

12-02-2003

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To the Honorable Commissioner of Patents

102612159

Attached original documents or copy thereof.

1. Name of conveying party(ies):

Celantano Food Products, Inc.

11-29-03

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: November 24, 2003

2. Name and address of receiving party(ies):

Name: HSBC Bank USA, as Agent

Internal Address:

Street Address: One HSBC Center

City: Buffalo State: NY ZIP: 14203

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other New York banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,079,804	2,577,607
773,290	1,069,900
2,497,550	1,164,260
2,248,112	

Additional numbers attached?  Yes  No

OPRFINANCE  
NOV 28 PM 1:34

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Annabelle V. Irely

Internal Address: Phillips Lytle LLP

Street Address: 3400 HSBC Center

City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: .....

7

7. Total fee (37 CFR 3.41):..... \$ 190

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

12/02/2003 ECDOPER 00000021 1079804

DO NOT USE THIS SPACE

01 FD-8521  
02 FD-8522

40.00 UP  
150.00 OP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Annabelle V. Irely

Name of Person Signing

*Annabelle V. Irely*  
Signature

November 26, 2003

Date

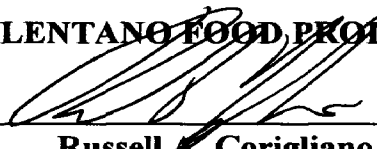
Total number of pages comprising cover sheet:

1

**NOTICE OF SECURITY INTEREST**

Notice is hereby given that **CELENTANO FOOD PRODUCTS, INC.**, with its principal place of business located at 170 French Road, Buffalo, New York 14227 ("Celentano") has granted a security interest to **HSBC BANK USA**, as Agent with its principal place of business located at One HSBC Center, Buffalo, New York ("Agent"), in and to all of the trademarks listed on Schedule A and the applications, registrations and goodwill associated therewith, pursuant to an agreement between Celentano and Agent dated of even date herewith and as the same may be amended or supplemented from time to time.

Dated: November 24, 2003

**CELENTANO FOOD PRODUCTS, INC.**  
By   
**Russell A. Corigliano**  
**President and Chief Executive Officer**

STATE OF NEW YORK     )  
  )SS.:  
COUNTY OF ERIE         )

On the 24th day of November in the year 2003, before me, the undersigned, personally appeared Russell A. Corigliano, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

  
Notary Public

BFLO Doc # 1341194.1

**SHARON PRISE AZURIN**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 3/13/20 04

**SCHEDULE A**

**TO NOTICE OF SECURITY INTEREST IN TRADEMARKS**

<b><u>U.S. Trademarks</u></b>	<b><u>Registration or Application Number</u></b>
“Celentano”	1,079,804
“Celentano”	2,577,601
“Celentano”	773,290
“Celentano”	1,069,900
“Celentano & Design”	2,497,550
“Great Choice”	1,796,030*
“Mini Rounds”	1,164,260
“Real Meals”	2,248,112*

\* No longer in use, will not be renewed.

BFLO Doc # 1341194.1