Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/29/2001

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Nabisco Brands Company		07/27/2001	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Kraft Foods Holdings, Inc.	
Street Address:	Three Lakes Drive	
City:	Northfield	
State/Country:	ILLINOIS	
Postal Code:	60093	
Entity Type:	CORPORATION: DELAWARE	

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2472961	
Registration Number:	2595285	NABISCO WORLD

CORRESPONDENCE DATA

Fax Number: (847)646-4431

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 847-646-2879

Email: trademark@kraft.com Correspondent Name: Douglas W. Cherry Address Line 1: Three Lakes Drive

NF 577 Address Line 2:

Address Line 4: Northfield, ILLINOIS 60093

ATTORNEY DOCKET NUMBER:	57547 - BISCUIT
NAME OF SUBMITTER:	Douglas W. Cherry

TRADEMARK REEL: 003178 FRAME: 0638

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Signature:	/doug cherry/
Date:	10/20/2005
Total Attachments: 3 source=KFH Merger Cert#page1.tif source=KFH Merger Cert#page2.tif source=KFH Merger Cert#page3.tif	

TRADEMARK REEL: 003178 FRAME: 0639

State of Delaware

Office of the Secretary of State PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NABISCO BRANDS COMPANY", A DELAWARE CORPORATION,
"NABISCO MUSIC PUBLISHERS, INC.", A DELAWARE CORPORATION,
"NABISCO MUSIC VENTURES, INC.", A DELAWARE CORPORATION,

WITH AND INTO "KRAFT FOODS HOLDINGS, INC." UNDER THE NAME OF "KRAFT FOODS HOLDINGS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF JULY, A.D. 2001, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2001, AT 11:59 O'CLOCK P.M.

Harriet Smith Windson, Secretary of State

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AUTHENTICATION: 1298454

DATE: 08-16-01

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STATE OF DELAWARE SECRETARY OF STATE DIVISION OF CORPORATIONS FILED 04:30 PM 07/27/2001 010367838 - 3123106

CERTIFICATE OF MERGER

OF

NABISCO BRANDS COMPANY, NABISCO MUSIC VENTURES, INC. AND NABISCO MUSIC PUBLISHERS, INC.

INTO

KRAFT FOODS HOLDINGS, INC.

Pursuant to Section 251 of the

General Corporation Law of the State of Delaware

KRAFT FOODS HOLDINGS, INC., a corporation organized and existing under the law of the State of Delaware (the "Corporation").

DOES HEREBY CERTIFY:

FIRST: The constituent business corporations participating in the merger herein certified are:

- (a) Nabisco Brands Company, which is incorporated under the laws of the State of Delaware:
- (b) Nabisco Music Ventures, Inc., which is incorporated under the laws of the State of Delaware;
- (c) Nabisco Music Publishers, Inc., which is incorporated under the laws of the State of Delaware; and
- (d) Kraft Foods Holdings, Inc., which is incorporated under the laws of the State of Delaware.

SECOND: The Agreement of Merger of Nabisco Brands Company, Nabisco Music Ventures, Inc., and Nabisco Music Publishers, Inc. with and into Kraft Foods Holdings, Inc. has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

THIRD: The name of the surviving corporation is Kraft Foods Holdings, Inc.

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FOURTH: The Certificate of Incorporation of the Corporation shall be the Certificate of incorporation of the surviving corporation.

FIFTH: The merger is to become effective at 11:59 p.m. (Eastern Daylight Time) on July 29, 2001.

SIXTH: The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is Three Lakes Drive, Northfield, Illinois 60093.

SEVENTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation.

Dated: _____July 27 , 2001

KRAFT FOODS HOLDINGS, INC.

By: <u>/s/ Robert L. Herst</u> Name: <u>Robert L. Herst</u> Title: Vice President

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RECORDED: 10/20/2005

REEL: 003178 FRAME: 0642

TRADEMARK