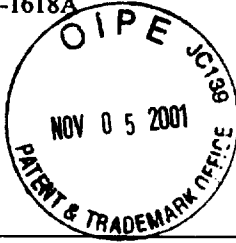


11-08-2001



101894606

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

11/5/01

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

State/Country

Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

FOR OFFICE USE ONLY

11/07/2001 DBYRNE 00000043 1069413

01 FC:481
02 FC:482

40.00 DP
1500.00 DP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1069413"/>	<input type="text" value="1763107"/>	<input type="text" value="737569"/>
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Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

William E. Kelly

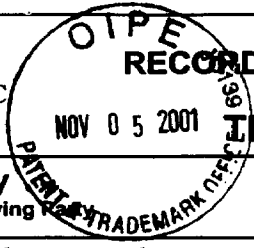
Name of Person Signing



Signature

November 2, 2001

Date Signed



RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY

Conveying Party Mark if additional names of conveying parties attached
Enter Additional Conveying Party Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party Mark if additional names of receiving parties attached
Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

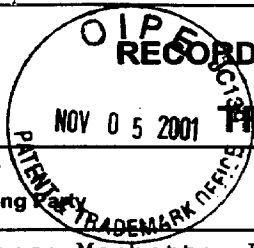
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Registration Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

Receiving Party

Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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Citizenship/State of Incorporation/Organization

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

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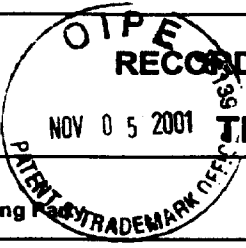
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Registration Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**



Conveying Party

Enter Additional Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Name

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship State of Incorporation/Organization

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Enter Additional Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

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Trademark Application Number(s)

Registration Number(s)

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TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

Burns Philp Food Inc.

TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS, dated as of July 27, 2001, by **THE CHASE MANHATTAN BANK**, as Co-Trustee under a certain Security Trust Deed dated July 28, 1998 among it, Burns Philp & Company Limited and Chase Securities Australia Ltd. (together with its successors and assigns, the "Security Trustee") in favor of **BURNS PHILP FOOD INC.**, a California corporation, with a principal place of business at 230 Larkin Williams Industrial Court, Fenton, Missouri 63026 ("BPMI").

WHEREAS, BPMI and the Security Trustee entered into a Trademark Security Agreement dated as of July 28, 1998 (the "**Trademark Agreement**"), which Trademark Agreement was recorded with the United States Patent and Trademark Office on August 19, 1998 at Reel 1784, Frame 0001, for the purpose of securing the obligations of BPMI to the Security Trustee;

WHEREAS, pursuant to the Trademark Agreement, BPMI granted to the Security Trustee a continuing security interest in and first priority lien on all the Trademarks (as defined in the Trademark Agreement), and pledged, mortgaged and hypothecated (but did not transfer title to) the Trademarks to the Security Trustee;

WHEREAS, BPMI has transferred to Tone Brothers, Inc. its right, title and interest in the trademarks listed on Exhibit A and Exhibit B hereto (the "**Additional Trademarks**"); and

WHEREAS, Tone Brothers, Inc. has agreed to grant the Security Trustee a continuing security interest in and first priority lien on all the Additional Trademarks, and, in consideration thereof, the Security Trustee has agreed to terminate and release the security interest granted to it by BPMI in the Additional Trademarks as herein provided.

NOW, THEREFORE, for valuable consideration and pursuant to the terms and conditions set forth in the Trademark Agreement:

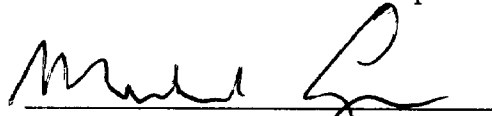
The Security Trustee hereby terminates and releases the security interest granted to it by BPMI on all of the Additional Trademarks, and the Security Trustee hereby assigns and transfers to BPMI, without recourse, all of the right, title and interest granted to it by BPMI in the Additional Trademarks, effective as of the date set forth above.

