

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Demerger

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GENERAL BISCUITS BELGIE		06/14/2010	LIMITED LIABILITY COMPANY: BELGIUM

RECEIVING PARTY DATA

Name:	KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY
Street Address:	Brusselsesteenweg 450
City:	1500 Halle
State/Country:	BELGIUM
Entity Type:	LIMITED LIABILITY COMPANY: BELGIUM

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1204741	PIMS

CORRESPONDENCE DATA

Fax Number: 8476462677
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 847-646-2000
 Email: trademark@kraftfoods.com
 Correspondent Name: Betsy Rossner
 Address Line 1: Three Lakes Drive
 Address Line 4: Northfield, ILLINOIS 60093

ATTORNEY DOCKET NUMBER:	68591
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DOMESTIC REPRESENTATIVE

Name:
 Address Line 1:
 Address Line 2:

CH \$40.00 1204741

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:	Betsy Rossner
Signature:	/Betsy Rossner/
Date:	07/26/2012

Total Attachments: 62

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"KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY"

Private limited liability company

Registered office in Halle (B-1500 Halle), Brusselsesteenweg 450
Company number VAT BE0807.891.521 RLE Brussels

PARTIAL SPLITTING-UP

**GENERAL BISCUITS BELGIË BVBA
KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA
REPORT OF THE ACQUIRING COMPANY
MODIFICATION ARTICLES OF ASSOCIATION – APPOINTMENT OF BUSINESS
MANAGER**

In the year two thousand and ten.

On the fourteenth of June.

In Elsene, Kapitein Crespelstraat 16, at the office.

Before me, **Vincent VRONINKS**, associate Notary Public in Elsene.

Was held the extraordinary general meeting of the sole partner of the private limited liability company "**KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY**", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE0807.891.521 RLE Brussels.

Company incorporated according to an instrument executed before Notary Vincent Vroninks, in Elsene, on 14 November 2008, of which an extract was published in the Appendices to the Belgian Official Gazette of the following 28th November, under number 08185242.

Of which the articles of association were modified according to minutes drawn up by the aforementioned Notary Vincent Vroninks in Elsene, on 20 April 2009, of which an extract was published in the Appendices to the Belgian Official Gazette of 8 June 2010, under number 09078820.

BUREAU

The meeting is opened at eleven forty-five a.m.

Under the chairmanship of Mrs. **COENEGRACHTS Ann Carine Paula**, born in Tongeren on 2nd July 1968, of Hove (B-2540 Hove), Wanninckhove 14 (identity card number 011-0024171-78 – national register number 68.07.02-342.02), who will also undertake the task of secretary.

No scrutineers are appointed.

COMPOSITION OF THE MEETING

Participates in this meeting: the company existing and incorporated consistent with the Swiss law "**KRAFT FOODS SCHWEIZ HOLDING GmbH**", established in Switzerland, 6301 Zug, Chollerstraße 4, and inscribed in the trade register under number CH-020.3.000.864-2 (hereunder called the "*sole partner*").

Represented here by Mrs. **COENEGRACHTS Ann**, aforementioned.

Acting pursuant to a private power of attorney that will remain attached hereto in order to be registered together with these minutes.

The agent recognises that the Notary has informed her about the consequences of an invalid mandate.

Acting as "sole partner" of the aforementioned private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", and declaring through its agent, to hold *four thousand nine hundred thirty-eight (4,938) shares* of said company, all registered ones, representing the *whole* of its capital.

STATEMENT FROM THE CHAIRMAN

The Chairman informs and asks the notary to draw up an authentic instrument as follows:

1. The **agenda** of this meeting is as follows:

1. *Reading and discussion of the proposal of partial splitting-up such as drafted by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.*

The opportunity was given to the sole partner to get this document free of charge at the registered office of the company.

2. *Communication of changes, if any, of the situation of the assets of the companies involved in the partial splitting-up since the date of establishment of the aforementioned proposal of partial splitting-up*

3. *Consistent with article 677 in combination with article 734 of the Companies Code, explicit waiver of the reports prescribed by articles 730, 731 and 733 of the Companies Code.*

The first and second paragraphs of aforementioned article 734 specify literally as follows:

"The companies participating in the splitting-up do not have to apply articles 730, 731 and 733, insofar as the latter refer to the reports, if all partners and all holders of shares having a voting right at the general meeting, have waived it.

