

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
Hain Pure Food Co., Inc.		03/24/2010	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	The Hain Celestial Group, Inc.
Street Address:	58 South Service Road, Suite 250
City:	Melville
State/Country:	NEW YORK
Postal Code:	11747
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	0811803	HAIN
Registration Number:	1480956	HAIN
Registration Number:	0954547	HAIN
Registration Number:	3668773	HAIN PURE FOODS
Registration Number:	3668774	HAIN PURE FOODS
Registration Number:	1861077	HAIN PURE FOODS
Registration Number:	2634522	HAIN PURE FOODS
Registration Number:	2630819	HAIN PUREFOODS
Registration Number:	1470235	HOLLYWOOD

CORRESPONDENCE DATA

Fax Number: (973)624-7070
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 973 622 4444
 Email: mboyce@mccarter.com
 Correspondent Name: McCarter & English LLP-Robert W. Smith

900157975

**TRADEMARK
 REEL: 004173 FRAME: 0443**

CH \$240.00 0811803

Address Line 1: 100 Mulberry Street
Address Line 2: Four Gateway Center
Address Line 4: Newark, NEW JERSEY 07102

ATTORNEY DOCKET NUMBER:	36452/56 RWS 0406
NAME OF SUBMITTER:	Robert W. Smith
Signature:	/Robert W. Smith/
Date:	03/24/2010

Total Attachments: 5

source=Hain Pure to Hain Celestial Assign#page1.tif
source=Hain Pure to Hain Celestial Assign#page2.tif
source=Hain Pure to Hain Celestial Assign#page3.tif
source=Hain Pure to Hain Celestial Assign#page4.tif
source=Hain Pure to Hain Celestial Assign#page5.tif

ASSIGNMENT OF TRADEMARKS AND GOODWILL

This Assignment is made effective as of the 24th day of March, 2010, by and between HAIN PURE FOOD CO., INC., a corporation duly organized and existing under the laws of the State of California, with offices at 58 South Service Road, Suite 250, Melville, New York 11747 USA ("Assignor") and THE HAIN CELESTIAL GROUP, INC., a Delaware corporation with offices at 58 South Service Road, Suite 250, Melville, New York 11747 USA ("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 (the "Marks"), and all common law rights to the Marks and all of the goodwill associated with the Marks; and

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, including common law rights, 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

ASSIGNEE

HAIN PURE FOOD CO., INC.

THE HAIN CELESTIAL GROUP, INC.

By: Denise M. Faltus

By: Ira Lameel

Name: Denise M. Faltus

Name: IRA LAMEEL


Title: General Counsel + Secretary

Title: EXEC VP + CFO

STATE OF NEW YORK :
 SS :
COUNTY OF Suffolk :

NOTARIAL CERTIFICATION

On this 24th day of March, 2010,
Denise M. Faltischek personally came before me and
acknowledged under oath, to my satisfaction, that she/he is the
General Counsel and Secretary
_____ of HAIN PURE FOOD CO., INC. and is authorized to execute the foregoing
instrument on behalf of said company and that she/he signed this document as his/her
own act and deed.



Notary Public

(SEAL)

CHRISTINE KUMMER
Notary Public, State of New York
No. 01KU6197600
Qualified in Suffolk County
Commission Expires December 1, 2012

STATE OF NEW YORK :
 SS :
COUNTY OF Suffolk :

NOTARIAL CERTIFICATION

On this 24th day of March, 2010,
Ira Lamel personally came before me and
acknowledged under oath, to my satisfaction, that she/he is the
Executive Vice President and Chief Financial Officer
of THE HAIN CELESTIAL GROUP, INC. and is authorized to execute the
foregoing instrument on behalf of said company and that she/he signed this document
as his/her own act and deed.