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF New South Wales

COUNTY OF Austral. C

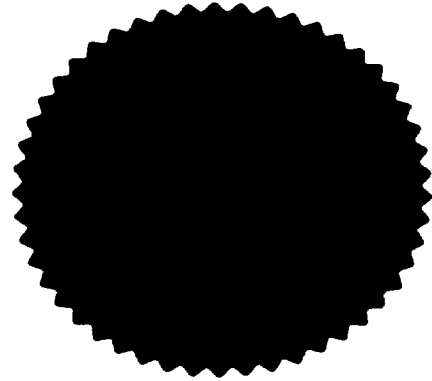
Before me, the undersigned, a Notary Public in and for the county aforesaid, on this 28th day of June, 2001, personally appeared Allen Huggie to me known personally, and who, being by me duly sworn, deposes and says that s/he is a CFO/Treasurer of Burns Philp Food Inc., and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and said officer acknowledged said instrument to be the free act and deed of said corporation.



Notary Public

My Commission Expires: 30 June 2002

**Michael Jon Greig
Notary Public**



[Signature page to Termination and Release of Security Interest in Trademarks]

CTDOCS:1388989.2



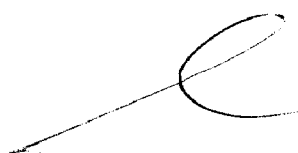
**TRADEMARK
REEL: 002386 FRAME: 0656**

Exhibit A

UNITED STATES TRADEMARKS

<u>United States Registration No.</u>	<u>Trademark or Service Mark</u>
1069413	Durkee
1763107	Spice Islands & Leaf Border
737569	Spice Islands (Stylized)
0409189	Beau Monde
1973523	Beef Easy
0994041	Bottle Design
0815070	Broil'N Grill
2233733	Buffalo Wings & Design
1180397	Cake & Icing Magic
1967473	Chicken Easy
1332469	Choc-O-Trims
1204207	Color-A-Cake
0880548	D (Stylized)
1130960	Dec-A-Cake
1204497	Dec-A-Party
1180385	Durkee
1177514	Durkee
1174405	Durkee
1187912	Durkee
1067946	Durkee
0866908	Durkee (Stylized)
1848309	Durkee (Stylized)
1828874	Durkee Buffalo Wings & Design
1840046	Durkee California Style Blends & Design

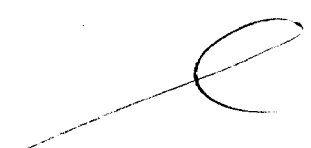
CTDOCS:1388989.2



TRADEMARK
REEL: 002386 FRAME: 0657

1870723	Durkee Chicken Easy
1840049	Durkee Grill Creations & Design
2002946	Durkee Quality Since 1850 & Design
1903702	Durkee Salad Sensations
1840710	Durkee Salad Sensations & Design
1240512	Durkee Texas Red Chili
1249965	Famous Sauce
0726075	Finest Flavors From Around The World
2181613	Flavor'n-Bag
1999089	Good Harvest
2116247	Grill Creations
1058646	Laureleaf
0828851	Laureleaf Design
1124382	Lite-A-Cake
0864318	LPM
0615403	Mei Yen (Stylized)
0206585	Old Hickory (Stylized)
0675651	Old Hickory Smoked Salt
0781485	Palm Tree Design
1192586	Pantry Fresh
1196058	Snowcrest
1615751	Spice Islands
1615945	Spice Islands
1621502	Spice Islands
1623939	Spice Islands
0765595	Spice Islands
0574147	Spice Islands
1846883	Spice Islands
2255790	Spice Islands
1763107	Spice Islands & Leaf Border
0737569	Spice Islands (stylized)
1869818	Spice Islands Pasta Gourmet
1393455	Spice Kitchens
1955709	Taste Guard
2195952	Trader's Choice
0708818	Write-a-Cake
75/874192	Spice Islands World Flavors
75/874850	World Flavors

