

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
General Biscuits Belgie		03/20/2008	JOINT STOCK COMPANY: BELGIUM
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	GENERAL BISCUITS BELGIE		
<b>Street Address:</b>	De Beukelaer-Pareinlaan 1		
<b>City:</b>	B-2200 Herentals		
<b>State/Country:</b>	BELGIUM		
<b>Entity Type:</b>	Private Limited Liability Company: BELGIUM		
<b>PROPERTY NUMBERS Total: 5</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	3376696	PRINCE	
Registration Number:	1204741	PIMS	
Registration Number:	3167059	TUC	
Serial Number:	77182836	TUC	
Registration Number:	2947308	TUC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(847)646-5101		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	847-646-2000		
<b>Email:</b>	betsy.rossner@kraft.com		
<b>Correspondent Name:</b>	Matthew A. Griffin		
<b>Address Line 1:</b>	Three Lakes Drive		
<b>Address Line 4:</b>	Northfield, ILLINOIS 60093		
<b>ATTORNEY DOCKET NUMBER:</b>	65702 SNACKS		
<b>DOMESTIC REPRESENTATIVE</b>			

**CH \$140.00 3376696**

**900124472**

**TRADEMARK  
 REEL: 003917 FRAME: 0468**

Name: Matthew A. Griffin  
Address Line 1: Three Lakes Drive  
Address Line 4: Northfield, ILLINOIS 60093

NAME OF SUBMITTER:	Betsy Rossner
Signature:	/Betsy Rossner/
Date:	01/12/2009

**Total Attachments: 6**

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Company number: 0414 321 048  
 Denomination "GENERAL BISCUITS BELGIE"  
 Legal form public limited liability company  
 Registered office 2200 Herentals, De Beukelaer – Pareinlaan 1  
 Object Modification of the closing date of the financial year –  
Conversion into a private limited liability company –  
Modification of the articles of association – Appointment  
of the managers

In the year two thousand and eight, on the twentieth of March.

In Antwerp, at the notary public's office, at nine a.m.,

Before me, Mr. Johan KIEBOOMS, associate Notary public in Antwerp,

HAS BEEN HELD

the extraordinary General Meeting of the public limited liability company "GENERAL BISCUITS BELGIE", established in 2200 Herentals, De Beukelaer – Pareinlaan 1, in the judicial district of Turnhout, registered in the Register of Legal Entities of the Central Data Bank of Companies under company number 0414 321 048 and as VAT-payer under number BE 0414 321 048, that according to its statements the total number of shares of the company

Company incorporated under the denomination "BETTERFOOD PRODUCTS" on seventh June nineteen hundred seventy-four, by instrument executed before Notary Public Frederic Deckers in Antwerp, published in extract in the Appendices to the Belgian Official Gazette of twenty-ninth June nineteen hundred seventy-four, under number 2575-1

The denomination was changed into "GENERAL BISCUITS BELGIE" and the articles of association were modified by decision of the extraordinary General Meeting of twenty-ninth December nineteen hundred eighty. The minutes of such meeting were published in extract in the Appendices to the Belgian Official Gazette of twenty-third January nineteen hundred eighty-one, under number 246-6/7.

The articles of association were still modified repeatedly and for the last time by decision of the extraordinary General Meeting of fifth February two thousand and four. The minutes of such meeting were published by extract in the Appendices to the Belgian Official Gazette of twenty-fourth February two thousand and four, under number 04031432.

Officers

The meeting was opened under the chairmanship of Mr. Dirk JANSEN, of 2740 Mortsel, Steenakker 96.

The Chairman appoints as secretary and scrutineer, Mrs. Monique SNEYERS, of 2550 Kontich, Duffelsesteenweg 299.

Composition of the Meeting

Attendance list

The General Meeting comprises the following partners, who according to their statements own the number of shares as mentioned below:

	<u>Number of shares</u>
1. the company existing and incorporated consistent with the French law "GENERALE BISCUIT S.A.", established in F-94150 Rungis (France), 3 rue Saarinen, Bâtiment Saarinen ; owner of two hundred sixty-one thousand five hundred seventy-eight shares	261,578
2. the company existing and incorporated consistent with the French law "LU France S.A.S.", established in F-94150 Rungis (France), 3 rue Saarinen, Bâtiment Saarinen; holder of one share	<u>1</u>
TOGETHER two hundred sixty-one thousand five hundred seventy-nine shares	261,579

Representation – Proxy

Both shareholders are represented here validly by Mr. Dirk JANSEN, aforesaid, pursuant to private proxies attached hereto.

