

06-09-1999



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RECORDATION FORM ()
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type 5-26-99

New

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Document ID # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger Change of Name

Effective Date
Month Day Year
03 - 15 - 1999

Other _____

Conveying Party Mark if additional names of conveying parties attached

Name THE PILLSBURY COMPANY Execution Date
Month Day Year _____

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party Mark if additional names of receiving parties attached

Name HERITAGE ACQUISITION CORP.

DBA/AKA/TA _____

Composed of _____

Address (line 1) c/o B&G Foods, Inc.

Address (line 2) 426 Eagle Rock Avenue

Address (line 3) Roseland NJ 07068
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Delaware

06/09/1999 NTHA11 00000005 040475 67052

FOR OFFICE USE ONLY

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01 FC:481 40.00 CH
02 FC:482 175.00 CH

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Mail documents to be recorded with required cover sheet(s) information to:
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Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties Enter the total number of properties involved.

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Jacqueline L. Pearlman

Jacqueline Pearlman

May 6, 1999

Name of Person Signing

Signature

Date Signed

ASSIGNMENT OF TRADEMARKS

STATE OF New York :
: ss.
COUNTY OF New York :

WHEREAS THE PILLSBURY COMPANY ("Assignor"), a Delaware corporation with offices at 200 South Sixth Street, Pillsbury Center, Minneapolis, Minnesota 55402, USA, has adopted, used and has not abandoned the trademarks and shown in Schedule A hereto in its business;

AND WHEREAS HERITAGE ACQUISITION CORP. ("Assignee"), a Delaware corporation with offices at c/o B&G Foods, Inc., 426 Eagle Rock Avenue, Roseland, New Jersey 07068, USA, 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 names and trade dress 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.

This Assignment of Trademarks is intended to implement the provisions of the Asset and Stock Purchase Agreement, dated January 28, 1999 (the "Agreement"), and shall not be construed to enhance, extend or limit the rights or obligations of Assignor or Assignee under the Agreement, including Section 2.2(i) thereof.

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: March 15, 1999

THE PILLSBURY COMPANY

By David E. Schmitt

Name: David E. Schmitt

Title: Vice President

Subscribed and sworn to
before me on

1999. *March 15*

Elisabeth Falaleev

Notary Public

ELISABETH FALALEEV
Notary Public, State of New York
No. 01FAG012003
Qualified in New York County
Commission Expires Aug. 17, 2000

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TRADEMARK
REEL: 001908 FRAME: 0060

SCHEDULE A

The Pillsbury Company

U.S. Trademarks

Trademark Registrations:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
FAITHFUL	67,052	January 14, 1908
OUR DARLING	177,163	December 11, 1923
JACK O' LANTERN (stylized)	202,103	August 18, 1925
Misc. Design	828,651	May 9, 1967
Misc. Design	828,652	May 9, 1967
JOAN OF ARC & Design	513,287	March 14, 1949
JOAN OF ARC & Design	746,320	March 5, 1963
JOAN OF ARC	1,529,889	March 14, 1989

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