CK

Notary Public

CHRISTINE KUMMER
Notary Public, State of New York (SEAL)
No. 01KU6197600
Qualified in Suffolk County
Commission Expires December 1, 2012

APPENDIX A
Schedule of Trademarks

US Marks

Trademark	Docket Number/Subcase	Status Class(es)	Application Number/Date	Registration Number/Date
HAIN	000000851/ United States of America	Registered 29 Int., 30 Int.	72/202,687 25-Sep-1964	811,803 26-Jul-1966
HAIN	000000852/ United States of America	Registered 30 Int.	631,150 19-Nov-1986	1,480,956 15-Mar-1988
HAIN	000000853/ United States of America	Registered 30 Int.	72/408,386 22-Nov-1971	954,547 06-Mar-1973
HAIN PURE FOODS	96198419/ United States of America	Registered 29 Int.	77/612,776 12-Nov-2008	3,668,773 18-Aug-2009
HAIN PURE FOODS	96198420/ United States of America	Registered 30 Int.	77/612,783 12-Nov-2008	3,668,774 18-Aug-2009
HAIN PURE FOODS & Design	000000854/ United States of America	Registered 30 Int.	74/382,318 26-Apr-1993	1,861,077 01-Nov-1994
HAIN PURE FOODS & Design	0000002963/ United States of America	Registered 30 Int.	76/246,598 25-Apr-2001	2,634,522 15-Oct-2002
HAIN PURE FOODS & Design	0000002964/ United States of America	Registered 30 Int.	76/246,597 25-Apr-2001	2,630,819 08-Oct-2002
HOLLYWOOD	000000860/ United States of America	Registered 29 Int.	72/408,388 22-Nov-1971	1,470,235 22-Dec-1987

International Marks

Trademark	Docket Number/Subcase	Status Class(es)	Application Number/Date	Registration Number/Date
HAIN	000000908/ Australia	Registered 29 Int.	210,434 22-May-1967	B210,434 31-May-1971
HAIN	000000910/ Benelux	Registered 29 Int., 30 Int., 32 Int.	031,049 01-Aug-1972	311,623 01-Aug-1972
HAIN	000000911/ Canada	Registered 29 Int., 30 Int., 32 Int.	483,260 04-Mar-1982	280,350 10-Jun-1983
HAIN	000000913/ France	Registered 29 Int., 30 Int., 32 Int.	1,210,422 02-Aug-1972	1,210,422 29-Jul-1982
HAIN	000000914/ Germany	Registered 29 Int., 30 Int., 32 Int.	A23865/29 01-Aug-1972	941195/29 12-Feb-1976

Trademark	Docket Number/Subcase	Status Class(es)	Application Number/Date	Registration Number/Date
HAIN	0000000915/ Israel	Registered 29 Int.	45,911 30-Apr-1978	45,911 26-Dec-1980
HAIN	0000000918/ Italy	Registered 29 Int., 30 Int., 32 Int.	285,235 11-Aug-1972	1007319 11-Aug-1972
HAIN	0000000925/ South Africa	Registered 29 Int.	72/3934 02-Aug-1972	B72/3934 10-Sep-1973
HAIN	0000000919/ Switzerland	Registered 29 Int., 30 Int., 31 Int., 32 Int.		406,471 12-Dec-1972
HAIN	0000000920/ Switzerland	Registered 29 Int., 30 Int., 31 Int., 32 Int.		331,925 25-Mar-1964
HAIN	0000000921/ United Kingdom	Registered 29 Int.	909,348 11-May-1967	B909,348 19-Feb-1968
HAIN PURE FOODS	96197297/ Hong Kong	Registered 29 Int., 30 Int.	301021012 24-Dec-2007	301021012 24-Dec-2007
HAIN PURE FOODS & Design	0096193697/ European Community	Registered 29 Int., 30 Int., 43 Int.	004327102 08-Mar-2005	004327102 23-Feb-2006
HAIN PURE FOODS & Design	96197298/ Hong Kong	Registered 29 Int., 30 Int.	301020996 24-Dec-2007	301020996 24-Dec-2007
HAIN PURE FOODS & Design	96197299/ Hong Kong	Registered 29 Int., 30 Int.	301021003 24-Dec-2007	301021003 24-Dec-2007
HAIN PURE FOODS & Design	0000001469/ Israel	Registered 29 Int.	127,974 24-May-1999	127,974 06-Jul-2000
HAIN PURE FOODS & Design	0000001470/ Israel	Registered 30 Int.	127,975 24-May-1999	127,975 06-Sep-2000