for Use as a Snack Food	10/27/2000	675,918
"Smiling Globe Design"	Mexico	Fruit candies, Candies, Caramelized Fruits, Frijoles of jelly, processed grains, fruits and nuts Caramelized, fruits covered with yogurt, pretzels and nuts	8/28/2000	668,733
"Smiling Globe Design"	Mexico	Nuts, Seeds and Processed Grains	8/16/2000	667,828
"Walking Globe Design"	US	Candy, Namely Fruit Candies, Gummy Candies	1/18/2000	2,309,374
"Walking Globe Design"	US	Candy, Exception Fruit Candies and Gummy Candies	9/4/2001	2,485,960
"Walking Globe Design"	Mexico	Dried and Processed Fruit, Processed Nuts for Use as a Snack Food	10/27/2000	675,895
"Walking Globe Design"	Mexico	Candy, Fruit Candies, Candied Fruits, Jelly Beans, Processed Grains, Candy-Covered Fruits and Nuts, Yogurt-Covered Fruits, Pretzels, Nuts, Fruits and Candy Centers, Cracker, candies Made with Peanut Butter and Chocolate	10/27/2000	675,894
BOLD BEANS	Mexico	Sweets	1/31/01	685,026
PLANET HARMONY	Mexico	Dry fruits, processed fruits and processed nuts	8/30/01	713,093

TRADEMARK/ SERVICE MARK	JURISDICTION	GOODS OR SERVICES	REGISTRATION DATE	REG. NUMBER
PLANET HARMONY	Mexico	Unprocessed nuts, seeds and grains	8/30/01	713,092
"Walking Globe Design"	Mexico	Unprocessed Nuts, Seeds and Grains for Eating	6/27/00	661,320
CAMEO	California		10/13/89	90,650 (expired)
CAMEO Design	California		10/13/89	90,648 (expired)
SELECT-A-MIX	California		10/13/89	90,645 (expired)

II. Trademark Applications

TRADEMARK/ SERVICE MARK	GOODS OR SERVICES	APPLICATION FILING DATE	APPLICATION NO.
PLANET HARMONY PLUS	Snack Foods Mix Consisting Primarily of Processed Cereals and Grains With Processed Seeds, Nuts and Fruits; Processed Grains, Carob Covered Fruits and Nuts	7/1/99	75/741,206 (abandoned)
PLANET HARMONY PLUS (Stylized Lettering)	Candy	8/25/99	75/783,957 (abandoned)
PLANET HARMONY PLUS (Stylized Lettering)	Dried Fruit and Processed Nuts and Mixtures Thereof; Processed Fruit for use as a Snack Food	8/25/99	75/783,956 (abandoned)
SELECT-A-MIX	Candy Display Racks	5/25/2000	76/057,136
PLANET HARMONY PLUS (Stylized Lettering)	Unprocessed Nuts, Agricultural Seeds & Grains for Eating	8/25/99	75/783,987
SELECT-A-MIX	Candy	5/25/2000	76/057,137
POLAR BEARZ & Design	Candy Breath Mints	5/22/2002	78/130,533 (abandoned)
HARMONY XTREME	Candy Snack food mixes comprised primarily of processed cereal grains with processed nuts, seeds and vegetables	5/22/2002	78/130,544
HARMONY (Mexico)	Dried fruits, processed fruits and processed nuts	4/5/2000	419,574
HARMONY (Mexico)	Nuts, seeds and unprocessed grains for eating	4/5/2000	419,575
HARMONY	Nuts, seeds and unprocessed	4/5/2000	419,576

TRADEMARK/ SERVICE MARK	GOODS OR SERVICES	APPLICATION FILING DATE	APPLICATION NO.
(Mexico)	grains for eating		

