

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
World Gourmet Marketing, L.L.C.		09/28/2010	LIMITED LIABILITY COMPANY: NEW JERSEY

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Serial Number:	85050144	BAGEL TOPS
Serial Number:	85030147	GARDEN VEGGIE STRAWS
Serial Number:	77833362	MINER'S GOLD
Serial Number:	77833386	SENSIBLE PORTIONS
Serial Number:	77833401	SENSIBLE PORTIONS
Registration Number:	3582157	ARE YOU EATING SENSIBLY?
Registration Number:	3779500	CHEATING WITH CHOCOLATE
Registration Number:	2917109	MAMMA'S
Registration Number:	3532798	PITA BITES
Registration Number:	3195083	SENSIBLE PORTIONS
Registration Number:	3195082	WORLD GOURMET
Registration Number:	3784468	MINER'S GOLD

CH \$315.00 85050144

CORRESPONDENCE DATA

Fax Number: (973)597-2400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Email: lstrademark@lowenstein.com

Correspondent Name: Lowenstein Sandler PC

Address Line 1: 65 Livingston Avenue

Address Line 4: Roseland, NEW JERSEY 07068

ATTORNEY DOCKET NUMBER:	21417/15
NAME OF SUBMITTER:	Vanessa A. Ignacio
Signature:	/Vanessa A. Ignacio/
Date:	10/05/2010

Total Attachments: 4

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CONFIRMATORY ASSIGNMENT

This Confirmatory Assignment (this "Assignment") is made on September 28th, 2010 by and between World Gourmet Marketing, L.L.C., a New Jersey limited liability company with a principal place of business of 49 Lincoln Road, Butler, New Jersey 07405, USA (the "Assignor"), in favor and for the benefit of Hain Gourmet, Inc., a Delaware corporation with a principal place of business of 58 South Service Road, Suite 250, Melville, New York 11747, USA (the "Assignee").

WHEREAS, the Assignor was the owner of all right, title and interest in and to the Trademarks listed on the attached Exhibit A (hereinafter, the "Marks"); and

WHEREAS, Assignor was desirous of assigning, and Assignee was desirous of obtaining, all right, title and interest in and to the aforementioned Marks; and

WHEREAS, effective as of May 6, 2010 (the "Effective Date") Assignor assigned all right, title and interest in and to the Marks, together with the business assets and goodwill of the business symbolized by the Marks, to Assignee, but a formal written assignment was not executed in a recordable form; and

WHEREAS, the parties now wish to confirm the actual and legal transfer of the Marks from Assignor to Assignee;

NOW, THEREFORE, for good and valuable consideration previously paid, the sufficiency and receipt of which are hereby acknowledged, it is confirmed that effective as of the Effective Date, Assignor did assign, transfer and convey, and hereby assigns, transfers and conveys, unto Assignee, with effect as of the Effective Date, all right, title and interest in and to the Marks, together with the business assets and goodwill of the business symbolized by the Marks, the same to be held and enjoyed by the Assignee for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives, as fully and entirely as the same would have been held and enjoyed by the Assignor if this assignment and sale had not been made; together with all claims for damages by reason of past infringement by the Marks, with the right to sue for, and collect the same for its own use and on behalf of its own successors, assigns, or other legal representatives.

This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

This Assignment may be supplemented by further documentation executed by one or more of the parties, which documentation may be required in certain jurisdictions for recordation of this Assignment with the applicable governing authority.

[signatures appear on the following pages]

IN WITNESS WHEREOF, the parties have caused this Assignment to be duly executed as of the date(s) set forth below, with effect as of the Effective Date.

WORLD GOURMET MARKETING, L.L.C.

By: [Signature]
Name: Jason Cohen
Title: President
Date: 9/28/10

NOTARIAL CERTIFICATE

On this 28th day of September, 2010 before me personally appeared Jason Cohen, known to be the President of World Gourmet Marketing, L.L.C., a company organized and existing under the laws of the State of New Jersey, U.S.A. I attest that said person is authorized to execute the foregoing instrument on behalf of said company and that the foregoing instrument is executed in accordance with the local law of the place of execution.

WITNESS my hand and official seal.

[Signature]
NOTARY PUBLIC

My commission expires: 12/01/12

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

[SIGNATURE PAGE TO CONFIRMATORY ASSIGNMENT]

HAIN GOURMET, INC.

By: Denise Faltischek
Name: Denise Faltischek
Title: Secretary
Date: August 31, 2010

NOTARIAL CERTIFICATE

On this 31st day of August, 2010 before me personally appeared Denise Faltischek known to be the Secretary of Hain Gourmet, Inc., a company organized and existing under the laws of the State of Delaware. I attest that said person is authorized to execute the foregoing instrument on behalf of said company and that the foregoing instrument is executed in accordance with the local law of the place of execution.

WITNESS my hand and official seal.


NOTARY PUBLIC

My commission expires: 12/01/12

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

[SIGNATURE PAGE TO CONFIRMATORY ASSIGNMENT]

EXHIBIT A**TRADEMARK REGISTRATIONS AND APPLICATIONS**

Trademark	Country	Registration No. / Application No.
SENSIBLE PORTIONS & DESIGN	BRAZIL	830413740
SENSIBLE PORTIONS & DESIGN	BRAZIL	830413774
SENSIBLE PORTIONS & DESIGN	BRAZIL	830413804
SENSIBLE PORTIONS & DESIGN	BRAZIL	830413820
SENSIBLE PORTIONS & DESIGN	CANADA	1,453,162
SENSIBLE PORTIONS & DESIGN	CANADA	1,453,163
SENSIBLE PORTIONS & DESIGN	EUROPEAN UNION	8575771
SENSIBLE PORTIONS & DESIGN	JAPAN	2009-77406
SENSIBLE PORTIONS IN KATAKANA	JAPAN	2009-77407
SENSIBLE PORTIONS & DESIGN	MEXICO	1036504
SENSIBLE PORTIONS & DESIGN	MEXICO	1036506
SENSIBLE PORTIONS & DESIGN	MEXICO	1036507
SENSIBLE PORTIONS & DESIGN	MEXICO	1036508
BAGEL TOPS	UNITED STATES	85/050,144
GARDEN VEGGIE STRAWS	UNITED STATES	85/030,147
MINER'S GOLD	UNITED STATES	77/833,362
SENSIBLE PORTIONS & DESIGN	UNITED STATES	77/833,386
SENSIBLE PORTIONS & DESIGN	UNITED STATES	77/833,401
ARE YOU EATING SENSIBLY?	UNITED STATES	3,582,157
CHEATING WITH CHOCOLATE	UNITED STATES	3,779,500
MAMMA'S	UNITED STATES	2,917,109
PITA BITES	UNITED STATES	3,532,798
SENSIBLE PORTIONS	UNITED STATES	3,195,083
WORLD GOURMET	UNITED STATES	3,195,082
MINER'S GOLD	UNITED STATES	3,784,468