

**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
Rosina Holding, Inc.		05/29/2007	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	F&R IP 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: (585) 325-7570  
 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=RosinaHolding-F R IP Assignment.pdj#page1.tif source=RosinaHolding-F R IP Assignment.pdj#page2.tif	

## ASSIGNMENT OF TRADEMARKS

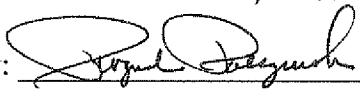
For one dollar (\$1.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, **Rosina Holding, Inc.**, a Delaware corporation (hereinafter "Assignor"), hereby assigns, transfers and sets over to **F&R IP Inc.**, a Delaware corporation (hereinafter "Assignee") 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 and to which Assignor has the right and power.

Assignee acknowledges and agrees that this Assignment (1) 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 Celentano Food Products, Inc., a Delaware corporation and HSBC Bank USA, and (2) excludes 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 Celentano Food Products, Inc.

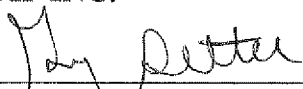
Assignor covenants that it has the full right and power to convey the entire interest herein assigned, and that it has not executed and shall not hereafter execute any document in conflict with this Assignment. Assignor further covenants that it will at any time and at the request of Assignee execute 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 Assignor has caused this Agreement to be signed this 29<sup>th</sup> day of May, 2007.

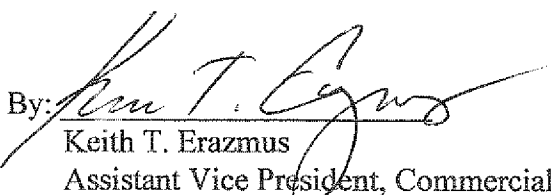
ASSIGNOR:  
**ROSINA HOLDING, INC.**

By:   
\_\_\_\_\_  
Roger L. Palczewski  
Chief Operating Officer

ASSIGNEE:  
**F&R IP INC.**

By:   
\_\_\_\_\_  
Gregory A. Setter  
Vice President – Finance & Administration

**AGREED AND CONSENTED TO:**  
**HSBC BANK USA, National Association**

By:   
\_\_\_\_\_  
Keith T. Erazmus  
Assistant Vice President, Commercial Banking

Dated: 6/7/07

**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.