

RECORDED 02-24-1999

OVER SHEET ONLY

Tab settings

To the Honorable Commission



100970261

Word the attached original documents or copy thereof.

1. Name of conveying party(ies).

M. POLANER, INC.

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

2-9-99

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: February 5, 1999

2. Name and address of receiving party(ies)

Name: Roseland Distribution Company

Internal Address: c/o B & G Foods, Inc.

Street Address: 426 Eagle Rock Avenue

City: Roseland State: NJ ZIP: 07068

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Delaware, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s)



A. Trademark Application No.(s)

N/A

02-09-1999

U.S. Patent & TMO/c/TM Mail Rcpt Dt. #40

B. Trademark Registration No.(s)

See attached Schedule A

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Glenn A. Gundersen

Internal Address: Dechert Price & Rhoads

4000 Bell Atlantic Tower

1717 Arch Street

Street Address:

City: Philadelphia State: PA ZIP: 19103

02/23/1999 DNGUYEN 00000127 040475 596870

6. Total number of applications and registrations involved: 10

7. Total fee (37 CFR 3.41).....\$ 265.00

- Enclosed, Authorized to be charged to deposit account

and any underpayment

8. Deposit account number:

04-0475

(Attach duplicate copy of this page if paying by deposit account)

01 FC:481 40.00 CH 02 FC:482 225.00 CH

DO NOT USE THIS SPACE

265E

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Terence A. Dixon

Name of Person Signing

Signature

2/9/99

Date

Total number of pages including cover sheet, attachments, and document: 4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK REEL: 1858 FRAME: 0628

SCHEDULE A

U.S. Trademarks

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
POLANER	596,870	October 12, 1954
JAM LOVER'S & Design	987,993	July 9, 1974
WHITE CAP	1,123,759	August 7, 1979
POLANER LITE (stylized)	1,124,752	September 4, 1979
MAX AMS	1,497,875	July 26, 1988
POLANER FANCY FRUIT	1,545,485	June 27, 1989
ALL FRUIT	1,832,827	April 26, 1994
POLANER	1,650,259	July 9, 1991
DON'T DARE CALL IT JELLY! & Design	1,751,430	February 9, 1993
POLANER	1,961,765	March 12, 1996

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TRADEMARK
REEL: 1858 FRAME: 0629

ASSIGNMENT OF TRADEMARKS

STATE OF

: ss.

COUNTY OF

WHEREAS M. POLANER, INC. ("Assignor"), a Delaware corporation with offices at 1633 Littleton Road, Parsippany, New Jersey 07054, U.S.A., has adopted, used and is using the trademarks shown in Schedule A hereto in its business;

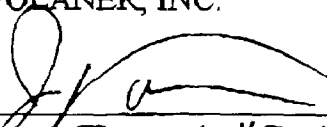
AND WHEREAS ROSELAND DISTRIBUTION COMPANY ("Assignee"), a Delaware corporation with offices at c/o B&G Foods, Inc., 426 Eagle Rock Avenue, Roseland, New Jersey 07068, U.S.A., has on this date acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the trademarks shown in Schedule A hereto and any other trademarks, service marks, trade dress and trade names used in such business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks.

NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill of the business symbolized by the Trademarks.

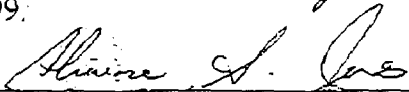
Dated: February 5th, 1999

M. POLANER, INC.

By


Name: James A. Krause
Title: Vice President

Subscribed and sworn to
before me on February 5,
1999.



Notary Public

MEMOISE S. JONES
NOTARY PUBLIC, State of New York
No. 01J04938258
Qualified in Nassau County
Commission Expires July 18, 2000

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ASSIGNMENT OF TRADEMARKS

STATE OF

:
: ss.
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COUNTY OF

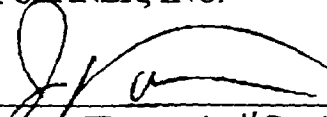
WHEREAS M. POLANER, INC. ("Assignor"), a Delaware corporation with offices at 1633 Littleton Road, Parsippany, New Jersey 07054, U.S.A., has adopted, used and is using the trademarks shown in Schedule A hereto in its business;

AND WHEREAS ROSELAND DISTRIBUTION COMPANY ("Assignee"), a Delaware corporation with offices at c/o B&G Foods, Inc., 426 Eagle Rock Avenue, Roseland, New Jersey 07068, U.S.A., has on this date acquired from Assignor certain assets and property used in Assignor's business and is desirous of acquiring the trademarks shown in Schedule A hereto and any other trademarks, service marks, trade dress and trade names used in such business (collectively, the "Trademarks"), the registrations and applications for registration of the Trademarks shown in Schedule A and any other registrations and applications for registration of the Trademarks, and the goodwill of the business symbolized by the Trademarks.

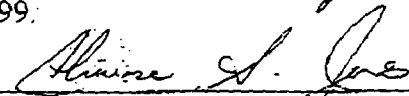
NOW THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, and intending to be legally bound, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest in and to the Trademarks, together with the registrations and applications for registration of the Trademarks shown in Schedule A, any other registrations and applications for registration of the Trademarks, in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto and in and to all rights of action arising from the Trademarks, all claims for damages by reason of past, present and future infringement of the Trademarks and the right to sue and collect damages for such infringement, to be held and enjoyed by Assignee for its own use and benefit and for its successors and assigns as the same would have been held by Assignor had this assignment not been made, and the goodwill of the business symbolized by the Trademarks.

Dated: February 5th, 1999

M. POLANER, INC.

By 
Name: James A. Krause
Title: Vice President

Subscribed and sworn to
before me on February 5,
1999:


Notary Public

MINNIE S. JONES
NOTARY PUBLIC, State of New York
No. 01504938258
Qualified in Nassau County
Commission Expires July 18, 2000

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SCHEDULE A

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