

FORM PTO-1594

1-31-92

Document ID No.:
700278322A

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

Pinnacle Foods Group Inc.

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

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank Trust Company America

Internal Address: _____

Street Address: 60 Wall Street

City: New York State: NY ZIP: 10005

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State New York
- 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
- Security Agreement
- Other Corrective security interest to
- Merger
- Change of Name

delete Reg. Nos. 0797560; 1575365; 1590084;

Execution Date: 1614072; 1697862; 1699260 from

Reel 2961 Frame 790. Execution date:

March 19, 2004

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

A. Trademark Application No.(s)

B. Trademark registration No.(s)

0061962

Additional numbers attached? Yes No

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

Name: Janet Silverberg

Internal Address: The Quaker Oats Company

Street Address: 555 West Monroe

Mail Code 11-10

City: Chicago State: IL ZIP: 60661

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41):..... \$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

170020

(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.

Janet Silverberg

Name of Person Signing

Signature

8/10/06

Date


Total number of pages comprising cover sheet:

1

CH \$40.00 170020 0061962

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
5,049,710	Microwave food carton having integral, layer-divider	9/17/91
5,343,024	Microwave susceptor incorporating a coating material	8/30/94




VII. United States Trademarks and Applications

LOG CABIN						
COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	LOG CABIN	61,962	06/29/1905	04/09/1907	Maple syrup in Class 30	Aurora Foods Inc.
United States	WIGWAM	74,056	09/17/1908	06/15/1909	A blend of cane and maple syrups in Class 30	Aurora Foods Inc.
United States	LOG CABIN	563,478	02/20/1952	08/26/1952	Table syrup in Class 30	Aurora Foods Inc.
United States		703,621	10/24/1958	08/30/1960	Table syrup in Class 30	Aurora Foods Inc.
United States	COUNTRY KITCHEN	1,017,558	12/09/1974	08/05/1975	Table syrup in Class 30	Aurora Foods Inc.

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LOG CABIN

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	1887	1,053,030	03/15/1976	11/16/1976	Table syrup in Class 30	Aurora Foods Inc.
United States	LOG CABIN LITE	1,679,044	04/19/1990	03/10/1992	Table syrup in Class 30	Aurora Foods Inc.
United States	COUNTRY KITCHEN LITE	1,742,433	08/17/1990	12/22/1992	Foods; namely, syrup in Class 30	Aurora Foods Inc.
United States		1,944,425	10/05/1992	12/26/1995	Table syrup in Class 30	Aurora Foods Inc.
United States	IN THE HEART OF EVERY HOME, THERE'S A LITTLE LOG CABIN	2,214,772	02/27/1998	12/29/1998	Table syrup in Class 30	Aurora Foods Inc.
United States		2,271,209	07/10/1998	08/17/1999	Table syrup in Class 30	Aurora Foods Inc.
United States		2,507,658	05/05/1999	11/13/2001	Table syrup and pancake mix in Class 30	Aurora Foods Inc.

LOG CABIN

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	COUNTRY CABIN	2,607,867	07/27/1999	August 13, 2002	Table syrup in Class 30	Aurora Foods Inc.

MRS. BUTTERWORTH'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. BUTTERWORTH'S	722,714 (Supplementa l Register)	07/14/1960	10/10/1961	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	831,942	06/01/1966	07/11/1967	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH	970,903	01/08/1973	10/16/1973	Pancake mix in Class 30	Aurora Foods Inc.
United States		1,138,877	11/10/1978	08/19/1980	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	2,502,706	06/22/1999	10/30/2001	Fresh waffles, pancakes and toaster pastries in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	78/100,764	01/03/2002	Pending: Notice of Allowance issued 09/24/2002	Frozen pastries, including cinnamon rolls in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	2,621,585	01/08/2002	09/17/2002	Frozen french toast sticks, frozen pancakes, frozen french toast, frozen waffle sticks, frozen waffles and pancake mix in Class 30	Aurora Foods Inc.



MRS. BUTTERWORTH'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. BUTTERWORTH'S PUSH UP PANCAKES	78/109,717	02/19/2002	Pending: Notice of Allowance issued 01/07/2003	Frozen breakfast item consisting primarily of pancakes in Class 30	Aurora Foods Inc.
United States	SYRUP DUNK'ERS	78/304,774	09/24/2003	Pending.	Frozen pancakes, waffles, and french toast in Class 30	Aurora Foods Inc.


MRS. PAUL'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. PAUL'S	663,544	06/14/1957	06/24/1958	Frozen foods-namely, fish and shell fish, deviled crabs, fried fish and shell fish, candied sweet potatoes, breaded shrimp, fried onion rings, oyster and clam stews, and fish and shell fish dinners consisting of fish and/or shell fish, potatoes, and peas in Class 29	Aurora Foods Inc.

MRS. PAUL'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States		949,434	05/11/1971	12/26/1972	Frozen foods; namely, fish and shell fish, fried fish and fried shell fish, deviled crabs, deviled clams, fish and shell fish dinners consisting of fish and/or shell fish, fried onion rings, candied sweet potatoes, candied apples, apple fritters, corn fritters, fried eggplant in Class 29	Aurora Foods Inc.
United States		2,011,744	08/31/1995	10/29/1996	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.
United States	MRS. PAUL'S	2,214,796	03/20/1998	12/29/1998	Frozen pie crusts in Class 30	Aurora Foods Inc.
United States	ONLY MRS. PAUL'S	78/102,808	01/15/2002	Pending: Notice of Allowance issued 11/12/2002	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.
United States	ALWAYS THE FINEST. SPECIALLY PREPARED. ONLY MRS. PAUL'S.	78/102,827	01/15/2002	Pending: Notice of Allowance issued 11/12/2002	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.