The waiver of this right is determined by an explicit voting at the general meeting that has to decide on the participation in the splitting-up."

4. *Reading and discussion of:*

a) *the auditor's report drawn up consistent with article 313 of the Companies Code on the contribution in kind that is the subject-matter of item 5 below, on the methods applied for the evaluation and actual compensation granted in return; and*

b) *the special report by the body of business managers of the acquiring company (such as defined below), drawn up consistent with article 313 of the Companies Code, on the interest for the company of the proposed contribution as well as of the increase of capital, as well as on the auditor's report.*

5. *Approval of the partial splitting-up, such as proposed in the proposal of partial splitting-up, without winding-up and liquidation, of the private limited liability company "GENERAL BISCUITS BELGIÉ", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, and with company number VAT BE 0414.321.048 RLE Turnhout (the "split-up company"), as contribution and transfer to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels (the "acquiring company"), of (i) the intellectual property rights relating to the biscuit activity (the "intellectual property rights") as well as (ii) a specific amount in money to the extent of EUR 1,000 (the "liquid assets") of the split-up company, such as described in more detail and according to the allocation fixed in the aforementioned proposal of partial splitting-up and its attachments.*

The contribution is realised on the basis of the balance sheet as on 31 December 2009.

The method of calculation of the compensation for the contribution and the value of the intellectual property rights and liquid assets on the date of the contribution are fixed in the auditor's report and the special report of the body of business managers of the company, both consistent with article 313 of the Companies Code.

The transactions of the split-up company since (and inclusive of) 1 January 2010 relating to the intellectual property rights and liquid assets to be brought in as a result of the splitting-up will be considered in the books as effected for the account of the acquiring company. The partial splitting-up will be exclusively compensated by the allocation to the sole partner of the split-up company of three thousand nine hundred seventy (3,970) new shares of the acquiring company.

6. As a result of the transfer of the intellectual property rights and liquid assets of the split-up company, the capital of the acquiring company will increase by seventy-one euros eighty-six cents (EUR 71.86), in order to raise it from twenty-eight thousand hundred seventy-nine euros four cents (EUR 28,179.04) to twenty-eight thousand two hundred fifty euros 90 cents (EUR 28,250.90), through the creation of three thousand nine hundred seventy (3,970) new shares, without mention of nominal value, of the same nature and enjoying the same rights and benefits as the existing shares. They will share in the profits of the acquiring company as of 1 January 2010 and during the whole of the financial year during which they are issued.

7. Decision relating to the processing in the books of the increase of the equity capital of the company.

8. Modification of article 5 of the articles of association in order to bring it in line with the new situation of the capital, as a consequence of the transfer of assets within the framework of the aforementioned partial splitting-up.

9. Appointment of a business manager.

10. Powers to be granted for the execution of the decisions taken.

11. Questions from the sole partner.

II. Besides the four thousand nine hundred thirty-eight (4,938) existing shares, no debentures were issued by the company nor other shares created.

III. In view of the fact that the registered capital is fully represented, there will be no need for evidence of convening to be produced towards the sole partner.

IV. The business managers of the company currently **two (2)** in number, as well as the auditor of the company, have been informed of the holding of the meeting and of its agenda. By a letter addressed to the company, they have (a) exempted the latter explicitly from any notice for what regards them, such as prescribed by article 268 of the Companies Code and (b) declared to have taken cognisance of the draft minutes as well as of the documents referred to in article 269 of the Companies Code.

The chairman delivers to the notary a copy of the aforementioned written releases, with request to keep them in his file.

V. For their adoption the decisions resulting in a modification of the articles of association necessitate at least three quarters of the votes participating in the voting, and the decisions relating to the other items of the agenda, will necessitate the ordinary majority of the votes.

VI. Each share gives right to one vote.

DETERMINATION THAT THE MEETING IS VALIDLY COMPOSED

All these facts are checked and found correct by the meeting that recognizes to be validly composed and competent to deliberate over the agenda.

DETERMINATION THAT ALL LEGAL FORMALITIES OF THE PARTIAL SPLITTING-UP ARE FULFILLED

The chairman declares as follows:

1. On 29 April 2010, a **proposal of partial splitting-up** was established by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.

2. This proposal of partial splitting-up was filed by the split-up company on 30 April 2010 at the registry of the commercial court in Turnhout and published by way of communication in

the Appendices to the Belgian Gazette of the following 11th May, under number 10068919 and for the acquiring company, on 30 April 2010 at the registry of the commercial court in Brussels and published by way of communication in the Appendices to the Belgian Gazette of the following 11th May, under number 10068372.

