

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE BY SECURED PARTY

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Electric Capital Corporation, as Agent		12/16/2011	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Bellisio Foods, Inc.
Street Address:	1201 Hamon Place
City:	Minneapolis
State/Country:	MINNESOTA
Postal Code:	55403
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 15

Property Type	Number	Word Mark
Registration Number:	1690697	
Registration Number:	3390779	AUTHENTICO
Registration Number:	3667281	BELLISIO FOODS
Serial Number:	78338679	BUDGET GOURMET BISTRO
Registration Number:	1871756	HOWLIN' COYOTE
Registration Number:	3699950	LET MAMA FEED YOU
Registration Number:	1712572	MICHELINA'S
Registration Number:	3006370	MICHELINA'S LEAN GOURMET
Registration Number:	2766991	MICHELINA'S PIZZA SNACK ROLLS
Registration Number:	2256005	MICHELINA'S SIGNATURE
Registration Number:	3795024	MICHELINA'S SNACKERS
Registration Number:	2776746	POP'N CHICKEN
Registration Number:	3554680	THE FAMILY TABLE
Registration Number:	2156913	YU SING

TRADEMARK

Registration Number:

2821708

ZAP'EMS

CORRESPONDENCE DATA

Fax Number: (312)993-9767

Phone: 312-993-2698

Email: magdalini.rizakos@lw.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Magdalini Rizakos c/o Latham & Watkins

Address Line 1: 233 South Wacker Drive, Suite 5800

Address Line 4: Chicago, ILLINOIS 60606

NAME OF SUBMITTER:

Magdalini Rizakos

Signature:

/mr/

Date:

12/20/2011

Total Attachments: 7

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This **TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS** (this "Release") is as of December 16, 2011 by General Electric Capital Corporation, as administrative agent and collateral agent (in such capacity, together with its successors and permitted assigns, the "Agent") for the Lenders and the L/C Issuers (as defined in the Credit Agreement (as defined in the Guaranty and Security Agreement defined below)), in favor of Bellisio Foods, Inc., a Minnesota corporation (the "Company").

WHEREAS, the Company is a party to a Guaranty and Security Agreement dated as of September 17, 2008 in favor of the Agent (as amended, restated, supplemented or otherwise modified prior to the date hereof, "Guaranty and Security Agreement"), pursuant to which the Company executed and delivered that certain Trademark Security Agreement dated as of September 17, 2008 (as amended, restated, supplemented or otherwise modified prior to the date hereof, the "Trademark Security Agreement") granting the Agent a security interest in and lien on certain Trademark Collateral (as defined below);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office against the Trademark Collateral on September 24, 2008 at Reel 3859, Frame 0424, and on October 14, 2008, at Reel 3870, Frame 0055; and

WHEREAS, the Company has satisfied all of the obligations under the Guaranty and Security Agreement and has requested that the Agent terminate and release its security interests in and liens on the Trademark Collateral as herein provided.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent hereby agrees as follows:

1. Definitions. Capitalized terms used herein without definition are used as defined in the Guaranty and Security Agreement.

2. Release of Security Interest. The Agent hereby terminates, releases and discharges its security interest in and liens on the following Collateral of the Company (collectively, the "Trademark Collateral"):

a. all of Company's Trademarks and all IP Licenses providing for the grant by or to the Company of any right under any Trademark, including, without limitation, those referred to on Schedule A hereto;

b. all renewals and extensions of the foregoing;

c. all goodwill of the business connected with the use of and symbolized by, each such Trademark; and

d. all income, royalties, proceeds, and Liabilities at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

3. Reassignment. The Agent hereby reassigns, grants and conveys to Company, without any representation, recourse or undertaking by the Agent, all of the Agent's right, title and interest in and to the Trademark Collateral.

IN WITNESS WHEREOF, the undersigned has executed this Termination and Release of Security Interest in Trademarks by its duly authorized officer as of the date written below.