VAN DE KAMP'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	VAN DE KAMP'S	734,635	05/08/1961	07/17/1962	French fried northern halibut in Class 30	Aurora Foods Inc.
United States		842,549	03/30/1967	01/16/1968	Prebaked frozen bakery goods, including dauenut coffee cake, chocolate fudge cake	Aurora Foods Inc.
United States	Van de Kampa	1,200,559	07/28/1980	07/06/1982	Fish sticks; haddock; fish fillets; halibut; perch; flounder in Class 29	Aurora Foods Inc.
United States	OCEAN'S ORIGINAL	1,794,378	07/14/1992	09/21/1993	Frozen fish and frozen seafood in Class 29	Aurora Foods Inc.
United States	CRISP & HEALTHY	2,426,021	04/20/1998	02/06/2001	Fish fillets in Class 29	Aurora Foods Inc.
United States	VAN DE KAMP'S	2,618,409	11/01/2001	09/10/2002	Frozen entrees consisting primarily of fish, shrimp, or crab in Class 29	Aurora Foods Inc.
United States	FISH 'N DIPS	78/275,107	07/16/2003	Pending.	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.

CELESTE

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	CELESTE	904,414	07/08/1970	12/15/1970	Frozen prepared foods- namely, pizza in Class 30	Aurora Foods Inc.

DUNCAN HINES

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	DUNCAN HINES	835,567	05/09/1966	09/19/1967	Prepared baking mixes- namely, cake mixes, muffin mixes, brownie mixes, and kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes in Class 30	Aurora Foods Inc.
United States	DUNCAN HINES	1,299,761	04/11/1983	10/09/1984	Ready-to-spread frostings and cookies in Class 30	Aurora Foods Inc.
United States	MOIST DELUXE	1,693,787 (Supplementa l Register)	05/04/1990	06/09/1992	Baking goods; namely, cake mixes, brownie mixes, and/or muffin mixes in Class 30	Aurora Foods Inc.
United States	DUNCAN HINES CHOCOLATE LOVERS	1,788,936	02/27/1992	08/17/1993	Mix for making sweet bakery products, such as brownies in Class 30	Aurora Foods Inc.
United States	GET IT ALL	2,151,334	06/27/1996	04/14/1998	Prepared baking mixes, namely, cake mixes, muffin mixes, cookie mixes, brownie mixes, crisps mixes, and filling mixes for making sweet bakery products such as pies, and cakes in Class 30	Aurora Foods Inc.
United States	YOU'RE WHY I BAKE	2,290,638	09/21/1998	11/02/1999	Prepared baking mixes, namely, cake mixes, pancake mixes, muffin mixes, pie mixes, brownie mixes, and kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes in Class 30	Aurora Foods Inc.

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DUNCAN HINES

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	CREATE YOUR OWN	2,667,348	10/17/2001	12/24/2002	Baking mixes, frozen muffins and frostings in Class 30	Aurora Foods Inc.
United States	MOIST DELUXE	2,643,026	11/15/2001	10/29/2002	Baking goods, namely, cake mixes, brownie mixes, and/or muffin mixes in Class 30	Aurora Foods Inc.
United States	CANDY FACTORY	78/126,761	05/07/2002	Notice of Allowance issued 02/11/2003	Prepared baking mixes, namely, cake mixes, pancake mixes, muffin mixes, pie mixes, brownie mixes, and cookie mixes; kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes; hot cocoa mix; ready-to-spread frosting and icing, pudding mixes, ready- to-eat cake, microwaveable cake in Class 30	Aurora Foods Inc.
United States	FUN FROSTERS	2,797,730	01/14/2003	12/23/03	Frosting and icing in Class 30.	Aurora Foods Inc.
United States	BAKERY DELUXE	78/275,122	07/16/2003	Pending.	Baking goods, namely cake mixes, brownie mixes, and/or muffin mixes in Class 30.	Aurora Foods Inc.
United States	SIGNATURE DESSERTS	78/304,823	09/24/2003	Pending.	Baking mixes and frostings in Class 30.	Aurora Foods Inc.

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LENDER'S



COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	LENDER'S	1,172,496	07/25/1980	10/06/1981	Bagels in Class 30	Aurora Foods Inc.
United States	BAKE 'N SELL	1,408,764	05/08/1984	09/09/1986	Bagels in Class 30	Aurora Foods Inc.
United States		1,382,561	09/17/1984	02/11/1986	Bagels in Class 30	Aurora Foods Inc.
United States	BIG 'N CRUSTY	1,510,543 (Supplementa l Register)	07/27/1987	10/25/1988	Bagels in Class 30	Aurora Foods Inc.
U.S.		1,531,083	05/31/1988	03/21/1989	Bagels in Class 30	Aurora Foods Inc.
U.S.	SINCE 1927, BAKERS OF BETTER BAGELS	1,549,374	05/04/1988	07/25/1989	Bagels in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/110,248	02/21/2002	Pending: Notice of Allowance issued 01/21/2003	English muffins in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/110,251	02/21/2002	Pending.	Cream cheese in Class 30	Aurora Foods Inc

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LENDER'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
U.S.	BAGELS THE WAY THEY WERE MEANT TO BE	78/177,969	10/24/2002	Pending: Notice of Allowance issued 10/07/03	Bagels in Class 30	Aurora Foods Inc.
U.S.		2,775,738	11/06/2002	10/21/2003	Bagels in Class 30	Aurora Foods Inc.
U.S.	BAGEL STUFFERS	78/185,498	11/15/2002	Pending	Filled bagels in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/247,176	05/08/2003	Pending: Notice of Allowance issued 02/24/04	Bagel sandwiches in Class 30	Aurora Foods Inc.

MISCELLANEOUS MARKS						
COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	AURORA FOODS	75/479,733	05/05/1998	Pending. Notice of Allowance issued 02/19/2002	Table syrup and baking goods, including, mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls and cookies	Aurora Foods Inc.
United States		76/242,548	04/18/2001	Pending. Notice of Allowance issued 03/11/2003	Table syrup, baking goods, including mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls; frostings and icings; frozen pancakes, waffles, french toast and cinnamon rolls; pancake mixes; frozen pizza; bagels and frozen bagels; frozen dinners and entrees in Class 30	Aurora Foods Inc.
United States		76/242,572	04/18/2001	Pending. Notice of Allowance issued 03/11/2003	Table syrup, baking goods, including mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls; frostings and icings; frozen pancakes, waffles, french toast and cinnamon rolls; pancake mixes; frozen pizza; bagels and frozen bagels; frozen dinners and entrees in Class 30	Aurora Foods Inc.

