

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Celentano Food Products, Inc.		01/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Rosina Holding, Inc.
Street Address:	170 French Road
City:	Buffalo
State/Country:	NEW YORK
Postal Code:	14227-2777
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	0773290	CELENTANO
Registration Number:	1069900	CELENTANO
Registration Number:	1164260	MINI ROUNDS
Registration Number:	1796030	GREAT CHOICE
Registration Number:	2248112	REAL MEALS
Registration Number:	2497550	CELENTANO
Registration Number:	2577601	CELENTANO

CORRESPONDENCE DATA

Fax Number: (585)325-5458
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 5853257570
 Email: ekinsley@hiscockbarclay.com
 Correspondent Name: Hiscock & Barclay, LLP
 Address Line 1: 2000 HSBC Plaza, 100 Chestnut Street
 Address Line 4: Rochester, NEW YORK 14604

CH \$190.00 0773290

ATTORNEY DOCKET NUMBER:	1033652
NAME OF SUBMITTER:	Elizabeth A. Kinsley
Signature:	/elizabeth a. kinsley/
Date:	07/09/2007
Total Attachments: 2 source=CelentanoFoodProductsToRosinaHoldingAssign#page1.tif source=CelentanoFoodProductsToRosinaHoldingAssign#page2.tif	

ASSIGNMENT OF TRADEMARKS

Effective the 2nd day of January, 2007, and for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Celentano Food Products, Inc.** a Delaware corporation (hereinafter "Assignor"), confirms having assigned and hereby assigns, transfers and sets over to **Rosina Holding, Inc.**, a Delaware corporation (hereinafter "Assignee") its entire right, title and interest including all common law rights in and the trademarks, service marks and trade names identified in attached Schedule "A" attached hereto and made a part hereof (hereinafter "Marks"), together with all applications and registrations therefor throughout the world, and together with the good will of the business connected with the use of and symbolized by the Marks and with all rights of protection and all claims for past infringement thereof throughout the world with the exception of the claim of infringement and judgment against Let's Eat! By Domenick Celentano, L.L.C and Domenick Celentano, Jr, Civil Action No. 2:06-cv-02732-DMC-MF, U.S. District Court for the District of New Jersey, which is reserved by Assignor.

Assignee acknowledges and agrees that this Assignment is and the Marks continue to be subject to a certain prior security interest in the Marks held by **HSBC Bank USA, National Association** and pursuant to a security agreement dated November 24, 2003 between Assignor and HSBC Bank USA.

Assignor covenants that it has the full right and power to convey the entire interest herein assigned, and that it has not executed and shall not hereafter execute any document in conflict with this Assignment. Assignor further covenants that it will at any time and at the request of Assignee execute such documents and take such other action that in the opinion of Assignee may be desirable or necessary to secure to Assignee, its successors, legal representatives and assigns, all rights conveyed and intended to be conveyed by this instrument.

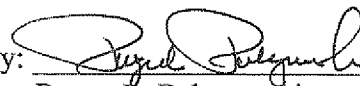
IN WITNESS WHEREOF, the Parties have caused this Agreement to be signed as of the aforesaid effective date.

ASSIGNOR:
CELENTANO FOOD PRODUCTS, INC.

By: 

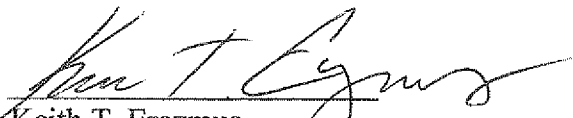
Gregory A. Setter
Vice President - Finance & Administration

ASSIGNEE:
ROSINA HOLDING, INC.

By: 

Roger L. Palczewski
Chief Operating Officer

AGREED AND CONSENTED TO:
HSBC BANK USA, National Association

By: 

Keith T. Erazmus
Assistant Vice President, Commercial Banking

SCHEDULE A

MARKS

A. Marks Registered in the United States

<u>NO.</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>
1.	CELENTANO	773,290
2.	CELENTANO (Stylized)	1,069,900
3.	MINI ROUNDS	1,164,260
4.	GREAT CHOICE	1,796,030
5.	REAL MEALS	2,248,112
6.	CELENTANO (Stylized)	2,497,550
7.	CELENTANO	2,577,601

B. Marks Registered in the Canada

<u>NO.</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>
1.	CELENTANO	TMA607959

C. Unregistered Trade Names and Marks

<u>NO.</u>	<u>MARK</u>
1.	The trade name CELENTANO
2.	NICKNAX
3.	Celentano (word mark)
4.	REAL MEALS
5.	All packaging designs and trade dress used in association with any one or more of the trade names and/or word marks.