GENERAL ELECTRIC CAPITAL CORPORATION,
as Agent

By: Janani Sharma
Name: JANANI SHARMA
Title: DULY AUTHORIZED SIGNATORY

Date: _____

SCHEDULE A

1. Active United States Trademarks


Mark	Ser. No.	App. Date	Reg. No.	Reg. Date	Class
DESIGN MARK (WOMAN'S HEAD) 	74125708	12/24/90	1690697	6/2/92	29 & 30
AUTHENTICO	77059266	12/7/06	3390779	3/4/08	30
BELLISIO FOODS	77300285	10/10/07	3667281	8/11/09	40
BUDGET GOURMET BISTRO	78338679	12/10/03	3005001	10/4/05	29 & 30
HOWLIN COYOTE & Design 	74070498	6/18/90	1871756	1/3/95	29 & 30
LET MAMA FEED YOU	77503785	6/20/08	3699950	10/20/09	29 & 30
MICHELINA'S	74054958	5/2/90	1712572	9/1/92	29 & 30
MICHELINA'S LEAN GOURMET	78186915	11/20/02	3006370	10/11/05	29 & 30
MICHELINA'S PIZZA SNACK ROLLS	75539777	8/20/98	2766991	9/23/03	29 & 30
MICHELINA'S SIGNATURE	75339584	8/15/97	2256005	6/22/99	29 & 30
MICHELINA'S SNACKERS	78718165	9/22/05	3795024	5/25/10	29
POP'N CHICKEN	76975625	5/14/01	2776746	10/21/03	29
THE FAMILY TABLE	77111082	2/20/07	3554680	12/30/08	29 & 30
YU SING	75303188	6/4/97	2156913	5/12/98	29 & 30
ZAP'EMS	78028833	10/03/00	2821708	3/9/04	30

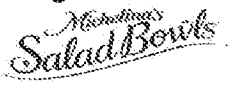
2. Inactive United States Trademarks

Mark	Ser. No.	App. Date	Reg. No.	Reg. Date	Class
CARLOS & MARIA'S	75764057	7/30/99	2646245	11/05/02	29 & 30
GARDEN BISTRO	2900853	7/17/03	78275532	11/2/04	29 & 30
IT'S LIKE HAVING A RESTAURANT IN YOUR MICROWAVE	75654506	3/08/99	2656822	12/3/02	29 & 30
MICHELINA'S CORN DAWGS	76033060	4/25/00	2832317	4/13/04	29
MICHELINA'S DINNER FOR TWO	78708848	9/08/05			29 & 30
MICHELINA'S MEDITERRANEAN	78586756	3/14/05			29 & 30
MICHELINA'S NATURAL GOURMET	77262755	4/7/05			
MICHELINA'S OH NATUREL	78708854	9/8/05			29 & 30
MICHELINA'S PIZZA SINGLES	75561819	9/30/98	2625428	9/24/02	29 & 30
MICHELINA'S SPLENDIDO	78578423	3/2/05			29 & 30
MICHELINA'S STIR CRAZY	76033062	4/25/00	2871996	8/10/04	29 & 30
MICHELINA'S TONIGHT	78708871	9/8/05			29 & 30
SOLO GOURMET	77107393	2/14/07			29 & 30
THE BEAUTIFUL FOODS COMPANY	77306107	10/17/07			
THE FAMILY TABLE	77323932	9/7/07			4
	77323776	9/7/07			6
	77323780	9/7/07			8
	77323937	9/7/07			14
	77323966	9/7/07			21
	77324310	9/7/07			24
	77339082	9/28/07			20
	77324312	9/7/07			28
THE FAMILY TABLE: MAKE EVERY DAY SPECIAL	77324318	9/7/07			4
	77324321	9/7/07			6
	77324324	9/7/07			8
	77324327	9/7/07			14

Mark	Ser. No.	App. Date	Reg. No.	Reg. Date	Class
	77324335	9/7/07			20
	77324336	9/7/07			21
	77324338	9/7/07			24
	77324341	9/7/07			28
	77339112	9/28/07			29

3. Foreign Trademarks

Mark	Country	App. No.	Filing Date	Reg. No.	Reg. Date	Class
A.M. EXPRESS	Canada	1272332	9/16/05			N/A
A SIMPLE WAY TO EAT SMARTER	Canada	12778795	10/31/05			N/A
BELLISIO FOODS	Canada	1372120	11/14/07			N/A
COMFORT CLASSICS	Canada	1204075	1/26/04	TMA632401	2/9/05	N/A
CRISP 'N FLAKY	Canada	1022279	7/14/99	TMA594974	11/18/03	N/A
HOWLIN COYOTE & Design 	UK			2326374	3/13/03	29 & 30
MICHELINA'S	Australia	654411 737852	2/28/95	654411 737852	2/28/95 6/27/97	29 30
	Benelux	848.693	5/22/95	572949	5/23/95	29 & 30
	Canada	705833	5/26/92	TMA423307	2/18/94	N/A
	Chile	634278	9/28/95	687950	3/11/96	29,30,31
	China	5493883	7/21/06	5493883	6/14/09	30
	Denmark	03868/19 95	5/23/95	04713/1995	07/23/95	29 & 30
	France	95584099	8/3/95	95584099	5/30/97	29 & 30
	Germany	395 22 453.5	5/27/95	395 22 453.5	12/7/95	29 & 30
	Ireland	1995/035 13	5/22/95	168435	5/22/95	29 & 30
	Italy	95C0028 40	6/6/95	00717404	6/6/95	29 & 30
	Japan	7-56697	6/6/95	4064340	10/3/97	30
	Korea			503565 508084	10/12/01 12/5/01	29 30
	Mexico	40200031 327	6/29/00	723192 755932	9/5/01 9/5/01	30 29
	New Zealand	268041 268042	10/8/96 10/8/96	268041 268042	6/18/97 6/18/97	29 30
	Panama	114449	5/9/01	114449 114450	1/8/03 5/5/03	29 30
	Portugal	310.701	6/8/95			29 & 30
	Russia	20067208 19	7/25/06	334500	9/20/07	30
	Sweden	95-06095	5/23/95	308 883	2/16/96	29 & 30
Taiwan	84031811 84031812	6/27/95 6/27/95	725165 736705	8/16/96 11/16/96	29 30	