The Company and the Subsidiary are not the sole owners and do not possess all right, title, and interest in and to the Van de Kamp's trade name for baked goods within the classifications of bread, rolls, stuffings and crumbs, sweet yeast goods, soft cakes, pies, pastries, doughnuts and cookies as evidenced by the following agreements:

1. License Agreement, dated October 14, 1978, between Van de Kamp's Dutch Bakeries and General Host Corporation.

2. License Agreement, dated February 21, 1979, between General Host Corporation and Van de Kamp's Dutch Bakeries.



VII. Trademark Licenses

AUNT JEMIMA						
COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States	AUNT JEMIMA	797,560	03/10/1965	10/12/1965	Bakery products, namely, frozen cakes and breads in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States	AUNT JEMIMA	1,575,365	05/11/1989	01/02/1990	Frozen [muffin] and pancake batter in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States	AUNT JEMIMA	1,590,084	08/28/1989	04/03/1990	Table syrup; grits; cornmeal; flour; mixes for making pancakes and waffles; [bakery goods]; mixes for making bakery goods; [pancakes;] waffles; pancakes [and french toast based breakfast entrees] in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)

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AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States		1,614,072	11/14/1989	09/18/1990	Bakery goods; pancakes; french toast based breakfast entrees; frozen pancake batter in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States		1,697,862	06/28/1991	06/30/1992	Pancake and waffle mix; grits; wheat flour; prepared baking mixes and batter for making cakes, breads and muffins; frozen pancake batter; table syrup; corn meal; frozen breakfast foods; namely, waffles, pancakes and french toast; and bakery goods in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)


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AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States		1,699,260	07/01/1991	07/07/1992	Pancake and waffle mix; grits; wheat flour; prepared baking mixes and batter for making cakes, breads and muffins; frozen pancake batter; table syrup; corn meal; frozen breakfast foods; namely, waffles, pancakes, french toast, and pancake and french toast based breakfast entrees and bakery goods in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
CANADA	AUNT JEMIMA	TMA 164,781	12/12/1968	08/15/1969	Pancake mix, flour, cake mixes, and waffles; table syrup; french toast; frozen foods, namely frozen waffles, frozen french toast, and frozen batter mix	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee) Pepsico Foods Canada, Inc. is successor to Quaker Oats Company of Canada Limited.

AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
CANADA		TMA 384,601	11/22/1989	05/17/1991	Table syrup; foods and ingredients of foods, namely, pancake mixes, pancake flour, waffles, frozen waffles, French toast, frozen French toast, frozen pancake batter and pancakes	<p>Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)</p> <p>Pepsico Foods Canada, Inc. is successor to Quaker Oats Company of Canada Limited.</p>

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SUPPLEMENT NO. 1 dated as of March __, 2004, to the Guarantee and Collateral Agreement (the "Collateral Agreement") dated as of November 25, 2003, among **CRUNCH HOLDING CORP.**, a Delaware corporation ("Holdings"), **PINNACLE FOODS HOLDING CORPORATION**, a Delaware corporation (the "Borrower"), each subsidiary of the Borrower listed on Schedule I thereto (each such subsidiary individually a "Subsidiary Guarantor" and collectively, the "Subsidiary Guarantors"; the Subsidiary Guarantors, Holdings and the Borrower are referred to collectively herein as the "Grantors") and **DEUTSCHE BANK TRUST COMPANY AMERICAS ("DBTCA")**, as Collateral Agent (in such capacity, the "Collateral Agent").

A. Reference is made to the Credit Agreement dated as of November 25, 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Holdings, the Borrower, the lenders from time to time party thereto and, DBTCA, as Administrative Agent, General Electric Capital Corporation, as Syndication Agent, and JPMorgan Chase Bank, Citicorp North America, Inc. and Canadian Imperial Bank of Commerce, as Co-Documentation Agents.

B. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Collateral Agreement referred to therein.

C. Reference is made to the Assumption Agreement dated as of March __, 2004, among Aurora Foods Inc. (to be renamed Pinnacle Foods Group Inc.) ("Aurora") and the Administrative Agent pursuant to which Aurora assumed all obligations of the Borrower under the Credit Agreement, including, without limitation, the obligation to become a Grantor under the Collateral Agreement.

D. The Grantors have entered into the Collateral Agreement in order to induce the Lenders to make Loans and the Issuing Banks to issue Letters of Credit. Aurora is executing this Supplement in accordance with the requirements of the Credit Agreement to become a Grantor under the Collateral Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued.

Accordingly, the Collateral Agent and Aurora agree as follows:

SECTION 1. Aurora by its signature below becomes a Grantor under the Collateral Agreement with the same force and effect as if originally named therein and Aurora hereby (a) agrees to all the terms and provisions of the Collateral Agreement applicable to it as a Grantor thereunder and (b) represents and warrants that the representations and warranties made by it as a Grantor thereunder are true and correct on and as of the date hereof. In furtherance of the foregoing, Aurora, as security for the

payment and performance in full of the Obligations does hereby create and grant to the Collateral Agent, its successors and assigns, for the benefit of the Secured Parties, their successors and assigns, a security interest in and lien on all of Aurora's right, title and interest in and to the Collateral of Aurora. Each reference to a "Grantor" in the Collateral Agreement shall be deemed to include Aurora. The Collateral Agreement is hereby incorporated herein by reference.

SECTION 2. Aurora represents and warrants to the Collateral Agent and the other Secured Parties that this Supplement has been duly authorized, executed and delivered by it and constitutes its legal, valid and binding obligation, enforceable against it in accordance with its terms.

SECTION 3. This Supplement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original, but all of which when taken together shall constitute a single contract. This Supplement shall become effective when the Collateral Agent shall have received a counterpart of this Supplement that bears the signature of Aurora and the Collateral Agent has executed a counterpart hereof. Delivery of an executed signature page to this Supplement by facsimile transmission shall be as effective as delivery of a manually signed counterpart of this Supplement.

SECTION 4. Aurora hereby represents and warrants that (a) set forth on Schedule I attached hereto is a true and correct schedule of the location of any and all Collateral of Aurora and (b) set forth under its signature hereto, is the true and correct legal name of Aurora, its jurisdiction of formation and the location of its chief executive office.

SECTION 5. Except as expressly supplemented hereby, the Collateral Agreement shall remain in full force and effect.

SECTION 6. THIS SUPPLEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.


