TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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:	B&G FOODS, INC.
Street Address:	Four Gatehall Drive
Internal Address:	Suite 110
City:	Parsippany
State/Country:	NEW JERSEY
Postal Code:	07054
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	0134116	VERMONT MAID
Registration Number:	0311858	REGINA
Registration Number:	0614141	EB REGINA
Registration Number:	0793119	
Registration Number:	1002975	REGINA
Registration Number:	1134775	
Registration Number:	1135244	BRER RABBIT
Registration Number:	1285455	
Registration Number:	1330446	WRIGHT'S
Registration Number:	1386209	WRIGHT'S
Registration Number:	2099023	
Registration Number:	2119091	
Registration Number:	2394271	RED DEVIL LOUISIANA HOT SAUCE

OP $415.00 0134116

Registration Number:	2429818	BENNY THE BAKED BEAN
Registration Number:	2667019	EXCITE MY
Registration Number:	2841259	AC'CENT GRILLIN' GREATS

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: 6

source=SCAN001#page1.tif

source=SCAN001#page2.tif

source=SCAN001#page3.tif

source=SCAN001#page4.tif

source=SCAN001#page5.tif

source=SCAN001#page6.tif

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 B&G Foods, Inc. (the "Borrower") (the "Amended and Restated Guarantee and Collateral Agreement").

W I T N E S S E T H:

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 2749/0263.

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, and the trademark registrations listed in Schedule B, 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.

TRADEMARK
REEL: 003035 FRAME: 0252

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)
) ss.
COUNTY OF NEW YORK)

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 06

SCHEDULE A

Image	Trademark
	VERMONT MAID
REGINA	REGINA
	EB REGINA
	Design Only
	REGINA
	Design Only
	BRER RABBIT
	Design Only
Wright's	WRIGHT'S
	WRIGHT'S
	Design Only

	Design Only
	RED DEVIL LOUISIANA HOT SAUCE
	BENNY THE BAKED BEAN
	EXCITE MY
	AC'CENT GRILLIN' GREATS

SCHEDULE B

U.S. Trademark Registrations

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
1		VERMONT MAID	71/119459	0134116	June 10, 1919	August 10, 1920
2	REGINA	REGINA	71/343918	0311858	November 21, 1933	April 10, 1934
3		EB REGINA	71/662428	0614141	March 11, 1954	October 11, 1955
4		Design Only	72/193213	0793119	May 11, 1964	July 20, 1965
5		REGINA	73/012257	1002975	January 31, 1974	January 28, 1975
6		Design Only	73/201767	1134775	January 29, 1979	May 6, 1980

Ref No.	Image	Trademark	Application Number	Registration Number	Application Date	Date Registered
7		BRER RABBIT	73/201841	1135244	January 29, 1979	May 13, 1980
8		Design Only	73/422738	1285455	April 22, 1983	July 10, 1984
9	Wright's	WRIGHT'S	73/441672	1330446	August 30, 1983	April 16, 1985
10		WRIGHT'S	73/549382	1386209	July 22, 1985	March 11, 1986
11		Design Only	75/115621	2099023	June 7, 1996	September 23, 1997
12		Design Only	75/120449	2119091	June 7, 1996	December 9, 1997
13	RED DEVIL	RED DEVIL LOUISIANA HOT SAUCE	75/655218	2394271	March 8, 1999	October 10, 2000
14		BENNY THE BAKED BEAN	75/917586	2429818	February 11, 2000	February 20, 2001
15		EXCITE MY	76/143209	2667019	October 6, 2000	December 24, 2002
16		AC'CENT GRILLIN' GREATS	76/455913	2841259	October 4, 2002	May 11, 2004