CTDOCS:1388989.2

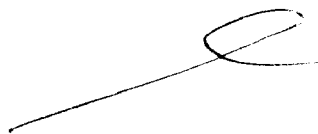


TRADEMARK
REEL: 002386 FRAME: 0658

Exhibit B

<u>FOREIGN TRADEMARKS</u>			
<u>REGISTERED OWNER</u>	<u>MARK</u>	<u>COUNTRY</u>	<u>REGISTRATION NUMBER</u>
Burns Philp Food Inc.	Spice Islands	Argentina	1549182
Burns Philp Food Inc.	Durkee	Australia	A601510
Burns Philp Food Inc.	Durkee	Australia	A601509
Burns Philp Food Inc.	Durkee	Australia	A601015
Burns Philp Food Inc.	Durkee Grill Creations & Des.	Australia	623882
Burns Philp Food Inc.	Durkee Salad Sensations	Australia	623883
Burns Philp Food Inc.	Durkee Salad Sensations	Australia	623884
Burns Philp Food Inc.	Good Harvest	Australia	553301
Burns Philp Food Inc.	Good Harvest	Australia	653302
Burns Philp Food Inc.	Spice Islands (Series)	Australia	630245
Burns Philp Food Inc.	Spice Islands (Series)	Australia	630246
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Australia	285185
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Austria	53681
Burns Philp Food Inc.	Durkee's	Benelux	54013
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Benelux	33379
Burns Philp Food Inc.	Spice Islands	Bolivia	C32798
Burns Philp Food Inc.	Spice Islands	Bolivia	C32799
Burns Philp Food Inc.	Durkee	Brazil	002970880
Burns Philp Food Inc.	Durkee	Brazil	817765514
Burns Philp Food Inc.	Islands	Brazil	006543480

CTDOCS:1388989.2




TRADEMARK
REEL: 002386 FRAME: 0659

Burns Philp Food Inc.	Beau Monde	Canada	331,051
Burns Philp Food Inc.	Care Cubes	Canada	340,971
Burns Philp Food Inc.	Dec-a-Cake	Canada	276,711
Burns Philp Food Inc.	Durkee	Canada	226,367
Burns Philp Food Inc.	Durkee (Stylized)	Canada	491,235
Burns Philp Food Inc.	Durkee Chicken Easy	Canada	478,886
Burns Philp Food Inc.	Durkee's	Canada	33,569
Burns Philp Food Inc.	Grill Creation	Canada	458,346
Burns Philp Food Inc.	Lite-a-Cake	Canada	276,712
Burns Philp Food Inc.	Spice Islands	Canada	106,118
Burns Philp Food Inc.	Write-a-Cake	Canada	276,713

Burns Philp Food Inc.	Dec-a-Cake	Chile	482497
Burns Philp Food Inc.	Durkee	Chile	535812
Burns Philp Food Inc.	Spice Islands	Chile	470158
Burns Philp Food Inc.	Spice Islands	Chile	474887
Burns Philp Food Inc.	Viada	Chile	477790

Burns Philp Food Inc.	Durkee	China	1141343
Burns Philp Food Inc.	Spice Islands Pasta Gourmet	China	1129134

Burns Philp Food Inc.	Durkee	Colombia	186423
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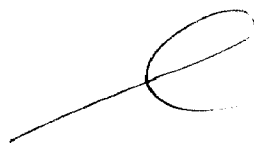
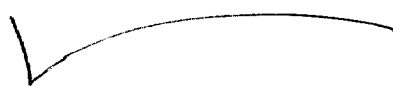
Burns Philp Food Inc.	Dec-a-Cake	Costa Rica	102691
Burns Philp Food Inc.	Durkee	Costa Rica	116279
Burns Philp Food Inc.	Spice Islands	Costa Rica	18809

Burns Philp Food Inc.	Durkee	Cuba	103394
Burns Philp Food Inc.	Spice Islands	Cuba	97293

Burns Philp Food Inc.	Durkee	Cyprus	16969
Burns Philp Food Inc.	Durkee	Cyprus	42593
Burns Philp Food Inc.	Spice Islands & Leaf Border	Cyprus	42595
Burns Philp Food Inc.	Spice Islands Pasta Gourmet	Cyprus	42594

Burns Philp Food Inc.	Spice Islands	Denmark	01931/1954
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TRADEMARK
REEL: 002386 FRAME: 0660

Burns Philp Food Inc.	Durkee	Ecuador	3137-94
Burns Philp Food Inc.	Good Harvest	Ecuador	5071-97
Burns Philp Food Inc.	Good Harvest	Ecuador	5070-97