SECTION 7. In case any one or more of the provisions contained in this Supplement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Collateral Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

SECTION 8. All communications and notices hereunder shall be in writing and given as provided in Section 7.01 of the Collateral Agreement.

SECTION 9. Aurora agrees to reimburse the Collateral Agent for its reasonable out-of-pocket expenses in connection with this Supplement, including the reasonable fees, other charges and disbursements of counsel for the Collateral Agent.

IN WITNESS WHEREOF, Aurora and the Collateral Agent have duly executed this Supplement to the Collateral Agreement as of the day and year first above written.

**AURORA FOODS INC. (to be renamed
PINNACLE FOODS GROUP INC.),**

by 

Name:

Title:

**DEUTSCHE BANK TRUST COMPANY
AMERICAS,
AS COLLATERAL AGENT**

by

Scottye Lindsey
Name: **Scottye Lindsey**
Title: **Director**

Schedule I
to the Supplement No.1 to the
Guarantee and
Collateral Agreement

LOCATION OF COLLATERAL

<u>Description</u>	<u>Location</u>
Machinery and equipment, raw materials and finished goods inventories	96 Quaker Oats Drive Jackson, Tennessee 38301
Machinery and equipment, raw materials and finished goods inventories	2200 E. 38 th Street Erie, Pennsylvania 16510
Machinery and equipment, raw materials and finished goods inventories	3801 Dewitt Avenue Mattoon, Illinois 61938
Machinery and equipment, raw materials and finished goods inventories	1000 Brewbaker Drive St. Elmo, Illinois 62458
Office equipment	17291 Irvine Blvd. Tustin, California 92780
Office equipment	3203 Red Hawk Dr. Bentonville, Arkansas
Machinery and Equipment	Gilster-Mary Lee Corporation 1037 State Street Chester, Illinois 62233 (Randolph County)
Finished Goods Inventory	Request Foods Incorporated 3460 John F. Donnelly Drive Holland, Michigan 49424 (Ottawa County)
Machinery and equipment	Merlin Development 181 Cheshire Lane, Suite 500 Plymouth, Minnesota 554441-8715 (Hennepin County)
Raw materials inventory	Alcor Corporation 2100 Pittsburg Ave. Erie, Pennsylvania 16506 (Erie County)
Raw materials inventory	Louis Dreyfus Distribution Center 1089 Elkton Road Newark, Delaware 19714 (New Castle County)

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TRADEMARK
TRADEMARK
REEL: 00298 FRAME: 0813
REEL: 003368 FRAME: 0281

<u>Description</u>	<u>Location</u>
Finished goods inventory	Suffolk Cold Storage (Wanchese Fish Co.) 2000 Northgate Commerce Parkway Suffolk, Virginia 23435 (City of Suffolk)
Raw materials inventory	Total Logistics Control LLC 449 Howard Ave. Holland, Michigan (Ottawa County)
Raw materials inventory	Custom Cold Storage 555 Bayview Ave. Biloxi, Mississippi 39530 (Harrison County)
Machinery and equipment	Catholic Charities 4217 Dewitt Ave. Mattoon, Illinois 61938 (Coles County)
Machinery and equipment	Mann's Highway 70 at I40 Jackson, Tennessee 38305 (Madison County)
Finished goods inventory	B.J.'s c/o Burris 10900 Central Port Dr. Orlando, Florida 32824 (Orange County)
Finished goods inventory	BJ'S-BURRIS 1000 Center Point Blvd. New Castle, Delaware 19720 (New Castle County)
Finished goods inventory	B.J.'s c/o C&S Wholesale P.O. Box 225 Brattleboro, Vermont 05302 (Windham County)
Finished goods inventory	Americold Logistics LLC 7150 Ambassador Dr. Fogelsville, PA 18051 (Lehigh County)
Finished goods inventory	Americold Logistics LLC 10 Glenlake Parkway Ste 800 Atlanta, GA 30328 (Fulton County)
Finished goods inventory	Colorado Boxed Beef 3205 S.E. 19th Avenue Port Everglades, FL 33316 (Broward County)

NY1:1497506.1

TRADEMARK
 REEL: 002961 FRAME: 0814
 REEL: 003368 FRAME: 0282

<u>Description</u>	<u>Location</u>
Finished goods inventory	Colorado Boxed Beef 302 Progress Road Aurburndale, FL 33823 (Polk County)
Finished goods inventory	United Cold Storage 125 th Street Industrial Road Smyrna, TN 37167 (Rutherford County)
Finished goods inventory	United Cold Storage, Inc. 1727 J.P.Hennessey Dr. Lavergne, TN 37167 (Rutherford County)
Finished goods inventory	United Cold Storage, Inc. 100 Dobbs Lane Suite 102 Cherry Hill, NJ 08034 (Camden County)
Finished goods inventory	Atlas Cold Storage Holding, Inc. 5000 North America Drive West Seneca, NY 14224 (Erie County)
Finished goods inventory	Atlas Cold Storage Holding, Inc. 5255 Yonge Street - Suite 900 Toronto, Ontario M2N5P8 Canada
Finished goods inventory	United States Cold Storage, Inc. 601 Twin Rail Drive Minooka, IL 60447 (Grundy County)
Finished goods inventory	Millard Refrigerated Services 7132 Ruppelville Road Allentown, PA 18106 (Lehigh County)
Finished goods inventory	Millard Refrigerated Services 4715 S 132nd Street Omaha, NE 68137 (Douglas County)
Finished goods inventory	Millard Refrigerated Services 4716 S 132nd Street Omaha, NE 68137 (Douglas County)
Finished goods inventory	American Cold Storage North Americas, LP 100 Lee Street Jackson, TN 38302 (Madison County)

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TRADEMARK
 REEL: 002984 FRAME: 0815
 REEL: 003368 FRAME: 0283

