

06-09-1999



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U.S. Patent & TMOFc/TM Mail Rpt Dt. #61

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- Assignment License
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 - Merger Change of Name
 - Other _____
- Effective Date
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Conveying Party

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Name INDIVINED B.V.

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Netherlands/Holland

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 Association
- Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Delaware

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.)

06/09/1999 NTHA11 00000006 040475 582054

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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 INDIVINED B.V. ("Assignor"), a Netherlands/Holland corporation with offices at Kabelweg 37, P.O. Box 58002, Amsterdam, 1040 Netherlands/Holland, has itself, or through a licensee, adopted, used and and has not abandoned the trademarks 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

INDIVINED B.V.

By David E. Schmitt

Name: David E. Schmitt
Title: Attorney-in-Fact

Subscribed and sworn to
before me on *March 15*,
1999.

Elisabeth Falaleev

Notary Public

ELISABETH FALALEEV
Notary Public, State of New York
No. 01FA6012003
Qualified in New York County
Commission Expires Aug. 17, 2000

SCHEDULE A

Indivined B.V.

U.S. Trademarks

Trademark Registrations:

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
LAS PALMAS (stylized)	582,054	November 3, 1953
LAS PALMAS & Design	931,913	April 4, 1972
LAS PALMAS & Design	379,295	July 9, 1980
LAS PALMAS	1,852,514	September 6, 1994
B&M & Design	602,802	March 1, 1955