Harmony Foods Corporation

Trademark Report by Mark
Status: ACTIVE

Printed: 02/06/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
COUNTRY STREAM							
UNITED STATES	16832-0011	02/22/1993	76/362,492	10/18/1994	1,859,218	REGISTERE	29
29 - snack mixes, namely trail mixes comprised primarily of processed nuts and processed fruits							
EXTREME TRAIL MIX							
UNITED STATES	16832-0010	07/06/2004	76/600,699			ALLOWED	29,30
29 - snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped popcorn							
GOLDEN STREAM							
UNITED STATES	16832-0008	07/16/2001	76/285,875	03/12/2002	2,547,353	REGISTERE	29,30
29 - candied nuts; dried fruits; raisins, and snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - candy; chocolate covered nuts; crackers; pretzels; and snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped popcorn							
GOLDEN STREAM and Design							
UNITED STATES	16832-0013	07/22/2002	76/432,816	05/06/2003	2,713,406	REGISTERE	29,30
29 - candied nuts; dried fruits; raisins; and snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - candy; chocolate covered nuts; crackers; pretzels; and snack mix consisting primarily of crackers, pretzels, candied nuts and/or							
GOLDEN STREAM FIRST CHOICE SNACKS							
UNITED STATES	16832-0007	11/18/1991	74/222,378	12/22/1992	1,741,507	REGISTERE	29,30
29 - dried fruit and snack mixes consisting primarily of processed fruits, processed nuts and raisins							
30 - candy and candied nuts							
GUMMYPALOOZA							
UNITED STATES	16832-0025	11/24/2000	76/171,053	11/06/2001	2,504,186	REGISTERE	41
41 - entertainment exhibition in the nature of conducting magic shows, musical performances and children's games							
HARMONY							
UNITED STATES	16832-0031	09/05/1978	73/184,469	01/08/1980	1,129,029	REGISTERE	31
31 - unprocessed nuts and unprocessed seeds-namely, almonds, cashews, walnuts and sunflower seeds							
UNITED STATES	16832-0028	09/05/1978	73/184,468	01/08/1980	1,129,027	REGISTERE	30
30 - carob candies, and carob cover fruits and nuts							
UNITED STATES	16832-0027	07/19/1985	73/548,914	06/10/1986	1,397,028	REGISTERE	30
30 - candy -- namely, chocolate-covered fruits, nuts and candy centers, and yogurt-covered fruits, nuts and candy centers							
UNITED STATES	16832-0029	09/05/1978	73/184,473	01/08/1980	1,129,023	REGISTERE	29
29 - dried fruit, processed nuts, and mixtures of dried fruit and processed nuts							
UNITED STATES	16832-0033	11/10/1999	75/843,038	12/24/2002	2,665,022	REGISTERE	30
30 - candy							
UNITED STATES	16832-0034	06/22/2001	76/275,043	02/04/2003	2,662,629	REGISTERE	29,30
29 - snack food mixes comprised primarily of processed nuts, fruits and seeds							
30 - snack food mixes comprised primarily of processed cereal grains with processed nuts and seeds							
HARMONY & Design							
UNITED STATES	16832-0023	07/14/2004	76/602,206			ALLOWED	29,30
29 - candied nuts; dried fruits; raisins; and snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - candy; chocolate covered nuts; crackers; pretzels; and snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped popcorn							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
HARMONY (stylized)							
UNITED STATES	16832-0019	03/07/1988	73/715,332	10/18/1988	1,509,482	REGISTERE	31
31 - unprocessed nuts, namely peanuts							
HARMONY and Design							
UNITED STATES	16832-0020	06/12/1987	73/666,810	03/08/1988	1,479,848	REGISTERE	30
30 - candy, namely chocolate-covered fruits, nauts and candy centers, and yogurt-covered fruits, nuts and candy centers							
HARMONY NUTRACEUTICALS							
UNITED STATES	16832-0045	01/09/2006	78/787,844			PENDING	05
05 - vitamin and mineral supplements							
HARMONY SNACKS							
UNITED STATES	16832-0024	12/19/2001	76/350,065	08/10/2004	2,870,822	REGISTERE	29,30
29 - processed edible seeds; snack mix consisting primarily of processed fruits, processed nuts and/or raisins; and fruit-based snack food							
30 - candy, jelly beans, sugar-free candy, candy-coated nuts; and snack mix consisting primarily of crackers, candy and/or grain-based chips, yogurt covered fruits, nuts, pretzels and raisins							
HOMA							
UNITED STATES	16832-0043	10/25/2005	78/739,779			PENDING	29,30
29 - processed edible seeds; dried fruit; snack mix consisting primarily of processed fruits, processed nuts and/or raisins; and fruit-based snack food							
30 - candy; sugar-free candy; candy-coated nuts; snack mix consisting primarily of crackers, candy and/or grain-based chips, yogurt-covered fruits, nuts, pretzels and raisins							
HOMA & Design							
UNITED STATES	16832-0039	10/25/2005	78/739,783			PENDING	29,30
29 - processed edible seeds; dried fruit; snack mix consisting primarily of processed fruits, processed nuts and/or raisins; and fruit-based snack food							
30 - candy; sugar-free candy; candy-coated nuts; snack mix consisting primarily of crackers, candy and/or grain-based chips, yogurt-covered fruits, nuts, pretzels, and raisins							
PLANET HARMONY							
UNITED STATES	16832-0021	12/08/1999	75/867,009	10/22/2002	2,637,983	REGISTERE	30
30 - jelly beans							
UNITED STATES	16832-0022	02/19/1999	75/644,156	07/23/2002	2,633,781	REGISTERE	30
30 - candy, namely fruit candies, gummy candies							
UNITED STATES	16832-0032	10/29/1997	75/381,446	11/13/2001	2,507,347	REGISTERE	30
30 - candy, namely chocolate covered fruits, nuts and candy							
PROSTICK							
UNITED STATES	16832-0006	07/06/2004	76/600,791			PENDING	29
29 - soy-based protein							
Running Globe Design							
UNITED STATES	16832-0036	08/18/1999	75/779,773	09/04/2001	2,485,960	REGISTERE	30
30 - candy, excepting fruit candies and gummy candies							
Smiling Globe Design							
UNITED STATES	16832-0037	10/18/1999	75/826,006	11/06/2001	2,505,318	REGISTERE	30
30 - candy							
S'MIX							
UNITED STATES	16832-0005	07/16/2001	76/285,876	01/07/2003	2,673,118	REGISTERE	29,30
29 - candied nuts; dried fruits; raisins; and snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - candy; chocolate covered nuts; crackers; pretzels; and snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped popcorn							