<u>Description</u>	<u>Location</u>
Finished goods inventory	American Cold Storage North Americas, LP 607 Industry Road Louisville, KY 40208 (Jefferson County)
Finished goods inventory	American Cold Storage North Americas, LP 965 Mullins Humboldt, TN 38343 (Gibson County)
Finished goods inventory	United States Cold Storage, Inc. 2554 Downing Dr. Fort Worth, TX 76106-3023 (Tarrant County)
Finished goods inventory	Interstate Warehousing 1301 S Kelystone Indianapolis, IN 46203 (Marion County)
Finished goods inventory	Interstate Warehousing 9009 Coldwater Road Fort Wayne, IN 46825 (Allen County)
Finished goods inventory	Americold Logistics LLC 6150 Xavier Drive Atlanta, GA 30336 (Fulton County)
Finished goods inventory	Americold Logistics LLC 10 Glenlake Parkway Ste 800 Atlanta, GA 30328 (Fulton County)
Finished goods inventory	Americold Logistics LLC 700 Malaga Place Ontario, CA 91761 (San Bernardino County)
Finished goods inventory	M&W Distribution Services, Inc. 1775 Westgate Parkway PO Box 43004 Atlanta, GA 30336 (Fulton County)
Finished goods inventory	Genco Distribution Services, Inc. 221 South 10th Street Lemoyne, PA 17043 (Cumberland County)

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TRADEMARK
TRADEMARK
REEL: 002961 FRAME: 0816
REEL: 003368 FRAME: 0284

<u>Description</u>	<u>Location</u>
Finished goods inventory	Genco Distribution Systems 801 Spangler Road Camphill, PA 17011 (Cumberland County)
Finished goods inventory	Genco Distribution Systems 100 Papercraft Park Pittsburgh, PA 15238 (Allegheny County)
Finished goods inventory	Service Craft Logistics 6565 Knott Avenue Buena Park, CA 90620 (Orange County)
Finished goods inventory	Rudi Wilhelm Warehouse Company 2400 S.E. Mailwell Drive Milwaukee, OR 97222 (Clackamas County)
Finished goods inventory	NOTS Services 17649 Mockingbird Nashville, IL 62263 (Washington County)
Finished goods inventory	Atlas Cold Storage Holding, Inc. 6765 Imron Drive Belvidere, IL 61008 (Boone County)
Raw materials inventory	Loop Cold Storage 4000 Military Highway McAllen, TX (Hidalgo County)
Raw materials inventory	Columbia Cold Storage 80 Columbia Way Quincy, WA 98848 (Grant County)
Raw materials inventory	Central Cold Storage 13526 Blackie Road Castroville, CA 95012 (Monterey County)
Raw materials inventory	Seneca Foods 430 7th Avenue So Buhl, ID 83316 (Twin Falls County)

EQUITY INTERESTS

NY1:1497506.1

TRADEMARK
 REEL: 00296 FRAME: 0817
 REEL: 003368 FRAME: 0285

<u>Issuer</u> Sea Coast Foods, Inc.	<u>Number of Certificate</u> 15	<u>Registered Owner</u> Aurora Foods Inc.	<u>Number and Class of Equity Interests</u> 811.032 shares of Common Stock	<u>Percentage of Equity Interests</u> 100%
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DEBT SECURITIES

<u>Issuer</u> None.	<u>Principal Amount</u>	<u>Date of Note</u>	<u>Maturity Date</u>
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INTELLECTUAL PROPERTYI. Copyrights – NoneII. Copyright Applications – NoneIII. Copyright Licenses – NoneIV. Patents –

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>	<i>Status</i>
4,271,200	Method of Preparing a Frozen Pizza	6/2/81	Expired.
4,283,424	Frozen Pizza Crust and Pizza Suitable for Microwave Cooking	8/11/81	Expired.
4,303,677	Frozen Pizza Process	12/1/81	Expired.
4,416,904	Shelf Stable Pizza and Method for Preparing Same	11/22/83	Expired.
4,645,673	Frozen Pizza with Low Fat Pastry Crust	2/24/87	Will expire 10/15/05
4,528,205	Low Calorie Syrup		Expired.
4,191,517	Method and Apparatus for Imparting a Predetermined Shape to Product of Dough-Like Consistency	3/4/80	Expired.
4,396,635	Microwave Cake Mix	8/2/83	Expired.
4,456,626	New Shortening System	6/26/84	Expired.
4,419,377	Cake Mix Containing a Lipophilic Emulsifier System	12/6/83	Expired.
4,865,863	Co-Milling Fiber for Use in Foods	9/12/89	Will expire 9/12/06
4,732,767	Method for Reducing Chip Bleed in Baked Goods	3/22/88	Will expire 4/10/06
4,774,099	Process for Making Brownies Containing Cellulosic Fiber	9/27/88	Abandoned 9/27/00, not

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>	<i>Status</i>
			revived.
5,106,635	Method of Simultaneously Microwave Heating or Baking Plural Articles, and Concomitant Package	4/21/92	Abandoned 4/21/00, not revived.
5,466,476	Pastry Crust and Pastry Crust Dough	11/14/95	Next Maintenance Fee due 5/14/07.
5,094,706	Method of Making Controlled Heating Baking Pan	3/10/92	Will expire 1/22/10
5,221,546	Laminated Pastry Dough	6/22/93	Next Maintenance Fee due 12/22/04.
5,342,642	Pie or Pastry Crust	8/30/94	Abandoned, revival due 8/30/04.
4,680,184	Emulsifier Formulation for Cookies	7/14/87	Will expire 4/12/05
4,650,686	Control of Browning Reactions in Baked Goods by Addition of Soda and an Emulsifier	3/17/87	Will expire 4/12/05
4,664,921	Dual Textured Cookie Products Containing Narrow Melting Range Shortening	5/12/87	Will expire 4/12/05
4,668,522	Mixing Process for Cookies with Storage-Stable Texture Variability	5/26/87	Will expire 5/26/04
4,610,884	Confectionery Crèmes	9/9/86	Will expire 6/29/04
4,584,318	Nematicidal Salicylaldehyde Derivatives	4/22/86	Abandoned 4/22/90
4,455,333	Doughs and Cookies Providing Storage Stable Texture Variability	6/19/84	Expired.
4,892,745	Texture Equilibration in Cookies	1/9/90	Will expire 1/9/07
5,004,121	Controlled Heating Baking Pan	4/2/91	Abandoned, revival due 4/2/05.
4,374,863	Compositions and Methods for Providing Nonadherent Dough for Baked Goods	2/22/83	Expired.
4,360,534	Method Providing Soft Flavor Chips in Aged Cookies and Composition Thereof	11/23/82	Expired.
4,344,969	Single-Dough Cookies Having Storage Stable Texture	8/17/82	Expired.
Des. 261,972	Scoop	11/24/81	Expired.
5,131,835	Method for Cooking Dough Products	7/21/92	Abandoned 7/21/00, not revived.
5,260,082	Baked Goods, Doughs or Batters, Dry	11/9/93	Maintenance Fee