3. Consistent with article 733, §2 and §3 of the same Code, the sole partner has had the opportunity, at least one month before the date of that meeting, to take cognisance at the registered office of the company and at its request, to get free of charge a complete or if it so wishes, a partial copy of the documents mentioned in the aforementioned article of the Companies Code.

4. The Chairman finds that the reports relating to the proposed partial splitting-up, such as prescribed by articles 730 and 731 of the Companies Code, have not been drawn up. The waiver by the sole partner of the establishment of these reports, such as announced under item 3 of the agenda, will be the object of an explicit voting consistent with article 734 of the Companies Code.

5. Consistent with article 313 of the Companies Code, the auditor of the acquiring company, namely the cooperative limited liability company "**PRICEWATERHOUSECOOPERS BEDRIJFSREVISOREN**", civil commercial liability, with registered office in Sint-Stevens-Woluwe (B-1932 Sint-Stevens-Woluwe), Woluwe Garden, Woluwedal 18, with company number VAT BE 0429.501.944 RLE Brussels, represented by Mr. **CATTOIR François**, statutory auditor, has on 3 June 2010, drawn up a report relating to the description of the **contribution in kind** effected in the acquiring company as a result of the partial splitting-up, on the applied methods of evaluation, valuations to which such methods led and the actual compensation given in consideration of the contribution. The conclusion of said report is as follows:

"The contribution in kind to the increase of capital of Kraft Foods Belgium Intellectual Property BVBA as a result of the partial splitting-up of General Biscuits België BVBA, consists in the contribution of the intellectual property rights tied to the biscuit activities of General Biscuits België BVBA and a contribution in money of EUR 1,000.00. Such contribution was evaluated at the net book value of the elements brought in as on 31 December 2009 at EUR 1,000.00.

As compensation for the aforementioned contribution, 3,970 new shares without mention of nominal value will be issued. The capital of the company Kraft Foods Intellectual Property BVBA will as a consequence of such contribution be increased by EUR 71.86 to raise it from EUR 28,179.04 to EUR 28,250.90.

On the basis of the control of the contemplated transaction such as described in this report, we are of the opinion that:

- *the control activities have been carried out consistent with the control standards of the Instituut der Bedrijfsrevisoren, whereby the management body of the company is responsible for the evaluation of the contributed elements and for the determination of the number of shares to be issued by the company as compensation for the contribution in kind;*
- *the description of the contribution in kind meets the normal requisites of accuracy and clarity;*
- *the methods of evaluation retained by the parties for the contribution in kind are well-considered from the point of view of business economics and that the valuations to which such methods of evaluation have led, fit at least the number and fractional value of the shares to be issued in consideration for the contribution, so that the contribution in kind is not overvalued.*

We wish eventually to recall that our mission does not consist in pronouncing ourselves upon the legitimacy and reasonableness of the transaction.

3 June 2010

The auditor

PricewaterhouseCoopers Bedrijfsrevisoren

represented by

François Cattoir

Statutory auditor"

6. Consistent with the same article 313 of the Companies Code, the body of business managers of the acquiring company has drawn up a **special report** about the interest for the company of the proposed contribution as well as of the increase of capital, as well as about the auditor's report.

7. A copy of the reports mentioned under 5 and 6 could be obtained according with article 269 of the Companies Code.

REPORTS

The Chairman and the Notary are exempted by the meeting from reading out the proposal of partial splitting-up and its attachments as well as of the reports mentioned in the agenda. The meeting notes that there has been no remark on such documents.

An original copy of the reports drawn up consistent with articles 677 together with 313 of the Companies Code, initialled by the Chairman of the meeting and the Notary, will remain attached hereto in order to be registered together with these minutes.

IMPORTANT CHANGES IN THE ASSETS AND LIABILITIES

The meeting notes that the body of business managers of the company did not inform it of any important change in the assets and liabilities, change for which a duty to report is imposed by article 732 of the Companies Code, and that would have taken place as from the date of the establishment of the proposal of partial splitting-up so far. The meeting considers consequently to may state that no such important changes in the assets and liabilities of the companies involved in the partial splitting-up, took place other than those provided in the aforementioned proposal of partial splitting-up.

