

05-14-2004

5-14-04

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings



ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

102744692

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

JPMORGAN CHASE BANK

- Individual(s) Association General Partnership Limited Partnership Corporation Other

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

2. Name and address of receiving party(ies)

Name: AURORA FOODS INC.

Internal Address:

Street Address: 11432 LACKLAND ROAD

City: ST. LOUIS State: MO Zip: 63146-3516

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State DE 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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: MARCH 19, 2003

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) See Attached

B. Trademark Registration No.(s) See Attached

Additional number(s) attached Yes No

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

Name: Ms. Penelope Agadoa

Internal Address: Federal Research Corporation

Street Address: 1030 Fifteenth Street NW

City: Washington State: DC Zip: 20005

6. Total number of applications and registrations involved:

142

7. Total fee (37 CFR 3.41): \$ 3565

- Enclosed Authorized to be charged to deposit account

8. Deposit account number:

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

DO NOT USE THIS SPACE

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.

Daniel M. Bloch Name of Person Signing

[Signature] Signature

3/23/04 Date

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

05/17/2004 6TON11 00000005 1017558

01 FC:8521 40.00 OP 02 FC:8522 3525.00 OP

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

Schedule B

A. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated July 1, 1997. Recorded against 16 U.S. trademark registrations on August 12, 1997 at Reel 1626 Frame 0674.

Title	Reg. No.
LOG CABIN	61,962
WIGWAM	74,056
COUNTRY KITCHEN	1,017,558
LOG CABIN LITE	1,679,044
COUNTRY KITCHEN LITE	1,742,433
Design Only	1,944,425
LOG CABIN	383,316
LOG CABIN	563,478
WIGWAM	566,734
LOG CABIN	660,202
TOWLE'S	681,917
Design Only	703,621
WIGWAM	722,893
1887	1,053,030
GUSTO TANTO QUE TODOS SIEMPRE QUIEREN UN POQUITO MAS	1,704,340
TASTES SO GOOD EVERYBODY ALWAYS WANTS A LITTLE BIT MORE	1,816,441

B. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated January 16, 1998. Recorded against 29 U.S. trademark registrations on February 17, 1998 at Reel 1693 Frame 0231.

Title	Reg. No.
GET IT ALL	2,151,334
LOG CABIN	61,962*
WIGWAM	74,056*

Title	Reg. No.
COUNTRY KITCHEN	1,017,558*
LOG CABIN LITE	1,679,044*
COUNTRY KITCHEN LITE	1,742,433*
Design Only	1,944,425*
LOG CABIN	383,316*
LOG CABIN	563,478*
WIGWAM	566,734*
LOG CABIN	660,202*
TOWLE'S	681,917*
Design Only	703,621*
WIGWAM	722,893*
1887	1,053,030*
GUSTO TANTO QUE TODOS SIEMPRE QUIEREN UN POQUITO MAS	1,704,340*
TASTES SO GOOD EVERYBODY ALWAYS WANTS A LITTLE BIT MORE	1,816,441*
DUNCAN HINES	1,942,711
DUNCAN HINES	1,299,761
DUNCAN HINES ANGEL CUPS	2,001,913
DUNCAN HINES CHOCOLATE LOVERS' EXXTRA	1,907,900
DUNCAN HINES CHOCOLATE LOVERS	1,788,936
DUNCAN HINES KIDS CUPS	2,001,914
EARLY AMERICAN	700,639
HOT SPOTS	1,778,453
KITCHEN CONNECTION	1,752,489
MOIST & EASY	1,087,032
MOIST DELUXE	1,693,787
DUNCAN HINES	835,567

* Security interest also recorded on August 12, 1997 at Reel 1626 Frame 0674. See Section A.

C. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated July 1, 1998. Recorded against 34 U.S. trademark registrations on October 23, 1998 at Reel 1820 Frame 0115. Recorded against 6 licensed U.S. trademark registrations on October 23, 1998 at Reel 1820 Frame 0211.

