

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM545238

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Bank of America, N.A., as Administrative Agent		10/07/2019	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	The Hain Celestial Group, Inc.		
<b>Street Address:</b>	1111 Marcus Avenue		
<b>City:</b>	Lake Success		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	11042		
<b>Entity Type:</b>	Corporation: DELAWARE		
<b>PROPERTY NUMBERS Total: 9</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	1874024	ARROWHEAD MILLS	
<b>Registration Number:</b>	3906374	ARROWHEAD MILLS	
<b>Registration Number:</b>	5712863	A ARROWHEAD MILLS	
<b>Registration Number:</b>	1346612	RICE & SHINE	
<b>Registration Number:</b>	1250605	SUNSPIRE	
<b>Registration Number:</b>	3748435	SUNSPIRE	
<b>Registration Number:</b>	3748436	SUNSPIRE	
<b>Registration Number:</b>	1748713	SUNDROPS	
<b>Registration Number:</b>	1907898	TROPICAL SOURCE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	3109145880		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	3103124246		
<b>Email:</b>	jwood@manatt.com,jburns@manatt.com,ipdocket@manatt.com		
<b>Correspondent Name:</b>	J. Wood c/o Manatt,Phelps&Phillips LLP		
<b>Address Line 1:</b>	11355 W. Olympic Blvd.		
<b>Address Line 4:</b>	Los Angeles, CALIFORNIA 90064		
<b>ATTORNEY DOCKET NUMBER:</b>	65715-030		

CH \$240.00 1874024

<b>NAME OF SUBMITTER:</b>	Jessica A. Wood
<b>SIGNATURE:</b>	/Jessica A. Wood/
<b>DATE SIGNED:</b>	10/15/2019
<b>Total Attachments: 8</b> source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page1.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page2.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page3.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page4.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page5.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page6.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page7.tif source=Arrowhead Mills SunSpire - Trademark Lien Release Letter - BofA#page8.tif	

**The Hain Celestial Group, Inc.**

October 7, 2019

Bank of America, N.A.

**Re: The Hain Celestial Group, Inc. Third Amended and Restated Credit Agreement dated as of February 6, 2018 - Notice of Contemplated Asset Disposition; Request for Documentation of Release of Liens**

To Whom It May Concern:

We are writing to you regarding that certain Third Amended and Restated Credit Agreement dated as of February 6, 2018, by and among The Hain Celestial Group, Inc. (“Parent”), as the Borrower, the financial institutions party thereto from time to time, and Bank of America, N.A., as Administrative Agent (as amended, restated, amended and restated, modified or supplemented from time to time, the “Credit Agreement”), the related Security and Pledge Agreement dated as of May 8, 2019 by and among Parent, the grantors from time to time party thereto and Bank of America, N.A., as Administrative Agent (as amended, restated, amended and restated, modified or supplemented from time to time, the “Security Agreement”) and other Loan Documents (as defined in the Credit Agreement). Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Credit Agreement.

Parent is engaged in the business of (1) manufacturing, processing, marketing, selling and distributing organic and gluten-free baking mixes, grains and cereals and certain other products under the Arrowhead Mills® brand (the “Arrowhead Business”) and (2) marketing, selling and distributing baking chocolates and chocolate candies under the Sunspire® brand (the “Sunspire Business”) and together with the Arrowhead Business, the “Business”), among its other businesses.

Parent is in process of

the sale of the Business and substantially all of the assets and properties of the Parent exclusively related to the Business (all such assets and properties sold the “Target Assets,” which include but are not limited to the intellectual property listed on Annex I attached hereto), on October 7, 2019,

Pursuant to Section 8(f) of the Security Agreement, upon the execution and delivery of this letter agreement by the parties hereto the security interests of the Administrative Agent for the benefit of the Secured Parties in each and all of the Target Assets will cease automatically and immediately without any further action on the part of the Administrative Agent.

By countersigning below, Bank of America, N.A., as Administrative Agent, hereby expressly and irrevocably releases its Liens in the Target Assets for any and all purposes.

The Administrative Agent hereby (i) authorizes the Parent, at the expense of the Parent, with respect to the Target Assets only, to file any and all documents, each in form and substance reasonably satisfactory to the Administrative Agent, necessary to effectuate, evidence or reflect in the public record, the release and discharge of the Administrative Agent's Liens in the Target Assets, including any amendments (partial releases) to any financing statement naming any applicable Loan Party, as debtor, and the Administrative Agent, as secured party, (ii) agrees to execute and deliver, at the Parent's expense, such other documents, each in form and substance reasonably satisfactory to the Administrative Agent, as the Purchaser or its representatives, agents or designees may reasonably request (through the Parent) in order to evidence the termination and release of the Liens and security interests granted in such Target Assets and (iii) agrees to deliver, at the Parent's expense, to the Parent (or parties designated by the Parent) any and all original certificates representing equity interests constituting the Target Assets currently in the possession of the Administrative Agent or its counsel.