CONTROL OF LEGITIMACY

After investigation the notary confirms the existence of the internal as well as external legitimacy of the legal acts and formalities to which this company is held, such as referred to in article 737 of the Companies Code.

The meeting declares to endorse such finding and that it noted no irregularities or difficulties.

PROCEEDINGS AND DECISIONS

Subsequently the sole partner represented as said (also called "*meeting*") and after having been informed about the content of article 213 of the Companies Code, has after deliberation taken the following decisions, which it asked the notary to lay down in an authentic instrument:

FIRST DECISION: EXPLICIT WAIVER

Consistent with article 734 of the Companies Code, the sole partner decides to waive explicitly the application of articles 730, 731 and 733 of the Companies Code, insofar as the latter refers to the reports.

SECOND DECISION: APPROVAL OF THE PARTIAL SPLITTING-UP

The meeting approves the proposal of partial splitting-up and its attachments presented to it and decides consistent with the legal conditions and terms, effective as of today, the approval of the partial splitting-up, without winding-up and liquidation of the private limited liability company "*GENERAL BISCUITS BELGIÉ*", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, and with company number VAT BE 0414.321.048 RLE Turnhout (the "*split-up company*") as contribution and transfer to the

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private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels, (the "acquiring company"), of the intellectual property rights and liquid assets of the split-up company, such as described in more detail and according to the allocation and distribution such as determined in the aforementioned proposal of partial splitting-up and its attachments.

The sole partner represented such as said, takes cognisance of and accepts that an updated version of Attachment 2 to the aforementioned proposal of partial splitting-up, be produced, which will remain attached to these minutes. For the sake of clarity and in order to avoid confusion, the updated version of the list of intellectual property rights concerns a merely technical update of Attachment 2 of the aforementioned proposal of partial splitting-up and has no impact on the evaluation and compensation for the contribution of the intellectual property rights in the acquiring company.

The transactions of the split-up company since (and inclusive of) 1st January 2010 relating to the intellectual property rights and liquid assets (such as described in more detail in the produced proposal of partial splitting-up) to be contributed as a result of the splitting-up, will be considered as effected in the books for the account of the acquiring company.

The allocation of the assets, liabilities, rights and obligations relating to the intellectual property rights and liquid assets of the split-up company that are the object of the partial splitting-up, occurs such as further described and according to the allocation and distribution, such as fixed in the aforementioned proposal of partial splitting-up and its attachments. More specifically all assets (including, without being limited thereto, the license agreements entered into by "GENERAL BISCUITS BELGIË" aforementioned, as licensor), liabilities, rights and obligations, including any latent debt or obligation of "GENERAL BISCUITS BELGIË", aforementioned, will pass to "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", aforementioned.

The contribution of the intellectual property rights and liquid assets is realised on the basis of the balance sheet as on 31 December 2009.

As compensation for the contribution of the intellectual property rights and liquid assets to the acquiring company, such as described more in detail and according to the allocation and distribution fixed in the aforementioned proposal of partial splitting-up and its attachments, three thousand nine hundred seventy (3,970) new shares of the acquiring company are attributed to the sole partner of the split-up company. The calculation method for the compensation for the contribution is also described in more detail in the auditor's report and in the special report of the body of business managers of the company, both consistent with article 313 of the Companies Code.

In view of the specific nature of a partial splitting-up, whereby the intellectual property rights and liquid assets are split-off (transferred) to the acquiring company without the split-up company ceasing to exist, the existing shares of the split-up company do not have to be exchanged.

There will be no additional compensation in money (surcharge).

The new shares of the acquiring company to be issued will be registered shares, paid-up in full and will be without mention of nominal value. They will share in the profits of the acquiring company as from 1 January 2010 and during the whole financial year during which they are issued.

The attribution of such shares to the sole partner of the split-up company will be through the business managers or a proxy-holder of the acquiring company through the registration of said shares in the name of the sole partner of the split-up company in the registers of registered shares of the acquiring company.

