TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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:	WILLIAM UNDERWOOD COMPANY
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:	Voluntary Association: MASSACHUSETTS

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	0100229	
Registration Number:	0367570	UNDERWOOD
Registration Number:	0435707	AC'CENT
Registration Number:	0656889	FRIEND'S
Registration Number:	0691019	
Registration Number:	0741378	SELLS
Registration Number:	0759785	UNDERWOOD
Registration Number:	0832252	SA-SON AC'CENT
Registration Number:	0856124	MI SECRETO
Registration Number:	0925617	WAKES UP FOOD FLAVOR!
Registration Number:	1034024	ACCENT
Registration Number:	1098941	ACCENT
Registration Number:	1160186	

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Registration Number:	1160187	UNDERWOOD
Registration Number:	1221083	DEVILICIOUS
Registration Number:	1613127	ACCENT BRAND
Registration Number:	1843802	RED DEVIL SNACKER

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: 8

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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 William Underwood Company (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 2749/0445, and a Grant of Security Interest in Patent Rights dated August 21, 2003 in connection with Borrower's patent on November 20, 2003, Reel/Frame 014146/0017.

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, the trademark registrations listed in Schedule B, and the patent registration 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.

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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)
NEW YORK) ss.
COUNTY OF _____)

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, 20 ___

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TRADEMARK
REEL: 003035 FRAME: 0150

SCHEDULE A

Image	Trademark
	Design Only
	UNDERWOOD
	AC'CENT
	FRIEND'S
	SELLS
	UNDERWOOD
	SA-SON AC'CENT
	MI SECRETO
	WAKES UP FOOD FLAVOR!
	ACCENT

Image	Trademark
Accent	ACCENT
	Design Only
UNDERWOOD	UNDERWOOD
	DEVILICIOUS
Accent	ACCENT BRAND
	RED DEVIL SNACKER

SCHEDULE B

U.S. Trademark Registrations

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
1		Design Only	71/075374	0100229	January 22, 1914	October 13, 1914
2	UNDERWOOD	UNDERWOOD	71/411513	0367570	October 11, 1938	May 23, 1939
3	Accent	AC'CENT	71/516611	0435707	January 30, 1947	January 6, 1948
4	Friend's	FRIEND'S	72/014640	0656889	August 27, 1956	January 7, 1958
5		Design Only	72/072459	0691019	April 28, 1959	January 5, 1960
6	SELLS	SELLS	72/123941	0741378	July 31, 1961	November 27, 1962
7	UNDERWOOD	UNDERWOOD	72/163442	0759785	February 25, 1963	November 5, 1963
8	Sa-son Ac'cent	SA-SON AC'CENT	72/230835	0832252	October 21, 1965	July 18, 1967
9		MI SECRETO	72/284545	0856124	November 13, 1967	September 3, 1968
10		WAKES UP FOOD FLAVOR!	72/379397	0925617	December 23, 1970	December 14, 1971
11	Accent	ACCENT	73/058410	1034024	July 22, 1975	February 17, 1976
12	Accent	ACCENT	73/151249	1098941	December 7, 1977	August 8, 1978
13		Design Only	73/246569	1160186	January 17, 1980	July 7, 1981

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
14	UNDERWOOD	UNDERWOOD	73/246570	1160187	January 17, 1980	July 7, 1981
15		DEVILICIOUS	73/331851	1221083	October 9, 1981	December 21, 1982
16	Accent	ACCENT BRAND	73/839697	1613127	November 15, 1989	September 11, 1990
17		RED DEVIL SNACKER	74/377814	1843802	April 12, 1993	July 5, 1994

SCHEDULE C

U.S. Patent Registration

TITLE	APPL. NO.	FILING DATE	REG. NO.	REG. DATE
Maltal Treated Canned Meat Process	06/078240	September 24, 1979	4279936	July 21, 1981