[Signature pages follow]

Very Truly Yours,

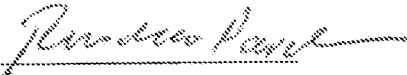
THE HAIN CELESTIAL GROUP, INC.

By: Kristy Merigolo  
Name: Kristy Merigolo  
Title: SVP. General Counsel

[Signature Page -- Letter Agreement re: Arrowhead APA]

*Acknowledged and Agreed:*

BANK OF AMERICA, N.A.,  
as the Administrative Agent

By: 

Name:

**Ronaldo Naval**

Title:

**Vice President**

[Signature Page -- Letter Agreement re: Arrowhead APA]

Annex 1

**Intellectual Property Portion of the Target Assets**

*Registered IP*

Arrowhead Mills – Trademarks

	<b>Trademark Name</b>	<b>Country</b>	<b>Status</b>	<b>Application No.</b>	<b>Filing Date</b>	<b>Registration No.</b>	<b>Registration Date</b>
1.	ARROWHEAD MILLS	United States	Registered	74441726	30-Sep-1993	1874024	17-Jan-1995
2.	ARROWHEAD MILLS	Taiwan	Registered	84028777	16-Mar-1997	00754181	16-Mar-1997
3.	ARROWHEAD MILLS	Canada	Registered	738,500	07-Oct-1993	TMA434,147	30-Sep-1994
4.	ARROWHEAD MILLS	United States	Registered	77868619	09-Nov-2009	3906374	18-Jan-2011
5.	ARROWHEAD MILLS	China	Registered	10445117	20-Jan-2012	10445117	14-May-2013
6.	ARROWHEAD MILLS	China	Registered	10445114	20-Jan-2012	10445114	14-May-2013
7.	ARROWHEAD MILLS	El Salvador	Renewed	00086	18-Dec-2007	00086	14-Nov-2008
8.	ARROWHEAD MILLS	Hong Kong	Registered	301017198	18-Dec-2007	301017198	18-Dec-2007
9.	ARROWHEAD MILLS	El Salvador	Registered	00171	18-Dec-2007	00171	28-Nov-2008
10.	ARROWHEAD MILLS	Honduras	Registered	6001/2013	06-Aug-2014	129595	06-Aug-2014
11.	ARROWHEAD MILLS	Honduras	Registered	6002/2013	06-Aug-2014	129596	06-Aug-2014
12.	ARROWHEAD MILLS	Jordan	Registered	147598	01-Jun-2016	147598	04-Jul-2017
13.	ARROWHEAD MILLS	Jordan	Registered	147600	01-Jun-2016	147600	04-Jul-2017
14.	ARROWHEAD MILLS	Honduras	Registered	6000/2013	06-Aug-2014	129594	06-Aug-2014
15.	ARROWHEAD MILLS CN Composite m	China	Registered	14397611	17-Apr-2014	14397611	14-Jun-2015
16.	ARROWHEAD MILLS CN Composite m	China	Registered	14397610	16-Apr-2014	14397610	28-May-2015
17.	ARROWHEAD MILLS	New Zealand	Registered	1039233	14-Mar-2016	1039233	15-Sep-2016

	Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Registration Date
18.	ARROWHEAD MILLS	Australia	Registered	1757554	09-Mar-2016	1757554	09-Mar-2016
19.	ARROWHEAD MILLS	Singapore	Registered	40201606050Y	04-Apr-2016	40201606050Y	04-Apr-2016
20.	ARROWHEAD MILLS	UAE	Registered	254619	31-May-2016	254619	07-Mar-2018
21.	ARROWHEAD MILLS	Kuwait	Registered	180206	10-May-2016	149992	31-Oct-2017
22.	ARROWHEAD MILLS	Oman	Registered	102808	30-May-2016	102808	31-Oct-2017
23.	ARROWHEAD MILLS	Lebanon	Registered	174330	23-May-2016	174330	23-May-2016
24.	ARROWHEAD MILLS	Bahrain	Registered	116199	10-May-2016	116199	04-May-2017
25.	ARROWHEAD MILLS	Qatar	Registered	106560	02-Jun-2016	106560	01-Nov-2017
26.	ARROWHEAD MILLS	Yemen	Registered	74746	08-May-2016	74746	02-May-2017
27.	ARROWHEAD MILLS	Jordan	Registered	147599	01-Jun-2016	147599	04-Jul-2017
28.	ARROWHEAD MILLS	Sri Lanka	Registered	206714	18-Apr-2016	206714	19-Oct-2018
29.	ARROWHEAD MILLS	Sri Lanka	Published	206715	18-Apr-2016		
30.	ARROWHEAD MILLS	Sri Lanka	Registered	206713	18-Apr-2016	206713	19-Oct-2018
31.	ARROWHEAD MILLS	India	Registered	3247693	29-Apr-2016	3247693	08-Feb-2018
32.	ARROWHEAD MILLS	Bangladesh	Pending	198285	02-May-2016		
33.	ARROWHEAD MILLS	Bangladesh	Pending	198286	02-May-2016		
34.	ARROWHEAD MILLS	Bangladesh	Pending	198284	02-May-2016		
35.	ARROWHEAD MILLS	Bahrain	Registered	116200	10-May-2016	116200	04-May-2017
36.	ARROWHEAD MILLS	Bahrain	Registered	116201	10-May-2016	116201	04-May-2017
37.	ARROWHEAD MILLS	Morocco	Registered	175786	13-May-2016	175786	13-May-2016
38.	ARROWHEAD MILLS	Kuwait	Registered	180207	10-May-2016	149993	31-Oct-2017
39.	ARROWHEAD MILLS	Kuwait	Registered	180208	10-May-2016	149994	31-Oct-2017
40.	ARROWHEAD MILLS	Saudi Arabia	Registered	1437018011	12-May-2016	1437018011	26-Aug-2016
41.	ARROWHEAD MILLS	Saudi Arabia	Registered	1437018012	12-May-2016	1437018012	26-Aug-2016



	Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Registration Date
42.	ARROWHEAD MILLS	Saudi Arabia	Registered	1437018013	12-May-2016	1437018013	26-Aug-2016
43.	ARROWHEAD MILLS	Egypt	Pending	335457	18-May-2016		
44.	ARROWHEAD MILLS	Yemen	Registered	74731	08-May-2016	74731	02-May-2017
45.	ARROWHEAD MILLS	Yemen	Registered	74747	08-May-2016	74747	26-Nov-2017
46.	ARROWHEAD MILLS	Oman	Registered	102809	30-May-2016	102809	31-Oct-2017
47.	ARROWHEAD MILLS	Oman	Registered	102810	30-May-2016	102810	31-Oct-2017
48.	ARROWHEAD MILLS	Qatar	Registered	106561	02-Jun-2016	106561	01-Nov-2017
49.	ARROWHEAD MILLS	Qatar	Registered	106562	02-Jun-2016	106562	01-Nov-2017
50.	ARROWHEAD MILLS	UAE	Registered	254620	31-May-2016	254620	07-Mar-2018
51.	ARROWHEAD MILLS	UAE	Registered	254621	31-May-2016	254621	07-Mar-2018
52.	ARROWHEAD MILLS Logo 2017	United States	Registered	88019701	28-Jun-2018	5712863	02-Apr-2019
53.	Rice & Shine	United States	Registered	73484419	6/11/1984	1346612	7/2/1985

Sunspire – Trademarks

	Trademark Name	Country	Status	Application No.	Filing Date	Registration No.	Registration Date
1.	SUNSPIRE	Hong Kong	Registered	302,141,568	17-Jan-2012	302,141,568	17-Jan-2012
2.	SUNSPIRE	Canada	Renewed	1032475	14-Oct-1999	TMA556344	11-Jan-2002
3.	SUNSPIRE	Japan	Registered	11(1999)-96274	25-Oct-1999	4418050	22-Sep-2000
4.	SUNSPIRE	United States	Registered	73351364	22-Feb-1982	1250605	06-Sep-1983
5.	SUNSPIRE	United States	Registered	77648006	13-Jan-2009	3748435	16-Feb-2010
6.	SUNSPIRE	United States	Registered	77648007	13-Jan-2009	3748436	16-Feb-2010
7.	SUNDROPS	United States	Registered	74199707	3-Sep-91	1748713	26-Jan-93
8.	TROPICAL SOURCE	Canada	Registered	0741594	24-Nov-1993	TMA439250	10-Feb-1995
9.	TROPICAL SOURCE	United States	Registered	74414671	20-Jul-1993	1907898	25-Jul-1995