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>	<i>Status</i>
	Mixes and Methods for Producing Thereof		due 5/9/05.
5,351,607	Apparatus for Cooking Dough Products		Abandoned, revival due 10/4/04.
5,409,717	Process for Preparing Extended Shelf-Life Bagel	4/25/95	Abandoned, revival due 4/25/05.
5,266,340	Process for Preparing Batter-Coated, Chilled Food Products	11/30/93	Abandoned 11/30/97, not revived..
4,144,435	Vessel for Use in a Microwave Oven	3/13/79 (expired 11/21/97)	Expired.
4,228,334	Dynamic Microwave Energy Moderator	10/14/80	Expired.
4,243,691	Sodium Free Salt Substitute	1/6/81	Expired.
4,692,512	Alpha-L-Aspartyl-D-Phenylglycine Esters and Amides Useful as High Intensity Sweeteners	9/8/87	Will expire 9/8/04
4,707,365	Flavor System Having High Chocolate Flavor Impact	11/17/87	Will expire 6/5/05
4,692,513	Alpha-L-Aspartyl-D-Heteroaromatic-Substituted Glycine Esters and Amides Useful as High Intensity Sweeteners	9/8/87	Will expire 12/20/05
5,049,710	Microwave Food Carton Having Two Integral, Layer-Divider Panels and Blank Therefor	9/17/91	Will expire 12/29/09
5,343,024	Microwave Susceptor Incorporating a Coating Material Having a Silicate Binder and an Active Constituent	8/30/94	Maintenance Fee due 2/28/06

V. Patent Applications

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
081577,832 (App #)	Waffle Having Improved Strength and Release Characteristics	12/26/95

VI. Patent Licenses

1. Patent License Agreement, dated July 9, 1996, between Van de Kamp's, Inc., and The Quaker Oats Company.

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
081579,058	Use of Calcium Chloride and magnesium chloride as leavening acids for butter and dough combinations	12/26/95

2. Shared Technology License Agreement, dated July 9, 1996, between The Quaker Oats Company and Van de Kamp's Inc. for know how, but no patents

3. License Agreement, effective on December 31, 1996, by and between CONOPCO, Inc. and Unilever PLC, and MBW Foods Inc.


<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
4,756,919	Acid preservation systems for food products	Unknown

4. Patent License Agreement, dated January 16, 1998, between The Procter & Gamble Company and Aurora Foods Inc.




<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
4,144,435	Microwave oven cooking vessel which will close	3/14/79
4,228,334	Dynamic microwave energy moderator	10/14/80
4,243,691	Sodium-free salt substitute	1/6/81
4,692,512	Alpha-L-aspartyl-D-phenylglycine esters and amides	9/8/87
4,707,365	Flavor system having high chocolate flavor system	11/17/87
4,692,513	Alpha-L-aspartyl-D-heteroaromatic glycine derivative	9/8/87

<i>US Patent Number</i>	<i>Description</i>	<i>Issued</i>
5,049,710	Microwave food carton having integral, layer-divider	9/17/91
5,343,024	Microwave susceptor incorporating a coating material	8/30/94

VII. United States Trademarks and Applications

LOG CABIN						
COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	LOG CABIN	61,962	06/29/1905	04/09/1907	Maple syrup in Class 30	Aurora Foods Inc.
United States	WIGMAN	74,056	09/17/1908	06/15/1909	A blend of cane and maple syrups in Class 30	Aurora Foods Inc.
United States	LOG CABIN	563,478	02/20/1952	08/26/1952	Table syrup in Class 30	Aurora Foods Inc.
United States		703,621	10/24/1958	08/30/1960	Table syrup in Class 30	Aurora Foods Inc.
United States	COUNTRY KITCHEN	1,017,558	12/09/1974	08/05/1975	Table syrup in Class 30	Aurora Foods Inc.

LOG CABIN

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	1887	1,053,030	03/15/1976	11/16/1976	Table syrup in Class 30	Aurora Foods Inc.
United States	LOG CABIN LITE	1,679,044	04/19/1990	03/10/1992	Table syrup in Class 30	Aurora Foods Inc.
United States	COUNTRY KITCHEN LITE	1,742,433	08/17/1990	12/22/1992	Foods; namely, syrup in Class 30	Aurora Foods Inc.
United States		1,944,425	10/05/1992	12/26/1995	Table syrup in Class 30	Aurora Foods Inc.
United States	IN THE HEART OF EVERY HOME, THERE'S A LITTLE LOG CABIN	2,214,772	02/27/1998	12/29/1998	Table syrup in Class 30	Aurora Foods Inc.
United States		2,271,209	07/10/1998	08/17/1999	Table syrup in Class 30	Aurora Foods Inc.
United States		2,507,658	05/05/1999	11/13/2001	Table syrup and pancake mix in Class 30	Aurora Foods Inc.


LOG CABIN

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	COUNTRY CABIN	2,607,867	07/27/1999	August 13, 2002	Table syrup in Class 30	Aurora Foods Inc.

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REEL: 003368 FRAME: 0292

MRS. BUTTERWORTH'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. BUTTERWORTH'S	722,714 (Supplementa l Register)	07/14/1960	10/10/1961	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	831,942	06/01/1966	07/11/1967	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH	970,903	01/08/1973	10/16/1973	Pancake mix in Class 30	Aurora Foods Inc.
United States		1,138,877	11/10/1978	08/19/1980	Table syrup in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	2,502,706	06/22/1999	10/30/2001	Fresh waffles, pancakes and toaster pastries in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	78/100,764	01/03/2002	Pending: Notice of Allowance issued 09/24/2002	Frozen pastries, including cinnamon rolls in Class 30	Aurora Foods Inc.
United States	MRS. BUTTERWORTH'S	2,621,585	01/08/2002	09/17/2002	Frozen french toast sticks, frozen pancakes, frozen french toast, frozen waffle sticks, frozen waffles and pancake mix in Class 30	Aurora Foods Inc.



