

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LEHMAN COMMERCIAL PAPER INC., as administrative agent		02/08/2005	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	HERITAGE ACQUISITION CORP.
Street Address:	Four Gatehall Drive, Suite 110
Internal Address:	c/o B&G Foods, Inc.
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	0067052	FAITHFUL
Registration Number:	0202103	JACK O' LANTERN
Registration Number:	0379295	LAS PALMAS
Registration Number:	0513287	JOAN OF ARC
Registration Number:	0582054	LAS PALMAS
Registration Number:	0602802	B & M
Registration Number:	0746320	JOAN OF ARC
Registration Number:	0828651	
Registration Number:	0828652	
Registration Number:	0931913	LAS PALMAS
Registration Number:	1529889	JOAN OF ARC
Registration Number:	1852514	LAS PALMAS
Registration Number:	2888450	LAS PALMAS

TRADEMARK

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (714) 540-1235
Email: greg.phillips@lw.com
Correspondent Name: Latham & Watkins LLP
Address Line 1: 650 Town Center Drive
Address Line 2: Suite 2000
Address Line 4: Costa Mesa, CALIFORNIA 92626

NAME OF SUBMITTER:	Greg Phillips, Senior Paralegal
Signature:	/greg phillips/
Date:	02/25/2005

Total Attachments: 7
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RELEASE OF SECURITY INTEREST

This RELEASE, dated as of February 8, 2005, is made by Lehman Commercial Paper Inc. ("LCPI"), as administrative agent, pursuant to the termination of the Amended and Restated Guarantee and Collateral Agreement dated as of August 21, 2003 between LCPI and Heritage Acquisition Corp. (the "Borrower") (the "Amended and Restated Guarantee and Collateral Agreement").

WITNESSETH:

WHEREAS, the Borrower and LCPI entered into an Amended and Restated Revolving Credit Agreement and an Amended and Restated Term Loan Agreement, each dated as of August 21, 2003 (the "Credit Agreements"), pursuant to which LCPI extended credit to the Borrower, and in return the Borrower granted security interests pursuant to a Grant of Security Interest in Trademark Rights dated August 21, 2003, by Borrower in favor of LCPI, recorded with the U.S. Patent and Trademark Office in connection with the Borrower's trademarks on November 19, 2003, Reel/Frame 2749/0288, and a Grant of Security Interest in Copyrights dated August 21, 2003 recorded with the Copyright Office in connection with Borrower's copyright registrations on October 3, 2003, at V3502 D287 P1-6.

WHEREAS, LCPI acknowledges full payment, performance and satisfaction of the Note issued pursuant to the Credit Agreements secured by the above-referenced Amended and Restated Guarantee and Collateral Agreement; and

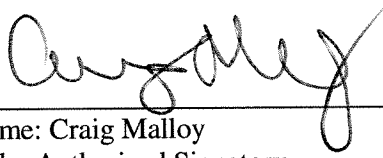
WHEREAS, the Borrower has requested that LCPI release its security interest in the Collateral, as defined in the Amended and Restated Guarantee and Collateral Agreement in connection with the termination of the Credit Agreements and the Amended and Restated Guarantee and Collateral Agreement (the "Released Collateral").

NOW, THEREFORE, LCPI hereby **RELEASES** all of its security interest in the Released Collateral, namely, the trademarks listed in Schedule A, and the trademark registrations listed in Schedule B, and the copyright registrations listed in Schedule C, all schedules attached hereto and incorporated herein by reference, and any other Collateral described in the aforementioned Amended and Restated Guarantee and Collateral Agreement, including any licenses.

LCPI agrees, at the Borrower's expenses, to cooperate with the Borrower and to provide the Borrower with the information and additional authorization necessary to effect the release of LCPI's security interest in the Released Collateral.

IN WITNESS WHEREOF, LCPI has executed this Release as of the date first set forth
above.

Lehman Commercial Paper Inc., as administrative agent

By: 
Name: Craig Malloy
Title: Authorized Signatory

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK)

ss.

On this 8th day of February, 2005, before me personally appeared Craig Malloy, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of Lehman Commercial Paper Inc., and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and Notarial Seal, this 8th day of February, 2005.

Nelvadia Hatcher
Notary Public

{seal}

NELVADIA HATCHER
Notary Public, State of New York
Registration # 01HA6082085
Qualified in Kings County
Commission Expires October 21, 2006

SCHEDULE A























Image	Trademark
	FAITHFUL
	OUR DARLING
	JACK O' LANTERN
	LAS PALMAS
	JOAN OF ARC
	LAS PALMAS
	B & M
	JOAN OF ARC
	Design Only
	Design Only
	LAS PALMAS

Image	Trademark
	JOAN OF ARC
	LAS PALMAS
	LAS PALMAS

SCHEDULE B

U.S. Trademark Registrations

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
1		FAITHFUL	71/030249	0067052	September 26, 1907	January 14, 1908
2		JACK O' LANTERN	71/208933	0202103	January 31, 1925	August 18, 1925
3		LAS PALMAS	71/427558	0379295	January 17, 1940	July 9, 1940
4		JOAN OF ARC	71/536691	0513287	October 3, 1947	August 9, 1949
5		LAS PALMAS	71/642994	0582054	March 2, 1953	November 3, 1953
6		B & M	71/666629	0602802	May 19, 1954	March 1, 1955
7		JOAN OF ARC	72/146056	0746320	June 4, 1962	March 5, 1963
8		Design Only	72/239272	0828651	February 21, 1966	May 9, 1967
9		Design Only	72/239273	0828652	February 21, 1966	May 9, 1967
10		LAS PALMAS	72/385133	0931913	March 1, 1971	April 4, 1972

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
11		JOAN OF ARC	73/740761	1529889	June 30, 1988	March 14, 1989
12		LAS PALMAS	74/450019	1852514	October 22, 1993	September 6, 1994
13		LAS PALMAS	76/506190	2888450	April 14, 2003	September 28, 2004

SCHEDULE C

Copyright Registrations

TITLE	REG. NO.	REG. DATE
Las Palmas Enchilada Sauce Label	KK219018	December 17, 1970
Las Palmas Chili Beans Label	KK219019	December 17, 1970
Las Palmas Green Chili Salsa Label	KK219020	December 17, 1970