Chairman's explanation

The Chairman presides the meeting and explains as follows:

- I. The subscribed capital of the company amounts to sixteen million one hundred fourteen thousand euros (€ 16,114,000.00). It is distributed in two hundred sixty-one thousand five hundred seventy-nine (261,579) shares without mention of nominal value.
- II. It results from the attendance list that all shareholders are represented.
- III. All shareholders have declared to agree that the meeting proceeds on the following agenda:

**AGENDA**

**1. REPORTS**

Filing and examination of

- the report of the Board of Directors pursuant to Article 778 of the Companies Code, in which the Board of Directors explains the proposal of conversion of the company into the legal form of a private limited liability company; is attached to said report the statement of assets and liabilities of the company prescribed in Article 776 of the Companies Code that was not drawn up more than three (3) months before,
- the report relating to the statement of assets and liabilities drawn up pursuant to Article 777 of the Companies Code by the Auditor of the Company.

**2. CHANGE OF THE CLOSING DATE OF THE FINANCIAL YEAR – MODIFICATION OF THE ARTICLES OF ASSOCIATION**

Change of the closing date of the financial year from thirty-first December of each year currently to thirty November of each year, for the first time in the year two thousand and eight, so that the current financial year that started on first January two thousand and eight, will have a period of eleven (11) months and will end on thirty November two thousand and eight, and consequently adaptation of the first sentence Article 41: Financial Year – Annual Accounts of the articles of association as follows:

"The financial year of the company starts on first December and ends on thirtieth November of the following year."

**3. DECISION OF CONVERSION INTO A PRIVATE LIMITED LIABILITY COMPANY**

Decision of conversion; approval of the draft articles of association.

**4. APPOINTMENT OF THE MANAGERS**

IV. Whereas all shareholders are represented, the need of convening lapses and it is complied with the requirement of attendance quorum of articles 558 and 781 of the Companies Code.

The absent directors and auditor have declared to the company that they renounced explicitly the formalities of convening and also that they will not appear personally at the meeting.

The meeting is henceforth competent to proceed validly and to take valid decisions.

Finding

The Chairman's explanation is recognized by all present members of the meeting as right.

Proceedings – Decisions

After this the meeting attends to the agenda and after deliberation, makes the following decisions.

**1. REPORTS**

The following reports are filed and examined:

- the report of the Board of Directors pursuant to Article 778 of the Companies Code, in which the Board of Directors explains the proposal of conversion of the company into the legal form of a private limited liability company; is attached to this report the statement of

assets and liabilities of the company prescribed in article 776 of the Companies Code and that was not drawn up more than three (3) months before, that is in this case on thirty-one December two thousand and seven;

- the report relating such statement of assets and liabilities drawn up pursuant to Article 777 of the Companies Code by the Auditor of the company.

The conclusions of the auditor's report drawn up on eighteenth of March two thousand and eight by the civil liability in the legal form of a cooperative limited liability company "PricewaterhouseCoopers Auditors", established in 1932 Sint-Stevens-Woluwe, Woluwe Garden, Woluwedal 18, represented by Mr. Jan VANFRAECHEM, Auditor, are as follows:

*"Our activities are especially oriented towards checking whether there is any overvaluation of the net assets, such as they result from the statement of assets and liabilities as on 31 December 2007 that was drawn up under the responsibility of the administrative organ of the company.*

*From our activities performed according to the Standards of the Institute of Auditors relating to the establishment of the report for the conversion of a company, it did not appear that there has been any overvaluation of the net assets.*

*The net assets as on 31 December 2007 amount to EUR 164,896,235.51 and are not less than the registered capital equal to EUR 16,114,000.*

*This report includes exclusively the requirements of Article 777 of the Companies Code and is not meant for use in another context."*

Since the shareholders recognize to have received a copy of said reports and to have taken cognizance thereof, the Chairman is exempted from reading them out at the meeting.

A signed copy of these reports will be filed together with these minutes at the registry of the competent commercial court.

## **2. CHANGE OF THE CLOSING DATE OF THE FINANCIAL YEAR – MODIFICATION OF THE ARTICLES OF ASSOCIATION**

### First decision

The meeting decides to move the closing date of the financial year from currently thirty-first December of each year to thirtieth November of each year, for the first time in the year two thousand and eight, so that the current financial year that started on first January two thousand and eight, will encompass a period of eleven (11) months and will end on thirtieth November two thousand and eight, and to adapt henceforth the first sentence Article 41: Financial Year – Annual Accounts of the Articles of Association as follows:

"The financial year of the company starts on first December and ends on thirtieth November of the next year."