CONDITIONS OF THE TRANSFER
DESCRIPTION OF THE TRANSFERRED ASSETS

1. The meeting asks the notary to record the description below of the intellectual property rights and liquid assets.
2. The elements of assets of the split-up company to be allocated comprise (i) the intellectual property rights relating to its biscuit activities, as well as (ii) a specific amount in money to the extent of EUR 1,000, such as mentioned and further described in the proposal of partial splitting-up and its attachments (and such as updated consistent with the attachment to these minutes).
For a description more in detail of the elements of assets and liabilities of the split-up company that are allocated to the acquiring company, the meeting refers to the aforementioned proposal of partial splitting-up and its attachments, the aforementioned reports of the body of business managers and of the auditor of the company.
3. The assets of the split-up company that are transferred as a result of the partial splitting-up, are transferred factually and legally in the state in which they encounter themselves at the date. The acquiring company declares to be fully aware of the composition of such assets and exempts the notary from describing them here.
4. The acquiring company enters into the rights and obligations of the split-up company with respect to the contributed assets, such as further determined in the proposal of partial splitting-up.
5. The meeting of the split-up company has declared that the transferred assets do not include any real property, or any other rights in rem and that the transferred assets do not include any other elements, on which any decree or order relating to the soil decontamination is applicable.

THIRD DECISION: INCREASE OF CAPITAL

As a consequence of the contribution of the intellectual property rights and liquid assets, the meeting decides to increase the registered capital of the company by seventy-one euro eighty-six cents (EUR 71.86) in order to raise it from twenty-eight thousand one hundred seventy-nine euros four cents (EUR 28,179.04) to twenty-eight thousand two hundred fifty euros ninety cents (EUR 28,250.90), through the creation of three thousand nine hundred seventy (3,970) new registered shares, without indication of nominal value, of the same nature and with the same rights and advantages as the existing shares. They will share in the profits of the acquiring company as from 1 January 2010 and during the whole of the financial year during which they were issued.

These new shares will be allocated to the sole partner of the split-up company.

The allocation of such shares to the sole partner of the split-up company will take place through the business managers or a proxy-holder of the acquiring company by the inscription of such shares in the name of the sole partner of the split-up company in the register of registered shares in the name of the acquiring company.

DETERMINATION OF THE ACTUAL REALISATION OF THE PARTIAL SPLITTING-UP
AND OF THE INCREASE OF CAPITAL

The meeting verifies and asks the undersigned notary to lay down in an instrument that:

1. the partial splitting-up of the private limited liability company "*GENERAL BISCUITS BELGIË*", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan, with company number VAT BE 0414.321.048 RLE Turnhout (the "*split-up company*") as contribution and transfer to the company, of the intellectual property rights and liquid assets of the split-up company, such as described in more detail and consistent with the allocation and distribution such as determined in the aforementioned proposal of partial splitting-up and its attachments, has been approved by this meeting.

2. the condition precedent taken up in the minutes of the extraordinary general meeting of the sole partner of the split-up company, held immediately before this meeting, is, as a matter of consequence, fulfilled and that the partial splitting-up is actually achieved.
3. the increase of capital is fully subscribed and actually realised and that the capital is thus brought to twenty-eight thousand two hundred fifty euros ninety cents (EUR 28,250.90), distributed in eight thousand nine hundred and eight (8,908) shares, without mention of nominal value.

FOURTH DECISION: PROCESSING IN THE BOOKS OF THE INCREASE OF EQUITY MEANS OF THE COMPANY

The meeting decides that as a consequence of this partial splitting-up, the equity capital of the company increases by thousand euros (EUR 1,000) (which amount includes the amount of the increase of capital, that has been decided under the third decision above), through imputation of the aforementioned amount to the relevant entries in the books of the company as follows:

Capital:	EUR	71.86
Tax-free reserve	EUR	22.07
Transferred profit (loss)	EUR	906.07

FIFTH DECISION: MODIFICATION OF THE ARTICLES OF ASSOCIATION

As a consequence of the foregoing decisions, the meeting decides to replace article 5 of the articles of association as follows:

"The registered capital of the company amounts to twenty-eight thousand two hundred fifty euros ninety cents (EUR 28,250.90), represented by eight thousand nine hundred and eight (8,908) shares, without mention of nominal value. It has to be fully and unconditionally subscribed. These shares are numbered from 1 up to 8,908."

SIXTH DECISION: APPOINTMENT OF BUSINESS MANAGER

The meeting decides to appoint Mr. *MEURRENS Bart*, born in Leuven on 2 November 1967, of Holsbeek (B-3220 Holsbeek), Dutselstraat 170, (identity card number 590-4041122-31 – national register number 67.11.02 275-82), effective as of today and for an undetermined period as business manager of the company.

His term of office will be for no consideration.

Two business managers acting jointly will validly represent the company.