Title	Reg. No.
IN THE HEART OF EVERY HOME, THERE'S A LITTLE LOG CABIN	2,214,772
MRS. PAUL'S	2,214,796
Design Only	1,138,877
MRS. BUTTERWORTH	970,903
MRS. BUTTERWORTH'S	1,991,734
MRS. BUTTERWORTH'S	1,834,816
MRS. BUTTERWORTH'S	1,909,380
MRS. BUTTERWORTH'S	1,778,443
MRS. BUTTERWORTH'S	1,850,392
MRS. BUTTERWORTH'S	831,942
MRS. BUTTERWORTH'S	722,714
MRS. BUTTER-WORTH'S SYRUP COUNTRY BEST RECIPE MADE WITH CINNAMON & VANILLA	1,974,849
DUNCANS CUPS	1,646,990
DUNCAN HINES RECIPES & MORE	1,658,958
POLKA-DOT	1,665,162
ABBONDANZA	1,230,161
BEACH HAVEN	1,136,344
CELESTE	904,414
COUNTRY SEASONED	1,141,406
CREATE A SAUCE MIX	945,494
CREATE A SAUCE MIX	1,202,912
FISH-O-SAURS	1,917,091
HEALTHY TREASURES	1,766,856
LA CREME	1,228,607

Title	Reg. No.
MRS. PAUL'S	663,544
MRS. PAUL'S	949,434
MRS. PAUL'S	2,011,744
Design Only	1,606,597
SEA PALS	1,805,466
VAN DE KAMP'S	1,200,559
VAN DE KAMP'S	734,635
VAN DE KAMP'S	552,927
Design Only	842,549
EVERYTHING YOU LIKE AND PLENTY OF IT!	1,058,651

Licensed U.S. Trademark Registrations

Title	Reg. No.
AUNT JEMIMA	797,560
AUNT JEMIMA	1,575,365
AUNT JEMIMA	1,590,084
Design Only	1,614,072
AUNT JEMIMA	1,697,862
Design Only	1,699,260

- D. Security Agreement, on behalf of Aurora Foods Inc. and Sea Coast Foods, Inc. in favor of The Chase Manhattan Bank, dated March 31, 1999. Recorded against 3 U.S. trademark applications and 8 U.S. trademark registrations on April 9, 1999 at Reel 1885 Frame 0344.

Title	App. No.
CHEF'S SKILLET	74/723,286
SEACOAST BRAND	75/304,331
SKILLET CHEF	75/028,483

Title	Reg. No.
OCEAN'S ORIGINAL	1,794,378
CHEF'S CHOICE	585,900
CHEF'S CHOICE	1,445,405
Design Only	2,097,945
READY TO COOK MEALS	2,223,433
SKILLET DINNER	2,164,854
SKILLET DINNER	2,213,548
SUN UP SKILLET	2,143,075

E. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated November 1, 1999. Recorded against 11 U.S. trademark registrations on January 31, 2000 at Reel 2031 Frame 0459.

Title	Reg. No.
BAGELHEAD	1,124,001
BAKE 'N SELL	1,408,764
BIG 'N CRUSTY	1,510,543
Design Only	1,382,561
LENDER'S	1,172,496
LENDER'S	932,754
LENDER'S BAGELS	1,531,083
LENDER'S NEW YORK STYLE BAGELS	1,823,029
LENDER'S SOFT BAGELS	1,661,865
LLL	1,865,367
SINCE 1927, BAKERS OF BETTER BAGELS	1,549,374

F. Grant of Security Interest in Trademark Rights on behalf of Aurora Foods Inc. in favor of JP Morgan Chase Bank, dated December 1, 2003. Recorded against 11 U.S. trademark registrations and 23 U.S. trademark applications on December 3, 2003 at Reel 002756 Frame 0924.

Title	App./Reg. No.
DESIGN ONLY	2,271,209
LOG CABIN PREMIUM BLENDS AND DESIGN	2,507,658
COUNTRY CABIN	2,607,867
MRS. BUTTERWORTH'S	2,502,706
WAFFLES TO GO	75/826,138
MRS. BUTTERWORTH'S	78/100,764
MRS. BUTTERWORTH'S	2,621,585
MRS. BUTTERWORTH'S PUSH UP PANCAKES	78/109,717
BLAST O' BLUE	78/158,712
GALACTIC GREEN	78/158,830
COLOR BLAST	78/159,381
POWER-UP PURPLE	78/173,483
SYRUP DUNK'ERS	78/304,774
ONLY MRS. PAUL'S	78/102,808
ALWAYS THE FINEST. SPECIALLY PREPARED. ONLY MRS. PAUL'S	78/102,827
CRISP & HEALTHY AND DESIGN	2,426,021
VAN DE KAMP'S	2,618,409
FISH 'N DIPS	78/275,107
YOU'RE WHY I BAKE	2,290,638
CREATE YOUR OWN	2,667,348
MOIST DELUXE	2,643,026
CANDY FACTORY	78/126,761
FUN FROSTERS	78/203,037
BAKERY DELUXE	78/275,122
SIGNATURE DESSERTS	78/304,823
LENDER'S	78/110,248
LENDER'S	78/110,251
BAGELS THE WAY THEY WERE MEANT TO BE	78/177,969
LENDER'S AUTHENTIC BAGELS SINCE 1927 AND DESIGN	2,775,738
BAGEL STUFFERS	78/185,498
LENDER'S	78/247,176
AURORA FOODS	75/479,733
AURORA FOODS INC. AND DESIGN	76/242,548
AURORA FOODS INC. AMERICA'S BRANDS AND DESIGN	76/242,572

