

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Liens Agreement

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
J.P. Morgan Europe Limited		07/02/2004	COMPANY: UNITED KINGDOM

RECEIVING PARTY DATA	
Name:	Northern Gold Foods Ltd.
Street Address:	1725 Coast Meridian Road
City:	Port Coquitclaim
State/Country:	BRITISH COLUMBIA
Postal Code:	V3C3T7
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 6		
Property Type	Number	Word Mark
Registration Number:	1092428	NORTHERN GOLD
Serial Number:	78139277	NORTHERN GOLD BITES
Registration Number:	2044066	SPENCER'S CRUNCHY OATS N HONEY CEREAL
Registration Number:	1838502	THE BREAKFAST COMPANY
Serial Number:	78271480	FROSTED HONEY HIVES
Registration Number:	2046252	SPENCER'S

CORRESPONDENCE DATA	
Fax Number:	(212)425-5288
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Email:	tmdocketny@kenyon.com
Correspondent Name:	Kenyon & Kenyon
Address Line 1:	One Broadway
Address Line 4:	New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	12900/2
NAME OF SUBMITTER:	Gregg A. Paradise, Esq.

CH \$165.00 1092428

Total Attachments: 7  
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**RELEASE OF LIENS AGREEMENT**

July 2, 2004

TO: The Weetabix Company, Inc.  
Barbara's Bakery, Inc.  
Weetabix Limited  
Weetabix of Canada Limited  
Northern Gold Foods Ltd.

(collectively, the "**Debtors**")

RE: A £670,000,000 senior credit facilities agreement (the "**Senior Credit Agreement**") dated 9 December 2003 (as amended by amendment letters dated 19 December 2003, 6 February 2004 and 12 February 2004) between, inter alios, Latimer Group Limited, Latimer Acquisitions Limited as the borrower, J.P. Morgan plc as arranger, JPMorgan Chase Bank as underwriter and J.P. Morgan Europe Limited as agent, security agent and documentation agent (the "**Security Agent**").

**WHEREAS**, Weetabix Limited entered into a Stock Pledge Agreement (governed by the law of the State of New York) dated February 12, 2004 wherein it granted a security interest in the Pledged Collateral (as defined therein) of The Weetabix Company, Inc. in favour of the Security Agent;

**WHEREAS**, The Weetabix Company, Inc. entered into a Stock Pledge Agreement (governed by the law of the State of New York), dated February 12, 2004 wherein it granted a security interest in the Pledged Collateral (as defined therein) of Barbara's Bakery, Inc. in favour of the Security Agent;

**WHEREAS**, The Debtors, entered into a Security Agreement (governed by the law of the State of New York), dated February 12, 2004 wherein each Debtor granted a security interest in the Collateral (as defined therein) in favour of the Security Agent;

(the foregoing Stock Pledge Agreements and Security Agreements being referred to herein collectively as the "**Security Documents**").

**AND WHEREAS**, the Debtors have requested the Security Agent to execute and deliver this Release of Liens Agreement and the Security Agent has agreed that the assets of the Debtors charged under the Security Documents are to be released.

**NOW THEREFORE**, this Release of Liens Agreement witnesses that:

- 1 The Security Agent hereby releases and forever discharges the Debtors from any and all security interests created under the Security Documents, including without limitation the security interest on the intellectual property set forth in Exhibit 1.
- 2 The Security Agent hereby agrees that it will promptly upon request execute and deliver to the Debtors, at the Debtors expense, releases and discharges in registrable form of all security interests created under the Security Documents, in form and substance reasonably acceptable to the Security Agent.

- 3 The Security Agent hereby delivers to Weetabix Limited all certificates in the Security Agent's possession evidencing the Pledged Collateral under the applicable Stock Pledge Agreement, and Weetabix Limited acknowledges receipt of such certificates and confirms that such certificates constitute the only certificates on the property delivered to the Security Agent under such Stock Pledge Agreement.
- 4 The Security Agent hereby delivers to The Weetabix Company, Inc., all certificates in the Security Agent's possession evidencing the Pledged Collateral under the applicable Stock Pledge Agreement, and The Weetabix Company, Inc. acknowledges receipt of such certificates and confirms that such certificates constitute the only certificates on the property delivered to the Security Agent under such Stock Pledge Agreement.
- 5 Any capitalized terms used herein and not otherwise defined shall have the meanings attributed thereto in the Senior Credit Agreement.
- 6 This Release of Liens Agreement shall enure to the benefit of the Debtors and their respective successors and assigns.
- 7 This Release of Liens Agreement shall be governed by the law of the State of New York. This Release of Liens Agreement may be executed in any number of counterparts, each of which, when so executed, shall be an original and all of which, taken together, shall constitute one and the same Agreement.

[SIGNATURE PAGE FOLLOWS]

Please indicate your acceptance to the provisions hereof by signing below and returning an original signed copy of this letter to J.P. Morgan Europe Limited, 125 London Wall, London EC2Y 5AJ.

Very truly yours,

J.P. Morgan Europe Limited  
as Security Agent

By: *[Handwritten Signature]*  
Name:  
Title:

ACCEPTED AND AGREED  
on July \_\_\_\_\_, 2004:

The Wectabix Company, Inc.