### Voting

This decision is adopted unanimously.

## **3. DECISION OF CONVERSION INTO A PRIVATE LIMITED LIABILITY COMPANY**

### Second decision

The Meeting decides consistent with the proposal of the Board of Directors to convert the company into a private limited liability company, with a capital of sixteen million one hundred fourteen thousand euro (€16,114,000.00), distributed into two hundred sixty-one thousand five hundred seventy-nine (261,579) shares without mention of nominal value.

The meeting decides that the company in the legal form of a private limited liability company continues the legal personality of the public limited liability company, and will continue the bookkeeping as previously.

As a consequence of the conversion into a private limited liability company, the office of the directors in function has by right come to an end.

The ordinary General Meeting that will deal with the annual accounts of the current financial year will also have to pronounce itself on the grant of the discharge to the outgoing directors for their office during the current financial year until today.

## Voting

This decision is adopted unanimously.

## Third decision

The partners decide to establish the articles of association of the company in the legal form of a private limited liability company.

THE FOLLOWING DATA APPEAR AMONG OTHERS FROM THE NEW TEXT OF THE ARTICLES OF ASSOCIATION OF THE COMPANY:

1. a) Legal form of the company:

private limited liability company, in short "BVBA"

b) Denomination of the company: "GENERAL BISCUITS BELGIE"

2. Registered office of the company: 2200 Herentals, De Beukelaer – Pareinlaan 1, in the judicial district of Turnhout.

3. Object of the company

The object of the company consists in Belgium as well as abroad, in:

- the fabrication by the company itself or for the account of third parties, of products belonging to the sector of bread preparation, baker's business, miller's business and confectionery, more precisely rusks, flour, biscuits, waffles, fancy goods, spreads, etc., and generally speaking, of any foodstuffs;

- the fabrication and operation, as well as the trade in, all textile, household, glass and ice-cream products;

- all operations and acts that can be useful for the fabrication, packaging, conservation, storage and shipment of the aforementioned products;

- the purchase, sale, import, export, representation and deposit of the aforementioned products;

- the participation in any form whatsoever and in any existing or future company whatsoever related to the food, packaging, paper, cardboard and beverage industry; the company may advise and/or assist such companies, as well as other third parties, from a technical commercial, financial, administrative and bookkeeping point of view, grant them any kind of loan or credit in any form whatsoever, grant them guarantee and perform any services for them within the broadest meaning;

- generally speaking, any industrial, commercial and financial operations, as well as any operations relating to moveables or immovables, in direct or indirect and completely or partly in relationship with the aforementioned objectives, with any identical and connected objectives or with objectives that can facilitate those mentioned above.

4. Term of the Company: The Company is incorporated for an unlimited term.

5. a) Amount of the subscribed capital:

The capital amounts to sixteen million one hundred fourteen thousand euro (€16,114,000.00), distributed in two hundred sixty-one thousand five hundred seventy-nine (261,579) equal shares without mention of nominal value.

b) Paid-up amount

The capital is subscribed and paid-up fully and unconditionally.

6. a) Designation of the people authorized to administer and bind the Company:

The Company is administered by one or more managers), natural persons or legal entities, whether or not partners.

When a legal entity is appointed as manager, such legal entity has to appoint among its shareholders or partners, directors, managers, members of the management board or workers, a fixed representative who will be entrusted with the performance of the task on behalf and for the account of the legal entity. Such fixed representative should be a natural person.

b) Internal Management

The managers are competent as a board in order to perform all acts of internal management necessary or useful for the realization of the corporate object, save those acts which the Law reserves solely to the General Meeting.

c) Power of external representation:

Each manager represents, acting alone, the company validly in and outside the courts. When the company is appointed ad director, manager, liquidator, member of the steering committee, of the management board or of the supervision board of another company, it appoints among its partners, managers or workers, a fixed representative, natural person, who is in-charge of the performance of the task on behalf and for the account of the company.

7. Beginning and end of the financial year: first December – thirty November of the next year.

8. a) Ordinary General Meeting

the fourth Wednesday of the month of May at eleven a.m.

b) Representation of the partners

A representative whom will have been granted a written proxy can represent each partner at the meeting.

