REEL: 002871 FRAME: 0402

NOTICE OF SECURITY INTEREST

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

Dated: November 24, 2003

ROSINA	F99	DARON	WCTS,	INC.
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Russell A

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 # 1337356.2

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

SCHEDULE A

TO NOTICE OF SECURITY INTEREST IN TRADEMARKS

U.S. Trademarks Registration or Application Number "Meatloaf in Minutes" 2,173,939 "Rosina" 1,584,904 "Rosina Est. 1963" 2,119,436 "Rosina Light" 2,121,316 "Sausage Bites" 2,093,898

BFLO Doc # 1337356.2

RECORDED: 11/26/2003

TRADEMARK
REEL: 002871 FRAME: 0404;