By: \_\_\_\_\_  
Name:  
Title:

ACCEPTED AND AGREED  
on July \_\_\_\_\_, 2004:

Barbara's Bakery, Inc.

By: \_\_\_\_\_  
Name:  
Title:

Please indicate your acceptance to the provisions hereof by signing below and returning an original signed copy of this letter to J.P. Morgan Europe Limited, 125 London Wall, London EC2Y 5AJ.

Very truly yours,

J.P. Morgan Europe Limited  
as Security Agent

By: \_\_\_\_\_  
Name:  
Title:

ACCEPTED AND AGREED  
on July 2, 2004:

The Weetabix Company, Inc

By: \_\_\_\_\_  
Name:  
Title:

ACCEPTED AND AGREED  
on July 2, 2004:

Barbara's Bakery, Inc.

By: \_\_\_\_\_  
Name:  
Title:

ACCEPTED AND AGREED  
on July 2, 2004:

Weetabix of Canada Limited

By:   
Name:  
Title:

ACCEPTED AND AGREED  
on July 2, 2004:

Northern Gold Foods Ltd.

By:   
Name:  
Title:

ACCEPTED AND AGREED  
on July 2, 2004:

Weetabix Limited

By:   
Name:  
Title:

**EXHIBIT 1**  
**COPYRIGHTS**

**THE WEETABIX COMPANY, INC.**

Reg. No.	Title
VA-423-589	Grain-Gineering

**TRADEMARKS**

**BARBARA'S BAKERY, INC.**

MARK	REG/APP. NO.	REG/ APP. DATE
NATURE'S CHOICE	1,335,747	May 14, 1985
BARBARA'S BAKERY	76/416,819	June 4, 2002
PUFFINS	2,119,937	December 9, 1997
SUNFIELD	1,508,437	October 11, 1988
BARBARA'S	1,446,650	July 7, 1987
JACK LA LANNE	1,351,946	July 30, 1985
WILD PUFFS	78/316,706	October 21, 2003
RITE LITE ROUNDS	2,456,628	June 5, 2001
PRO TOUR	2,101,975	September 30, 1997
EDGE BAR	1,688,450	May 19, 1992
POCKET FRUIT	1,195,303	May 11, 1982
2 GOOD	78/316,694	October 21, 2003
SHREDDED SPOONFULS	1,916,677	September 5, 1995
GREAT TASTE WITHOUT COMPROMISE	76/410,682	May 21, 2002
SOYESSENCE	2,724,948	June 10, 2003
GO GO GRAHAMS	78/226,650	March 17, 2003

**WEETABIX LIMITED**

MARK	REG/APP. NO.	REG/ APP. DATE
WEETABIX	1,293,105	September 4, 1984
Grain Design	1,293,104	September 4, 1984
ALPEN	0,980,689	March 19, 1974
FROM THE MAKERS OF WEETABIX	1,307,332	November 27, 1984

**WEETABIX OF CANADA LIMITED**

MARK	REG/APP. NO.	REG/ APP. DATE
GRAINWORKS	2,803,582	January 6, 2004
GRAIN SHOP	2,505,293	November 6, 2001



**NORTHERN GOLD FOODS LTD.**

<b>MARK</b>	<b>REG/APP. NO.</b>	<b>REG./ APP. DATE</b>
NORTHERN GOLD	1,092,428	May 30, 1978
NORTHERN GOLD BITS	78/139,277	June 27, 2002
SPENCER'S CRUNCHY OATS N HONEY CEREAL	2,044,066	March 11, 1997
THE BREAKFAST COMPANY	1,838,502	May 31, 1994
FROSTED HONEY HIVES	78/271,480	July 8, 2003
SPENCER'S	2,046,252	March 18, 1997

**THE WEETABIX COMPANY, INC.**

<b>MARK</b>	<b>REG/APP. NO.</b>	<b>REG./ APP. DATE</b>
FRUIT CIRCLES	1,416,840	November 11, 1986
GOLDEN CORN BLOSSOMS	78/055,697	March 29, 2001
FRUTIBIX	2,646,766	November 5, 2002
BANANABIX	2,646,765	November 5, 2002
BANANA CRUNCHY DELIGHT	2,550,838	March 19, 2002
PEANUT BUTTER DOTS	2,507,516	November 13, 2001
MINIBIX	2,402,586	November 7, 2000
APPLE CINNAMON CIRCLES	2,114,623	November 18, 1997
DISTINCTLY LITE	2,080,123	July 15, 1997
CRANBERRY CRUNCHY DELIGHT	2,508,059	November 13, 2001
COCOA SPECKLES	2,494,844	October 2, 2001
FRUITY SPECKLES	2,494,840	October 2, 2001
CORN CRAZIES	2,796,002	December 16, 2003
BREAKFAST GOLD	1,601,161	June 12, 1990
ORGANIC GOLD	78/252,271	May 20, 2003
FRUIT DOTS	1,550,379	August 1, 1989
GRAINFIELD'S	1,272,039	March 27, 1984
HIGH NUTRITION	1,815,563	January 4, 1994
COCOA DOTS	1,653,338	August 6, 1991
DULCITA	1,548,520	July 18, 1989