Legal entities are represented by the body entrusted with the representation according to their articles of association, or by a person, whether a partner or not, to whom a written proxy is given.

c) Voting right: Each share gives right to one vote.

9. Provisions relating to:

a) Allocation of the profit – reserve:

The credit balance showed by the balance sheet after deduction of all charges, overhead expenses, necessary provisions and write-downs, is the net profit of the company.

At least one twentieth will be withheld from such profit yearly in order to form the legal reserve until the latter amounts to one tenth of the corporate capital.

The balance, if any, will first of all be diminished by the bonuses fixed by the Meeting and then distributed as dividend among the partners in proportion to the number of shares of each of them and of the payments made thereon.

However the General Meeting can decide that the profit or part thereof will be paid into a reserve.

b) Liquidation Mode

among the partners in proportion to the number of shares they are holding.

IT HAS FURTHER BE DECIDED AS FOLLOWS:

a) The meeting has noted that as a consequence of the conversion into a private limited liability company, the directors' mission has by right come to an end.

The meeting has then decided to establish the number of managers to four (4) and for the term of the company, to appoint as non-statutory managers

1. Mr. Olivier MAES, of Paris, France, 19 Avenue Duquesne
2. Mr. Luc MEEUWISSEN, of 2370 Arendonk, Roeststraat 10
3. Mr. Yvan COUVREUR, of 2250 Olen, Noorderwijkseweg 31
4. Mr. Jean-Claude AUSTRY, of 75016 Paris, France, 2 rue Wilhelm.

The manager's function is NOT remunerated.

Pursuant to article 19 of the articles of association, each manager, acting alone, validly binds the company in and outside the courts.

b) Insofar as necessary special proxy with right of subrogation is granted to the partnership "ADMINISTRATIE, SECRETARIAAT & CONSULTING", in short "AS&C", of 2100 Deurne (Antwerp), Dascottelei 9 bus 6, represented by Mrs. Simonne MOYAERT, of 2100 Deurne (Antwerp), Dascottelei 9 bus 6, with a view to fulfill all formalities to ask the modification of the inscription of the company in the register of legal entities of the Central Databank of Companies.

WHEREOF RECORD.

Done and executed in Antwerp, date as mentioned above.

After reading in full and explanation, the officers and partners asking to do so, have signed with me, associate Notary Public.

(Follow the signatures).

- FOR VERBATIM EXTRACT -

- Johan KIEBOOMS, Associate Notary Public -

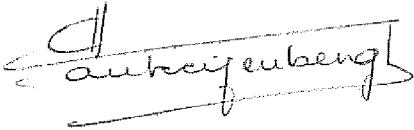
Filed together with this document. Copy of the record of 20 March 2008, with as enclosures: two proxies, Board of Directors' report, Auditors' report, and extract.

**Extract issued without mention of registration with the sole purpose to be filed with the registry of the commercial court.**

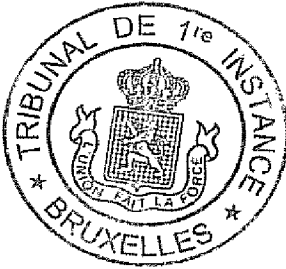
Certified true translation of a document written in Dutch (ne varietur vertaling naar het Engels van een in Nederlands gesteld document)

2 December 2008

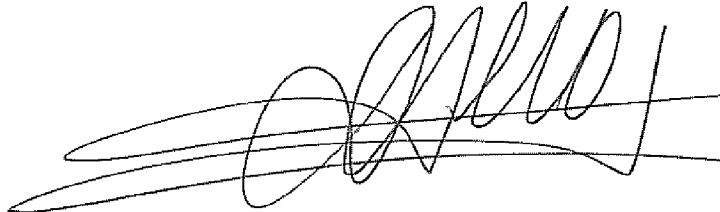
The sworn translator,



SWORN TRANSLATOR  
Chantal VANKEIJENBERGH  
CHAUSSÉE D'ALSEMBERG, 848  
1180 BRUXELLES  
☎ 02/376.10.98



Monsieur L. HENRIART  
Président du Tribunal de 1ère instance  
séant à Bruxelles, pour la légalisation  
de la signature de M. Chantal Vankeijenberg  
Traducteur juré à Bruxelles.  
Bruxelles, le 03-12-2008  
Pour le Président,  
Le greffier mandaté



I. DEVOS