G. Grant of Security Interest in Trademark Rights on behalf of Aurora Foods Inc. in favor of JP Morgan Chase Bank, dated December 1, 2003. Recorded against 1 U.S. trademark registration on December 3, 2003 at Reel 002756 and Frame 0983.

SKILLET DINNER	2,270,067
----------------	-----------

**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of March 19, 2004 from JPMORGAN CHASE BANK (successor in interest to THE CHASE MANHATTAN BANK), a New York State banking corporation, as Administrative Agent (the "Agent") for certain banks and other financial institutions (the "Lenders"), to AURORA FOODS INC., a Delaware corporation with its principal place of business located at 11432 Lackland Road, St. Louis, Missouri 63146.

WITNESSETH:

WHEREAS, pursuant to the various agreements listed on Schedule A attached hereto, made by the Grantors (as defined therein) in favor of the Agent (the "Security Agreements"), security interests (the "Security Interests") were granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, the Security Agreements were recorded in the Trademark Division of the United States Patent and Trademark Office at the reel and frame numbers listed on Schedule A attached, hereto; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

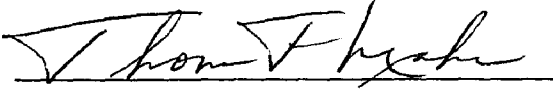
1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks and Trademark Licenses (including, without limitation, those items listed on Schedule B hereto). The term "Trademarks" shall have the meaning provided by reference in the Security Agreements.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its Security Interests in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interests contemplated hereby.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

JPMORGAN CHASE BANK (successor in interest
to THE CHASE MANHATTAN BANK)

By: 
Name: Thomas F. Maher
Title: Managing Director

STATE OF NY)
)
COUNTY OF NY)

ss.:

On this 19th day of March, 2004, before me personally appeared

Thomas F. Mahan to me known who, being by me duly sworn, did
depose and say that he/she is Managing Director of JPMorgan Chase Bank
(successor in interest to The Chase Manhattan Bank), described herein and which executed the
foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority
granted by JPMorgan Chase Bank.

Stewart M Feeny
Notary Public

(Affix Seal Below)

STEWART MITCHELL FEENEY
NOTARY PUBLIC, State of New York
No. 01F26061611
Qualified in New York County
Commission Expires July 16, 2007

Schedule A

Security Agreement

Recorded at Reel/Frame #

Log Cabin Patent and Trademark Security Agreement dated as of July 1, 1997, made by Aurora Foods Inc. in favor of The Chase Manhattan Bank.	1626/0674
Duncan Hines Patent and Trademark Security Agreement dated as of January 16, 1998, made by Aurora Foods Inc. in favor of The Chase Manhattan Bank.	1693/0231
Van de Kamp's Patent and Trademark Security Agreement dated as of July 1, 1998, made by Aurora Foods Inc. in favor of The Chase Manhattan Bank.	1820/0211
Van de Kamp's Patent and Trademark Security Agreement dated as of July 1, 1998, made by Aurora Foods Inc. in favor of The Chase Manhattan Bank.	1820/0115
Sea Coast Patent and Trademark Security Agreement dated as of March 31, 1999, made by Aurora Foods Inc. and Sea Coast Foods, Inc. in favor of The Chase Manhattan Bank.	1885/0344
Lender's Bagel Patent and Trademark Security Agreement dated as of November 1, 1999, made by Aurora Foods Inc. in favor of The Chase Manhattan Bank..	2031/0459
Fifth Amended and Restated Security Agreement dated as of November 1, 1999, in favor of The Chase Manhattan Bank.	2756/0924
Fifth Amended and Restated Security Agreement dated as of November 1, 1999, in favor of The Chase Manhattan Bank.	2756/0983

Schedule B

A. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated July 1, 1997. Recorded against 16 U.S. trademark registrations on August 12, 1997 at Reel 1626 Frame 0674.