Burns Philp Food Inc.	Spice Islands Pasta Gourmet	Ecuador	5069-97
Burns Philp Food Inc.	Spice Islands Quick Meal	Ecuador	2341-98
Burns Philp Food Inc.	Spice Islands	Ecuador	560-74
Burns Philp Food Inc.	Trader's Choice	Ecuador	5068-97

Burns Philp Food Inc.	Durkee's	El Salvador	13986
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Burns Philp Food Inc.	Durkee	European Community Trademark	00420117
Burns Philp Food Inc.	Spice Islands	European Community Trademark	00420315

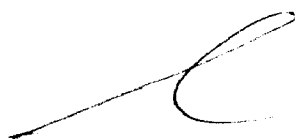
Specialty Brands, Inc.	Spice Islands & Filigree/Palm	Finland	36650
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Burns Philp Food Inc.	Durkee's	France	1632804
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Burns Philp Food Inc.	Durkee's	Germany	822030
Burns Philp Food Inc.	Spice Islands & Leaf Borders	Germany	2077621
Specialty Brands, Inc.	Spice Islands Company & Des.	Germany	755776
Burns Philp Food Inc.	Spice Islands Pasta Gourmet	Germany	39547252

Burns Philp Food Inc.	Durkee	Greece	54817
Burns Philp Food Inc.	Spice Islands & Leaf Border	Greece	124994
Burns Philp Food Inc.	Spice Islands Pasta Gourmet	Greece	124052
Burns Philp Food Inc.	Spice Islands Quick Meal	Greece	124051
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Greece	104274

CTDOCS:1388989.2




TRADEMARK
REEL: 002386 FRAME: 0661

Burns Philp Food Inc.	Durkee	Guatemala	15719/453
Burns Philp Food Inc.	Durkee's	Honduras	48809
Burns Philp Food Inc.	Durkee's	Honduras	14291
Burns Philp Food Inc.	Durkee	Hong Kong	8410/1998
Burns Philp Food Inc.	Durkee	Hong Kong	1031/1999
Burns Philp Food Inc.	Spice Islands	Hong Kong	B6848/97
Burns Philp Food Inc.	Durkee	Iceland	1432.1996
Burns Philp Food Inc.	Good Harvest	India	655635
Burns Philp Food Inc.	Durkee	Indonesia	387878
Burns Philp Food Inc.	Durkee	Indonesia	387777
Burns Philp Food Inc.	Spice Islands & Leaf Border	Indonesia	387890
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Burns Philp Food Inc.	Spice Islands & Leaf Border	Israel	97792
Burns Philp Food Inc.	Spice Islands Pasta Gourmet	Israel	97770
Burns Philp Food Inc.	Spice Islands Quick Meal	Israel	97771
Burns Philp Food Inc.	Spice Islands	Israel	37432
Burns Philp Food Inc.	Durkee	Italy	480671
Burns Philp Food Inc.	Durkee's	Italy	698013
Specialty Brands, Inc.	Spice Islands & Filigree/Palm	Italy	487283
Burns Philp Food Inc.	Spice Islands	Jamaica	29/1514
Burns Philp Food Inc.	Durkee	Japan	7-129998
Burns Philp Food Inc.	Durkee's	Japan	475566
Burns Philp Food Inc.	Durkee's	Japan	623704
Burns Philp Food Inc.	Spice Islands	Japan	11-008906

