

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Supplemental Intellectual Property Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
B&G Foods North America, Inc.		03/22/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Credit Suisse AG, Cayman Branch (formerly known as Credit Suisse and successor to Lehman Commercial Paper Inc.), as Administrative Agent
Street Address:	Eleven Madison Avenue
City:	New York
State/Country:	NEW YORK
Postal Code:	10010
Entity Type:	bank acting through its Cayman Islands branch: SWITZERLAND

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	3747941	ANNESE
Registration Number:	658138	DON PEPINO
Registration Number:	768465	DON PEPINO
Registration Number:	900371	DON PEPINO
Registration Number:	2098899	DONPEPINO
Registration Number:	3851818	FATTORIA FRESCA
Registration Number:	3796961	GET YOUR GRANDMA OUT MORE OFTEN!
Registration Number:	3799166	JOAN OF ARC
Serial Number:	77946162	MEXICAN MEALS MADE EASY
Registration Number:	1752733	
Registration Number:	1733345	SCLAFANI
Registration Number:	3360094	SCLAFANI
Registration Number:	2078857	SCLAFANI
		VELVET LIGHTLY SWEETENED WINE VINEGAR SMOOTH & TRADEMARK

OP \$415.00 3747941

Registration Number:	3875681	SWEET
Registration Number:	795652	VIOLET
Serial Number:	77929383	WHERE FLAVOR & HEAT MEET!

CORRESPONDENCE DATA

Fax Number: (714)755-8290
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ipdocket@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

ATTORNEY DOCKET NUMBER:	030786-0392
NAME OF SUBMITTER:	Rhonda DeLeon
Signature:	/Rhonda DeLeon/
Date:	03/23/2011

Total Attachments: 5
 source=Supplemental IP Security Agreement for 2007 Credit Agreement 2011 03 22#page1.tif
 source=Supplemental IP Security Agreement for 2007 Credit Agreement 2011 03 22#page2.tif
 source=Supplemental IP Security Agreement for 2007 Credit Agreement 2011 03 22#page3.tif
 source=Supplemental IP Security Agreement for 2007 Credit Agreement 2011 03 22#page4.tif
 source=Supplemental IP Security Agreement for 2007 Credit Agreement 2011 03 22#page5.tif

SUPPLEMENTAL INTELLECTUAL PROPERTY SECURITY AGREEMENT

This SUPPLEMENTAL INTELLECTUAL PROPERTY SECURITY AGREEMENT, dated as of March 22, 2011 (as amended, supplemented or otherwise modified from time to time, the “Supplemental IP Security Agreement”), is made by B&G Foods North America, Inc. (the “Grantor”) in favor of Credit Suisse AG, Cayman Branch (successor to Lehman Commercial Paper Inc.), as administrative agent (in such capacity, the “Administrative Agent”) for the Secured Parties (as defined in the Credit Agreement referred to below).

WHEREAS, B&G Foods, Inc., a Delaware corporation (the “Borrower”) has entered into an Amended and Restated Credit Agreement, dated as of February 23, 2007 (as amended, supplemented, replaced or otherwise modified from time to time, the “Credit Agreement”), with the banks and other financial institutions and entities from time to time parties thereto, Lehman Brothers Inc. and Credit Suisse Securities (USA) LLC, as joint lead arrangers and joint bookrunners, Credit Suisse Securities (USA) LLC, as syndication agent, and the Administrative Agent.

WHEREAS, the Grantor has executed and delivered that certain Guarantee and Collateral Agreement, dated as of October 14, 2004, in favor of the Administrative Agent (as amended, supplemented, replaced or otherwise modified from time to time, the “Guarantee and Collateral Agreement”).

WHEREAS, under the terms of the Guarantee and Collateral Agreement, the Grantor has granted a security interest in certain Property, including, without limitation, certain Intellectual Property of the Grantor to the Administrative Agent for the ratable benefit of the Secured Parties, and the Borrower has agreed as a condition to the Credit Agreement that the Grantor execute this Supplemental IP Security Agreement as a supplement to the Intellectual Property Security Agreement, dated as of October 14, 2004, previously executed by the Grantor for the purpose of recording the Supplemental IP Security Agreement with the United States Patent and Trademark Office, the United States Copyright Office, and other applicable Governmental Authorities.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor agrees as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Supplemental IP Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. The Grantor hereby grants to the Administrative Agent for the ratable benefit of the Secured Parties a continuing security interest in and to all of the Grantor’s right, title and interest in and to the Trademarks, Patents, Copyrights and Trademark Licenses listed on Schedule A hereto as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of such Grantor’s Obligations.

SECTION 3. Recordation. This Supplemental IP Security Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein and

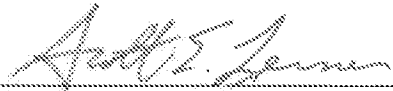
the Grantor hereby authorizes and requests that the Register of Copyrights, the Commissioner of Patents and Trademarks and any other applicable government officer record this Supplemental IP Security Agreement. The security interest granted hereby has been granted in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof.

SECTION 4. Governing Law. This Supplemental IP Security Agreement shall be governed by, and construed and interpreted in accordance with, the law of the State of New York.

SECTION 5. Conflict Provision. This Supplemental IP Security Agreement has been entered into in conjunction with the provisions of the Guarantee and Collateral Agreement and the Credit Agreement. The rights and remedies of each party with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Guarantee and Collateral Agreement and the Credit Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Supplemental IP Security Agreement are in conflict with the Guarantee and Collateral Agreement or the Credit Agreement, the provisions of the Guarantee and Collateral Agreement or the Credit Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has caused this Supplemental IP Security Agreement to be duly executed and delivered as of the date first above written.

B&G FOODS NORTH AMERICA, INC.

By: 
Name: Scott E. Lerner
Title: Executive Vice President

TRADEMARKS

Company	Mark	Country	Serial/Reg. No.
B&G Foods North America, Inc.	ANNESE	USA	3,747,941
B&G Foods North America, Inc.	DON PEPINO	USA	0,658,138
B&G Foods North America, Inc.	DON PEPINO (Stylized)	USA	0,768,465
B&G Foods North America, Inc.	DON PEPINO (Stylized)	USA	0,900,371
B&G Foods North America, Inc.	DONPEPINO and Design	USA	2,098,899
B&G Foods North America, Inc.	FATTORIA FRESCA	USA	3,851,818
B&G Foods North America, Inc.	GET YOUR GRANDMA OUT MORE OFTEN!	USA	3,796,961
B&G Foods North America, Inc.	JOAN OF ARC & Design	USA	3,799,166
B&G Foods North America, Inc.	MEXICAN MEALS MADE EASY	USA	77/946,162
B&G Foods North America, Inc.	Miscellaneous Design	USA	1,752,733
B&G Foods North America, Inc.	SCLAFANI	USA	1,733,345
B&G Foods North America, Inc.	SCLAFANI	USA	3,360,094
B&G Foods North America, Inc.	SCLAFANI	USA	2,078,857
B&G Foods North America, Inc.	VELVET LIGHTLY SWEETENED WINE VINEGAR SMOOTH & SWEET & Design	USA	3,875,681
B&G Foods North America, Inc.	VIOLET	USA	0,795,652
B&G Foods North America, Inc.	WHERE FLAVOR AND HEAT MEET!	USA	77/929,383

PATENTS

Application Serial No. 12/708,078, filed on February 18, 2010

COPYRIGHTS

None

TRADEMARK LICENSES

None