Title	Reg. No.
LOG CABIN	61,962
WIGWAM	74,056
COUNTRY KITCHEN	1,017,558
LOG CABIN LITE	1,679,044
COUNTRY KITCHEN LITE	1,742,433
Design Only	1,944,425
LOG CABIN	383,316
LOG CABIN	563,478
WIGWAM	566,734
LOG CABIN	660,202
TOWLE'S	681,917
Design Only	703,621
WIGWAM	722,893
1887	1,053,030
GUSTO TANTO QUE TODOS SIEMPRE QUIEREN UN POQUITO MAS	1,704,340
TASTES SO GOOD EVERYBODY ALWAYS WANTS A LITTLE BIT MORE	1,816,441

B. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated January 16, 1998. Recorded against 29 U.S. trademark registrations on February 17, 1998 at Reel 1693 Frame 0231.

Title	Reg. No.
GET IT ALL	2,151,334
LOG CABIN	61,962*
WIGWAM	74,056*

Title	Reg. No.
COUNTRY KITCHEN	1,017,558*
LOG CABIN LITE	1,679,044*
COUNTRY KITCHEN LITE	1,742,433*
Design Only	1,944,425*
LOG CABIN	383,316*
LOG CABIN	563,478*
WIGWAM	566,734*
LOG CABIN	660,202*
TOWLE'S	681,917*
Design Only	703,621*
WIGWAM	722,893*
1887	1,053,030*
GUSTO TANTO QUE TODOS SIEMPRE QUIEREN UN POQUITO MAS	1,704,340*
TASTES SO GOOD EVERYBODY ALWAYS WANTS A LITTLE BIT MORE	1,816,441*
DUNCAN HINES	1,942,711
DUNCAN HINES	1,299,761
DUNCAN HINES ANGEL CUPS	2,001,913
DUNCAN HINES CHOCOLATE LOVERS' EXXTRA	1,907,900
DUNCAN HINES CHOCOLATE LOVERS	1,788,936
DUNCAN HINES KIDS CUPS	2,001,914
EARLY AMERICAN	700,639
HOT SPOTS	1,778,453
KITCHEN CONNECTION	1,752,489
MOIST & EASY	1,087,032
MOIST DELUXE	1,693,787
DUNCAN HINES	835,567

* Security interest also recorded on August 12, 1997 at Reel 1626 Frame 0674. See Section A.

C. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated July 1, 1998. Recorded against 34 U.S. trademark registrations on October 23, 1998 at Reel 1820 Frame 0115. Recorded against 6 licensed U.S. trademark registrations on October 23, 1998 at Reel 1820 Frame 0211.

Title	Reg. No.
IN THE HEART OF EVERY HOME, THERE'S A LITTLE LOG CABIN	2,214,772
MRS. PAUL'S	2,214,796
Design Only	1,138,877
MRS. BUTTERWORTH	970,903
MRS. BUTTERWORTH'S	1,991,734
MRS. BUTTERWORTH'S	1,834,816
MRS. BUTTERWORTH'S	1,909,380
MRS. BUTTERWORTH'S	1,778,443
MRS. BUTTERWORTH'S	1,850,392
MRS. BUTTERWORTH'S	831,942
MRS. BUTTERWORTH'S	722,714
MRS. BUTTER-WORTH'S SYRUP COUNTRY BEST RECIPE MADE WITH CINNAMON & VANILLA	1,974,849
DUNCANS CUPS	1,646,990
DUNCAN HINES RECIPES & MORE	1,658,958
POLKA-DOT	1,665,162
ABBONDANZA	1,230,161
BEACH HAVEN	1,136,344
CELESTE	904,414
COUNTRY SEASONED	1,141,406
CREATE A SAUCE MIX	945,494
CREATE A SAUCE MIX	1,202,912
FISH-O-SAURS	1,917,091
HEALTHY TREASURES	1,766,856
LA CREME	1,228,607

Title	Reg. No.
MRS. PAUL'S	663,544
MRS. PAUL'S	949,434
MRS. PAUL'S	2,011,744
Design Only	1,606,597
SEA PALS	1,805,466
VAN DE KAMP'S	1,200,559
VAN DE KAMP'S	734,635
VAN DE KAMP'S	552,927
Design Only	842,549
EVERYTHING YOU LIKE AND PLENTY OF IT!	1,058,651

