

Form PTO-1594 (Rev. 12-08)
OMB Collection 0651-0027 (exp. 01/31/2009)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

F&R IP Inc.

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

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 30, 2009

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: HSBC Bank USA, National Association

Internal

Address: 26th Floor

Street Address: One HSBC Center

City: Buffalo

State: New York

Country: USA Zip: 14203

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other National Banking Association Citizenship U.S.

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Annabelle V. Irey

Internal Address: Phillips Lytle LLP

Street Address: 3400 HSBC Center

City: Buffalo

State: New York Zip: 14203

Phone Number: (716) 847-7014

Fax Number: (716) 852-6100

Email Address: airey@phillipslytle.com

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 315

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number 19-3320

Authorized User Name Annabelle V. Irey

9. Signature:

Annabelle V. Irey
Signature

February 23, 2009

Date

Annabelle V. Irey

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 4

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1460, Alexandria, VA 22313-1460

TRADEMARK

REEL: 003940 FRAME: 0340

700400233

CH \$315.00 193320 77465588

SCHEDULE A**TO NOTICE OF SECURITY INTEREST IN TRADEMARKS**

<u>U.S. Trademarks</u>	<u>Registration or Application Number</u>
"Celentano"	2,577,601
"Celentano"	773,290
"Celentano & Design"	1,069,900
"Celentano & Design"	2,497,550
"Mini Rounds"	1,164,260
"Floresta"	1,800,216
"Floresta"	2,412,396
"Gina Italian Village"	1,726,717
"Gina Italian Village Homestyle Pasta"	2,790,258
"Rosina and design"	1,584,904
"Sausage Bites"	77/465588
"Villa Prima"	2,788,650

Doc # 01-2250757.3

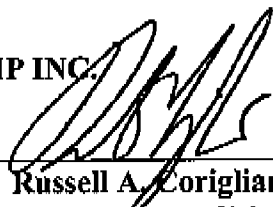
NOTICE OF SECURITY INTEREST

Notice is hereby given that **F&R IP INC.**, with its principal place of business located at 170 French Road, Buffalo, New York 14227 ("F&R") has granted a security interest to **HSBC BANK USA, NATIONAL ASSOCIATION**, 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 F&R and HSBC dated as of January 30, 2009, as the same may be amended or supplemented from time to time.

Dated: As of January 30, 2009

F&R IP INC.

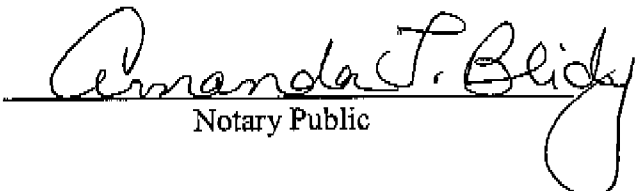
By



**Russell A. Corigliano
President and Chief Executive Officer**

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

On the 6th day of February in the year 2009, 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

Doc # 01-2250762.3

AMANDA J. BLIDY
Notary Public, State of New York
Qualified in Erie County
My Commission Expires July 26, 2009

SCHEDULE A**TO NOTICE OF SECURITY INTEREST IN TRADEMARKS****U.S. Trademarks****Registration or Application Number**

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