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	Pasta Gourmet		
Burns Philp Food Inc.	Spice Islands	Japan	1226899
Burns Philp Food Inc.	Trader's Choice	Japan	4062927
Burns Philp Food Inc.	Durkee	Jordan	Limbach File No. BPFT 4710 JOR
Burns Philp Food Inc.	Durkee	Jordan	49125
Burns Philp Food Inc.	Durkee	Korea	1999-26863
Burns Philp Food Inc.	Dec-A-Cake	Korea	1999-26864
Burns Philp Food Inc.	Durkee	Kuwait	27191
Burns Philp Food Inc.	Durkee	Kuwait	27192
Burns Philp Food Inc.	Durkee	Macau	7350-M
Burns Philp Food Inc.	Durkee	Macau	7349-M
Burns Philp Food Inc.	Durkee	Malta	12715
Burns Philp Food Inc.	Durkee	Mexico	475708
Burns Philp Food Inc.	Durkee	Mexico	475707
Burns Philp Food Inc.	Durkee Chicken Easy	Mexico	477933
Specialty Brands, Inc.	Spice Islands & Filigree/Palm	Mexico	94040
Burns Philp Food Inc.	Spice Islands & Leaf Border	Mexico	470143
Burns Philp Food Inc.	Spice Islands	Mexico	491252
Burns Philp Food Inc.	Spice Islands	Mexico	487269
Burns Philp Food Inc.	Durkee	New Zealand	269994
Burns Philp Food Inc.	Durkee	New Zealand	78738
Burns Philp Food Inc.	Spice Islands (Series)	New Zealand	255612
Burns Philp Food Inc.	Spice Islands (Series)	New Zealand	255611
Burns Philp Food Inc.	Spice Islands Company & Palms	New Zealand	80926
Burns Philp Food Inc.	Vita Crunch	New Zealand	B106669
Burns Philp Food Inc.	Durkee	Norway	70907
Burns Philp Food Inc.	Durkee's	Norway	65058
Burns Philp Food Inc.	Spice Islands &	Norway	170092

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	Leaf Border		
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Burns Philp Food Inc.	Durkee	Panama	29761
Burns Philp Food Inc.	Durkee	Panama	30023
Burns Philp Food Inc.	Spice Islands	Panama	74059
Burns Philp Food Inc.	Spice Islands	Panama	72772

Burns Philp Food Inc.	Spice Islands	Paraguay	197670
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Burns Philp Food Inc.	Durkee	Peru	51928
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Burns Philp Food Inc.	Durkee	Portugal	191720
Burns Philp Food Inc.	Durkee	Portugal	191719
Burns Philp Food Inc.	Durkee	Portugal	191721
Burns Philp Food Inc.	Spice Islands & Leaf Border	Portugal	306575

Burns Philp Food Inc.	Spice Islands	Saudi Arabia	324/16
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Burns Philp Food Inc.	Durkee	Singapore	T94/05127Z
Burns Philp Food Inc.	Durkee	Singapore	S/5126/94
Burns Philp Food Inc.	Spice Islands	Singapore	S/B82229

Burns Philp Food Inc.	Durkee	Spain	806199
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Burns Philp Food Inc.	Spice Islands & Leaf Border	Sweden	256147
Burns Philp Food Inc.	Spice Islands	Sweden	184793
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Sweden	82678
Burns Philp Food Inc.	Spice Islands & Filigree Des.	Sweden	177943

Burns Philp Food Inc.	Durkee	Switzerland	P283925
Burns Philp Food Inc.	Spice Islands & Filigree/Palm	Switzerland	308904
Burns Philp Food Inc.	Spice Islands	Switzerland	466605

Burns Philp Food Inc.	Durkee	United Arab Emirates	8051
Burns Philp Food Inc.	Durkee	United Arab Emirates	8048

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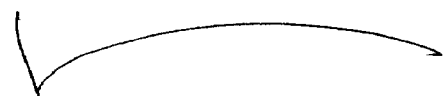
Burns Philp Food Inc.	Spice Islands	United Arab Emirates	20936
Burns Philp Food Inc.	Spice Islands	United Arab Emirates	20935

Burns Philp Food Inc.	Durkee's	United Kingdom	B878834
Burns Philp Food Inc.	Durkee's	United Kingdom	B890017
Burns Philp Food Inc.	Durkee's	United Kingdom	B878835
Burns Philp Food Inc.	Spice Island	United Kingdom	1044786
Burns Philp Food Inc.	Spice Island	United Kingdom	2050202
Burns Philp Food Inc.	Spice Islands & Filigree Des.	United Kingdom	B1137180
Burns Philp Food Inc.	Spice Islands	United Kingdom	B1122619

Burns Philp Food Inc.	Spice Islands	Uruguay	279066
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Burns Philp Food Inc.	Durkee	Venezuela	51928
Burns Philp Food Inc.	Durkee	Venezuela	2718-94
Burns Philp Food Inc.	Durkee	Venezuela	2719-94
Burns Philp Food Inc.	Durkee's	Venezuela	36017-F
Burns Philp Food Inc.	Spice Islands	Venezuela	45136-F

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