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
SNACK ISLAND (stylized)							
UNITED STATES	16832-0026	10/29/1987	73/692,382	02/28/1989	1,526,930	REGISTERE	20
20 - merchandise display racks							
TROPICAL TRAIL MAIL							
UNITED STATES	16832-0016	05/02/1988	73/725,996	12/20/1988	1,517,330	REGISTERE	29
29 - dried fruits, processed nuts, and mixtures of dried fruits and processed nuts							
UP & AT EM							
UNITED STATES	16832-0003	07/06/2004	76/600,704			ALLOWED	29,30
29 - snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped corn							
Walking Globe Design							
UNITED STATES	16832-0035	10/18/1999	75/826,007	10/02/2001	2,494,953	REGISTERE	30
30 - candy							
WHEN GREAT TASTE AND WHOLESOME GOODNESS COME TOGETHER, YOU HAVE HARMONY							
UNITED STATES	16832-0040	01/09/2006	78/787,853			PENDING	29,30
29 - candied nuts; dried fruits; raisins; and snack mix consisting primarily of processed fruits, processed nuts and/or raisins							
30 - candy; chocolate covered nuts; crackers; pretzels; and snack mix consisting primarily of crackers, pretzels, candied nuts and/or popped popcorn							

END OF REPORT

TOTAL ITEMS SELECTED = 31

SCHEDULE B

Assigned Domain Names

Domain Names

- (1) www.harmonyfoods.com, expires 7/31/09
- (2) www.harmonysnacks.com, expires 7/8/09
- (3) www.harmonysnacks.net, expires 7/8/09
- (4) www.goldenstream.com, expires 9/11/08