Mark	Country	App. No.	Filing Date	Reg. No.	Reg. Date	Class
	UK	1505371	7/2/92	1505371	2/34/95	29 & 30
	Venezuela	2548-98	2/16/98	256.965-P	11/01/04	29
		2549-98	2/16/98	258.435-P	11/01/04	30
MICHELINA'S APPETITO	Canada	1249447	3/4/05	TMA675435	10/23/06	N/A
MICHELINA'S AVANTAGE	Canada	1230714	9/17/04	TMA646555	8/24/05	N/A
MICHELINA'S BUDGET GOURMET	Australia	1061698	6/23/05	1061698	2/6/06	29 & 30
MICHELINA'S DINNER FOR TWO	Canada	1272147	9/15/05			N/A
MICHELINA'S FAVORITI	Canada	1392910	4/24/08			N/A
MICHELINA'S GRAB'EMS	Canada	1392911	4/24/08			N/A
MICHELINA'S HARMONY	Canada	1392913	4/24/08	TMA755141	12/11/09	N/A
MICHELINA'S LEAN GOURMET	Australia	1045001	3/07/05	1045001	10/17/05	29 & 30
	Canada	1420633	12/4/08	TMA785881	12/23/10	N/A
MICHELINA'S MEDITERRANEAN	Canada	1251339	3/21/05			N/A
MICHELINA'S NATURAL GOURMET	Canada	1252726	4/1/05			N/A
MICHELINA'S NOODLE BOWLS	Canada	1108314	6/29/01	TMA626572	11/24/04	N/A
MICHELINA'S PANINOS	Canada	1283284	12/15/05			N/A
MICHELINA'S PIZZA SNACK ROLLS	Australia	784015	1/28/99	784015	1/28/99	30
MICHELINA'S RICE BOWLS	Canada	1108312	6/29/01	TMA626506	11/24/04	N/A
MICHELINA'S RISTORANTE	Canada	1108800	7/6/01	TMA584096	6/20/03	N/A
	Australia	881900	7/9/01	881900	2/26/02	29 & 30
MICHELINA'S SALAD BOWLS	Canada	1188548	9/8/03	TMA 611898	6/3/04	N/A
	Australia	978333	11/13/03	978333	7/22/04	29
MICHELINA'S SALAD BOWLS & design 	Canada	1188556	9/8/03	TMA 611941	6/3/04	N/A
MICHELINA'S SIGNATURE	Canada	0867587	1/28/98	TMA532905	9/19/00	N/A
	European Union	00074355 9	2/11/98	000743559	8/2/00	29 & 30
MICHELINA'S TONIGHT	Canada	1271830	9/13/05			N/A
PASTA BOWLS	Canada	1107742	6/26/01	TMA627310	12/02/04	N/A
UNE FAÇON SIMPLE DE BIEN MANGER	Canada	1277896	10/31/05			N/A

Mark	Country	App. No.	Filing Date	Reg. No.	Reg. Date	Class
YU SING	Canada	0823226	9/13/96	TMA525622	3/23/00	N/A
ZAP'EMS	Canada	1091477	2/6/01	TMA608141	4/21/04	N/A

4. Intellectual Property Licenses

Owner	Licensee	License	Agreement Title	Date of Agreement
Luigino's International, Inc.	Bellisio Foods, Inc.	BUNdino's	License, Royalty and Services Agreement between Luigino's International, Inc. and Michelina's Inc.	8/31/2007
Simon & Schuster, Inc., The Joy of Cooking Trust	Michelina's, Inc. (n/k/a Bellisio Foods, Inc.)	The Joy of Cooking	Exclusive Trademark License Agreement between Simon and Schuster, Inc., The Joy of Cooking Trust and Michelina's, Inc.	4/17/2007