



Hain Celestial to Acquire TenderCare International and Expand Natural Baby Care Product Offerings With Diapers and Wipes

08/06/2007

MELVILLE, N.Y., Aug. 6 /PRNewswire-FirstCall/ -- The Hain Celestial Group, Inc. (Nasdaq: HAIN), a leading natural and organic food and personal care products company, today announced the signing of a letter of intent to acquire TenderCare International Inc. (OTC Bulletin Board: TCAR). Under the terms of the agreement, Hain Celestial has agreed to pay \$0.45 per share in cash for all of the outstanding shares of TenderCare common stock. As of December 31, 2006 there were 7,454,582 shares of TenderCare common stock outstanding. The transaction is expected to be slightly accretive to Hain Celestial's earnings during its fiscal year 2008.

(Logo: <http://www.newscom.com/cgi-bin/prnh/20050324/NYTH131>)

TenderCare is a Wisconsin-based marketer and distributor of chlorine-free and gel-free natural diapers and baby wipes under the Tushies and TenderCare brand names. Other terms of the acquisition were not disclosed. The transaction is subject to the approval of TenderCare shareholders as well as customary due diligence and other closing conditions.

"This is an exciting transaction which expands Hain Celestial's presence in a growing category adjacent to our existing products for babies and toddlers. TenderCare's environmentally friendly disposable diapers and wipes will give us a great opportunity to further expand our Earth's Best(R) brand beyond the current categories that we're in today," said Irwin D. Simon, President and Chief Executive Officer of Hain Celestial. "As we have successfully grown Earth's Best from jarred baby food into infant formula, soups, snacks and personal care products, we will now provide parents and their babies with a safe and natural alternative in diapers and wipes. Our Earth's Best diapers and wipes will meet the same stringent criteria for ingredients that we maintain for all our products, to address the concerns of parents about what they put on their infants and toddlers."

"Through Hain Celestial, TenderCare will expand its presence in natural and other channels and bring more parents and children the highest quality, natural solutions in diapers and wipes. Additionally, our management team looks forward to working as part of Hain Celestial to grow this business," said Edward Reiss, Co-Chief Executive Officer of TenderCare.

The Hain Celestial Group

The Hain Celestial Group (Nasdaq: HAIN), headquartered in Melville, NY, is a leading natural and organic food and personal care products company in North America and Europe. Hain Celestial participates in almost all natural food categories with well-known brands that include Celestial Seasonings(R), Terra Chips(R), Garden of Eatin'(R), Health Valley(R), WestSoy(R), Earth's Best(R), Arrowhead Mills(R), DeBoles(R), Hain Pure Foods(R), FreeBird(TM), Hollywood(R), Spectrum Naturals(R), Spectrum Essentials(R), Walnut Acres Organic(TM), Imagine Foods(TM), Rice Dream(R), Soy Dream(R), Rosetto(R), Ethnic Gourmet(R), Yves Veggie Cuisine(R), Linda McCartney(R), Realeat(R), Lima(R), Grains Noirs(R), Natumi(R), JASON(R), Zia(R) Natural Skincare, Avalon Organics(R), Alba Botanica(R) and Queen Helene(R). For more information, visit www.hain-celestial.com.

Safe Harbor Statement

This press release contains forward-looking statements within and constitutes a "Safe Harbor" statement under the Private Securities Litigation Act of 1995. Except for the historical information contained herein, the matters discussed in this press release are forward-looking statements that involve known and unknown risks and uncertainties, which could cause our actual results to differ materially from those described in the forward-looking statements. These risks include but are not limited to general economic and business conditions; the ability to implement business and acquisition strategies and integrate acquisitions; competition; retention of key personnel; compliance with government regulations, including the rules on proxy solicitations when necessary or required and other risks detailed from time-to-time in the Company's reports filed with the Securities and Exchange Commission, including the report on Form 10-K for the fiscal year ended June 30, 2006. The forward-looking statements made in this press release are current as of the date of this press release, and the Company does not undertake any obligation to update forward-looking statements.

SOURCE The Hain Celestial Group, Inc.

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