

RELEASE OF SECURITY INTEREST

Levine Leichtman Capital Partners II, L.P., a California limited partnership ("Levine"), does hereby release any and all security interest in and to the assets of Overhill Farms, Inc., a Nevada corporation ("Overhill Farms"), including:

1. The mark FLORENCE PASTA & CHEESE, U.S. Trademark Registration No. 1,555,943, a security interest in which was granted under that certain Patent, Trademark and Copyright Security Agreement dated as of August 25, 2000, by and between Levine, Overhill Farms and Overhill L.C., and as amended by that certain First Amendment dated November 24, 1999, and as further amended by that certain Amended and Restated Patent, Trademark and Copyright Security Agreement dated as of October 29, 2002, by and between Levine, Overhill Farms and Overhill L.C.;
2. The mark FLORENCE PASTA & CHEESE and Design, U.S. Trademark Registration No. 1557055, a security interest in which was granted under certain Patent, Trademark and Copyright Security Agreement dated as of August 25, 2000, by and between Levine, Overhill Farms and Overhill L.C., and as amended by that certain First Amendment dated as of November 24, 1999, as further amended by that certain Amended and Restated Patent, Trademark and Copyright Security Agreement dated as of October 29, 2002, by and between Levine, Overhill Farms and Overhill L.C.;
3. The mark LATIN CRAVINGS, U.S. Trademark Registration No. 2426195, a security interest in which was granted under certain Patent, Trademark and Copyright Security Agreement dated as of November 24, 1999, by and between Levine, Overhill Farms and Overhill L.C. and as amended by that certain Amended and Restated Patent, Trademark and Copyright Security Agreement dated as of October 29, 2002, by and between Levine, Overhill Farms and Overhill L.C.; and
4. The mark OVERHILL FARMS, U.S. Trademark Registration No. 1,228,615, a security interest in which was granted under certain Patent, Trademark and Copyright Security Agreement dated as of November 24, 1999, by and between Levine, Overhill Farms and Overhill L.C., and as amended by that certain Amended and Restated Patent, Trademark and Copyright Security Agreement dated as of October 29, 2002, by and between Levine, Overhill Farms and Overhill L.C.

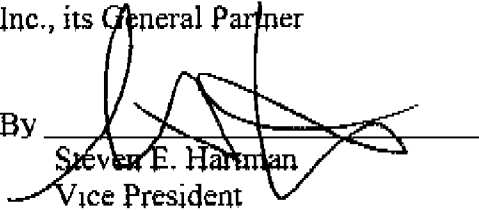
Furthermore, Levine grants permission to Overhill Farms to record this document with the United States Patent and Trademark Office, and to file UCC termination statements effecting the release of said security interests in all applicable jurisdictions.

Levine represents and warrants that it has the full and complete power and authority to enter into this Agreement and to release the claims being released herein, and that the execution and delivery of this Agreement has been duly authorized by all necessary action on the part of Levine.

LEVINE LEICHTMAN CAPITAL PARTNERS II, L.P.

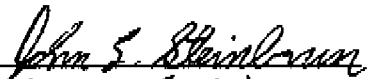
By: LLCP California Equity Partners II, L.P., its
General Partner

By: Levine Leichtman Capital Partners,
Inc., its General Partner

By 
Steven E. Harman
Vice President

AGREED AND ACCEPTED as
of the first date written above

OVERHILL FARMS, INC.
a Nevada corporation

By: 
Name: John L. Steinbrun
Title: Chief Financial Officer