MRS. BUTTERWORTH'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. BUTTERWORTH'S PUSH UP PANCAKES	78/109,717	02/19/2002	Pending: Notice of Allowance issued 01/07/2003	Frozen breakfast item consisting primarily of pancakes in Class 30	Aurora Foods Inc.
United States	SYRUP DUNK'ERS	78/304,774	09/24/2003	Pending.	Frozen pancakes, waffles, and french toast in Class 30	Aurora Foods Inc.


MRS. PAUL'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	MRS. PAUL'S	663,544	06/14/1957	06/24/1958	Frozen foods-namely, fish and shell fish, deviled crabs, fried fish and shell fish, candied sweet potatoes, breaded shrimp, fried onion rings, oyster and clam stews, and fish and shell fish dinners consisting of fish and/or shell fish, potatoes, and peas in Class 29	Aurora Foods Inc.

MRS. PAUL'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States		949,434	05/11/1971	12/26/1972	Frozen foods; namely, fish and shell fish, fried fish and fried shell fish, deviled crabs, deviled clams, fish and shell fish dinners consisting of fish and/or shell fish, fried onion rings, candied sweet potatoes, candied apples, apple fritters, corn fritters, fried eggplant in Class 29	Aurora Foods Inc.
United States		2,011,744	08/31/1995	10/29/1996	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.
United States	MRS. PAUL'S	2,214,796	03/20/1998	12/29/1998	Frozen pie crusts in Class 30	Aurora Foods Inc.
United States	ONLY MRS. PAUL'S	78/102,808	01/15/2002	Pending: Notice of Allowance issued 11/12/2002	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.
United States	ALWAYS THE FINEST. SPECIALLY PREPARED. ONLY MRS. PAUL'S.	78/102,827	01/15/2002	Pending: Notice of Allowance issued 11/12/2002	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.

VAN DE KAMP'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	VAN DE KAMP'S	734,635	05/08/1961	07/17/1962	French fried northern halibut in Class 30	Aurora Foods Inc.
United States		842,549	03/30/1967	01/16/1968	Prebaked frozen bakery goods, including datsenut coffee cake, chocolate fudge cake	Aurora Foods Inc.
United States	<i>Van de Kamp's</i>	1,200,559	07/28/1980	07/06/1982	Fish sticks; haddock; fish fillets; halibut; perch; flounder in Class 29	Aurora Foods Inc.
United States	OCEAN'S ORIGINAL	1,794,378	07/14/1992	09/21/1993	Frozen fish and frozen seafood in Class 29	Aurora Foods Inc.
United States	CRISP & HEALTHY	2,426,021	04/20/1998	02/06/2001	Fish fillets in Class 29	Aurora Foods Inc.
United States	VAN DE KAMP'S	2,618,409	11/01/2001	09/10/2002	Frozen entrees consisting primarily of fish, shrimp, or crab in Class 29	Aurora Foods Inc.
United States	FISH 'N DIPS	78/275,107	07/16/2003	Pending.	Frozen prepared entrees and meals consisting primarily of fish and shellfish in Class 29	Aurora Foods Inc.

CELESTE

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	CELESTE	904,414	07/08/1970	12/15/1970	Frozen prepared foods- namely, pizza in Class 30	Aurora Foods Inc.

DUNCAN HINES

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	DUNCAN HINES	835,567	05/09/1966	09/19/1967	Prepared baking mixes- namely, cake mixes, muffin mixes, brownie mixes, and kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes in Class 30	Aurora Foods Inc.
United States	DUNCAN HINES	1,299,761	04/11/1983	10/09/1984	Ready-to-spread frostings and cookies in Class 30	Aurora Foods Inc.
United States	MOIST DELUXE	1,693,787 (Supplementa l Register)	05/04/1990	06/09/1992	Baking goods; namely, cake mixes, brownie mixes, and/or muffin mixes in Class 30	Aurora Foods Inc.
United States	DUNCAN HINES CHOCOLATE LOVERS	1,788,936	02/27/1992	08/17/1993	Mix for making sweet bakery products, such as brownies in Class 30	Aurora Foods Inc.
United States	GET IT ALL	2,151,334	06/27/1996	04/14/1998	Prepared baking mixes, namely, cake mixes, muffin mixes, cookie mixes, brownie mixes, crisps mixes, and filling mixes for making sweet bakery products such as pies, and cakes in Class 30	Aurora Foods Inc.
United States	YOU'RE WHY I BAKE	2,290,638	09/21/1998	11/02/1999	Prepared baking mixes, namely, cake mixes, pancake mixes, muffin mixes, pie mixes, brownie mixes, and kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes in Class 30	Aurora Foods Inc.



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TRADEMARK
TRADEMARK
REEL: 00295 FRAME: 0830
REEL: 003368 FRAME: 0298


DUNCAN HINES



COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	CREATE YOUR OWN	2,667,348	10/17/2001	12/24/2002	Baking mixes, frozen muffins and frostings in Class 30	Aurora Foods Inc.
United States	MOIST DELUXE	2,643,026	11/15/2001	10/29/2002	Baking goods, namely, cake mixes, brownie mixes, and/or muffin mixes in Class 30	Aurora Foods Inc.
United States	CANDY FACTORY	78/126,761	05/07/2002	Notice of Allowance issued 02/11/2003	Prepared baking mixes, namely, cake mixes, pancake mixes, muffin mixes, pie mixes, brownie mixes, and cookie mixes; kits containing a baking mix plus a filling mix for making sweet bakery products such as pies and cakes; hot cocoa mix; ready-to-spread frosting and icing, pudding mixes, ready- to-eat cake, microwaveable cake in Class 30	Aurora Foods Inc.
United States	FUN FROSTERS	2,797,730	01/14/2003	12/23/03	Frosting and icing in Class 30.	Aurora Foods Inc.
United States	BAKERY DELUXE	78/275,122	07/16/2003	Pending.	Baking goods, namely cake mixes, brownie mixes, and/or muffin mixes in Class 30.	Aurora Foods Inc.
United States	SIGNATURE DESSERTS	78/304,823	09/24/2003	Pending.	Baking mixes and frostings in Class 30.	Aurora Foods Inc.