Licensed U.S. Trademark Registrations

Title	Reg. No.
AUNT JEMIMA	797,560
AUNT JEMIMA	1,575,365
AUNT JEMIMA	1,590,084
Design Only	1,614,072
AUNT JEMIMA	1,697,862
Design Only	1,699,260

- D. Security Agreement, on behalf of Aurora Foods Inc. and Sea Coast Foods, Inc. in favor of The Chase Manhattan Bank, dated March 31, 1999. Recorded against 3 U.S. trademark applications and 8 U.S. trademark registrations on April 9, 1999 at Reel 1885 Frame 0344.

Title	App. No.
CHEF'S SKILLET	74/723,286
SEACOAST BRAND	75/304,331
SKILLET CHEF	75/028,483

Title	Reg. No.
OCEAN'S ORIGINAL	1,794,378
CHEF'S CHOICE	585,900
CHEF'S CHOICE	1,445,405
Design Only	2,097,945
READY TO COOK MEALS	2,223,433
SKILLET DINNER	2,164,854
SKILLET DINNER	2,213,548
SUN UP SKILLET	2,143,075

E. Security Agreement, on behalf of Aurora Foods Inc. in favor of The Chase Manhattan Bank, dated November 1, 1999. Recorded against 11 U.S. trademark registrations on January 31, 2000 at Reel 2031 Frame 0459.

Title	Reg. No.
BAGELHEAD	1,124,001
BAKE 'N SELL	1,408,764
BIG 'N CRUSTY	1,510,543
Design Only	1,382,561
LENDER'S	1,172,496
LENDER'S	932,754
LENDER'S BAGELS	1,531,083
LENDER'S NEW YORK STYLE BAGELS	1,823,029
LENDER'S SOFT BAGELS	1,661,865
LLL	1,865,367
SINCE 1927, BAKERS OF BETTER BAGELS	1,549,374

F. Grant of Security Interest in Trademark Rights on behalf of Aurora Foods Inc. in favor of JP Morgan Chase Bank, dated December 1, 2003. Recorded against 11 U.S. trademark registrations and 23 U.S. trademark applications on December 3, 2003 at Reel 002756 Frame 0924.

Title	App./Reg. No.
DESIGN ONLY	2,271,209
LOG CABIN PREMIUM BLENDS AND DESIGN	2,507,658
COUNTRY CABIN	2,607,867
MRS. BUTTERWORTH'S	2,502,706
WAFFLES TO GO	75/826,138
MRS. BUTTERWORTH'S	78/100,764
MRS. BUTTERWORTH'S	2,621,585
MRS. BUTTERWORTH'S PUSH UP PANCAKES	78/109,717
BLAST O' BLUE	78/158,712
GALACTIC GREEN	78/158,830
COLOR BLAST	78/159,381
POWER-UP PURPLE	78/173,483
SYRUP DUNK'ERS	78/304,774
ONLY MRS. PAUL'S	78/102,808
ALWAYS THE FINEST. SPECIALLY PREPARED. ONLY MRS. PAUL'S	78/102,827
CRISP & HEALTHY AND DESIGN	2,426,021
VAN DE KAMP'S	2,618,409
FISH 'N DIPS	78/275,107
YOU'RE WHY I BAKE	2,290,638
CREATE YOUR OWN	2,667,348
MOIST DELUXE	2,643,026
CANDY FACTORY	78/126,761
FUN FROSTERS	78/203,037
BAKERY DELUXE	78/275,122
SIGNATURE DESSERTS	78/304,823
LENDER'S	78/110,248
LENDER'S	78/110,251
BAGELS THE WAY THEY WERE MEANT TO BE	78/177,969
LENDER'S AUTHENTIC BAGELS SINCE 1927 AND DESIGN	2,775,738
BAGEL STUFFERS	78/185,498
LENDER'S	78/247,176
AURORA FOODS	75/479,733
AURORA FOODS INC. AND DESIGN	76/242,548
AURORA FOODS INC. AMERICA'S BRANDS AND DESIGN	76/242,572

G. Grant of Security Interest in Trademark Rights on behalf of Aurora Foods Inc. in favor of JP Morgan Chase Bank, dated December 1, 2003. Recorded against 1 U.S. trademark registration on December 3, 2003 at Reel 002756 and Frame 0983.

SKILLET DINNER	2,270,067
----------------	-----------