LENDER'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	LENDER'S	1,172,496	07/25/1980	10/06/1981	Bagels in Class 30	Aurora Foods Inc.
United States	BAKE 'N SELL	1,408,764	05/08/1984	09/09/1986	Bagels in Class 30	Aurora Foods Inc.
United States		1,382,561	09/17/1984	02/11/1986	Bagels in Class 30	Aurora Foods Inc.
United States	BIG 'N CRUSTY	1,510,543 (Supplementa l Register)	07/27/1987	10/25/1988	Bagels in Class 30	Aurora Foods Inc.
U.S.		1,531,083	05/31/1988	03/21/1989	Bagels in Class 30	Aurora Foods Inc.
U.S.	SINCE 1927, BAKERS OF BETTER BAGELS	1,549,374	05/04/1988	07/25/1989	Bagels in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/110,248	02/21/2002	Pending: Notice of Allowance issued 01/21/2003	English muffins in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/110,251	02/21/2002	Pending.	Cream cheese in Class 30	Aurora Foods Inc.

LENDER'S

COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
U.S.	BAGELS THE WAY THEY WERE MEANT TO BE	78/177,969	10/24/2002	Pending: Notice of Allowance issued 10/07/03	Bagels in Class 30	Aurora Foods Inc.
U.S.		2,775,738	11/06/2002	10/21/2003	Bagels in Class 30	Aurora Foods Inc.
U.S.	BAGEL STUFFERS	78/185,498	11/15/2002	Pending	Filled bagels in Class 30	Aurora Foods Inc.
U.S.	LENDER'S	78/247,176	05/08/2003	Pending: Notice of Allowance issued 02/24/04	Bagel sandwiches in Class 30	Aurora Foods Inc.

MISCELLANEOUS MARKS						
COUNTRY/ STATE OF REG.	TRADEMARK	REG. NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RECORD OWNER
United States	AURORA FOODS	75/479,733	05/05/1998	Pending. Notice of Allowance issued 02/19/2002	Table syrup and baking goods, including, mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls and cookies	Aurora Foods Inc.
United States		76/242,548	04/18/2001	Pending. Notice of Allowance issued 03/11/2003	Table syrup, baking goods, including mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls; frostings and icings; frozen pancakes, waffles, french toast and cinnamon rolls; pancake mixes; frozen pizza; bagels and frozen bagels; frozen dinners and entrees in Class 30	Aurora Foods Inc.
United States		76/242,572	04/18/2001	Pending. Notice of Allowance issued 03/11/2003	Table syrup, baking goods, including mixes for cakes, brownies, muffins, rolls, cookies, bread and roll dough, sweet rolls; frostings and icings; frozen pancakes, waffles, french toast and cinnamon rolls; pancake mixes; frozen pizza; bagels and frozen bagels; frozen dinners and entrees in Class 30	Aurora Foods Inc.

The Company and the Subsidiary are not the sole owners and do not possess all right, title, and interest in and to the Van de Kamp's trade name for baked goods within the classifications of bread, rolls, stuffings and crumbs, sweet yeast goods, soft cakes, pies, pastries, doughnuts and cookies as evidenced by the following agreements:

1. License Agreement, dated October 14, 1978, between Van de Kamp's Dutch Bakeries and General Host Corporation.



2. License Agreement, dated February 21, 1979, between General Host Corporation and Van de Kamp's Dutch Bakeries.

VII. Trademark Licenses

AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States	AUNT JEMIMA	797,560	03/10/1965	10/12/1965	Bakery products, namely, frozen cakes and breads in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States	AUNT JEMIMA	1,575,365	05/11/1989	01/02/1990	Frozen [muffin] and pancake batter in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States	AUNT JEMIMA	1,590,084	08/28/1989	04/03/1990	Table syrup; grits; cornmeal; flour; mixes for making pancakes and waffles; [bakery goods]; mixes for making bakery goods; [pancakes;] waffles; pancakes [and french toast based breakfast entrees] in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)


AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States		1,614,072	11/14/1989	09/18/1990	Bakery goods; pancakes; french toast based breakfast entrees; frozen pancake batter in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
United States		1,697,862	06/28/1991	06/30/1992	Pancake and waffle mix; grits; wheat flour; prepared baking mixes and batter for making cakes, breads and muffins; frozen pancake batter; table syrup; corn meal; frozen breakfast foods; namely, waffles, pancakes and french toast; and bakery goods in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)

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TRADEMARK
TRADEMARK
REEL: 002961 FRAME: 0836
REEL: 003368 FRAME: 0304


AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
United States		1,699,260	07/01/1991	07/07/1992	Pancake and waffle mix; grits; wheat flour; prepared baking mixes and batter for making cakes, breads and muffins; frozen pancake batter; table syrup; corn meal; frozen breakfast foods; namely, waffles, pancakes, french toast, and pancake and french toast based breakfast entrees and bakery goods in Class 30	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)
CANADA	AUNT JEMIMA	TMA 164,781	12/12/1968	08/15/1969	Pancake mix, flour, cake mixes, and waffles; table syrup; french toast; frozen foods, namely frozen waffles, frozen french toast, and frozen batter mix	Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee) Pepsico Foods Canada, Inc. is successor to Quaker Oats Company of Canada Limited.

NY1:1497506.1

TRADEMARK
 REEL: 002961 FRAME: 0837
 REEL: 003368 FRAME: 0305

AUNT JEMIMA

COUNTRY/ STATE OF REG.	TRADEMARK	REG NO. OR SERIAL NO.	FILING DATE	ISSUE DATE	GOODS AND/OR SERVICES	RELEVANT LICENSE
CANADA		TMA 384,601	11/22/1989	05/17/1991	Table syrup; foods and ingredients of foods, namely, pancake mixes, pancake flour, waffles, frozen waffles, French toast, frozen French toast, frozen pancake batter and pancakes	<p>Trademark License Agreement dated 07/09/96 between The Quaker Oats Company, the Quaker Oats Company of Canada Limited (Licensors), and Van de Kamp's, Inc. (Licensee)</p> <p>Pepsico Foods Canada, Inc. is successor to Quaker Oats Company of Canada Limited.</p>

NY1:1497506.1

RECORDED: 05/14/2004
RECORDED: 08/11/2006

TRADEMARK
TRADEMARK
REEL: 002981 FRAME: 0838
REEL: 003368 FRAME: 0306