SEVENTH DECISION: AUTHORISATION

The meeting decides to grant all powers to each business manager of the company for the execution of the taken decisions, to Mrs. *COENEGRACHTS*, aforementioned, for the filling-in of the register of shares, and to the undersigned notary or his partner for drawing up, signing and filing the coordinated articles of association, consistent with the Companies Code.

All powers, with possibility of delegation, are furthermore granted to Mrs. *Marie VANDENBRANDE*, and Mrs. *Davinia RAES-MARTENS*, who all make election of domicile at the cooperative company with limited liability "*Baker & McKenzie*" civil trading company, in Brussels (B-1050 Brussels), Louizalaan 149, all individually competent, in order to undertake on behalf and for the account of the company, as a result of the decisions taken by this meeting, all useful or necessary steps with a view to the adaptation of the identification data and basic information of the company at the administration of the value-added tax and insofar as necessary, the Company Counter and Central Databank of enterprises.

QUESTIONS OF THE SOLE PARTNER

The sole partner declares that it has no questions to the business managers and auditor of the company, consistent with article 274 of the Companies Code.

CONFIRMATION OF IDENTITY

The notary confirms that the identity of the individuals was demonstrated to him on the basis of the aforementioned evidential identity documents.

STATEMENTS

The sole partner represented as already said, declares and confirms:

- a) that the notary has informed it conveniently about the rights, obligations and charges resulting from these minutes and has advised her in an impartial way;
- b) that the individuals whose national number is mentioned in these minutes have explicitly agreed on such mention.

The Chairman of the meeting declares to have received the draft of these minutes on 18 June 2010 that is at least five working days before this meeting.

FISCAL STATEMENTS

This partial splitting-up occurs neutrally for what regards taxes pursuant to articles 211 and following of the Code of Income Tax 1992 and pursuant to articles 117§2 and 120, third paragraph, of the Code of registry dues, as well as articles 11 and 18§3 of the VAT Code. The split-up and acquiring company are liable to the value-added tax and respectively inscribed under number BE 0414.321.048 and BE 0807.891.521.

CONCLUSION

The agenda being exhausted, the meeting is closed at twelve o'clock.

DUES ON DOCUMENTS (CODE OF VARIOUS DUES AND TAXES)

The dues on documents amount to ninety-five euros (EUR 95.00).

WHEREOF RECORD.

Drawn up on the date and at the place mentioned above.

After reading out with explanation of these minutes, in full for what regards the mentions for which the Law so requires and partly for all other provisions, the Chairman of the meeting signs in that capacity with me, Notary.

(Follow the signatures.)

Registered five pages, one change at the 3rd Registry of Elsene on 16 June 2010. Book 55, page 08, box 06. Received: twenty-five euros (EUR 25). The acting Senior Inspector (signed) MARCHAL D.)

POWER OF ATTORNEY

THE UNDERSIGNED:

The company existing and incorporated consistent with the Swiss law "KRAFT FOODS SCHWEIZ HOLDING GmbH", established in Switzerland, 6301 Zug, Chollerstraße 4, and inscribed in the trade register under number CH-020.3.000.864-2

Hereinafter called "the *Principal*"

Owner of 4,938 shares of the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels

Declares hereby to waive the convening of the **extraordinary general meeting** of the sole partner of said company, that will be held on or around 14 June 2010, around 12.15, at the office of *Vroninks & Ricker* – associate notaries, in Elsene, Kapitein Crespelstraat 16, and to appoint as proxy-holders (hereinafter called "the *Proxy-holder*") with possibility of delegation:

Mrs. Ann COENEGRACHTS

To whom the Principal grants all powers with a view to represent it at said meeting, with the following **agenda**:

1. *Reading and discussion of the proposal of partial splitting-up such as drafted by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.*

The opportunity was given to the sole partner to get this document free of charge at the registered office of the company.

2. *Communication of changes, if any, of the situation of the assets of the companies involved in the partial splitting-up since the date of establishment of the aforementioned proposal of partial splitting-up*

3. *Consistent with article 677 in combination with article 734 of the Companies Code, explicit waiver of the reports prescribed by articles 730, 731 and 733 of the Companies Code.*

The first and second paragraphs of aforementioned article 734 specify literally as follows:

"The companies participating in the splitting-up do not have to apply articles 730, 731 and 733, insofar as the latter refer to the reports, if all partners and all holders of shares having a voting right at the general meeting, have waived it.

The waiver of this right is determined by an explicit voting at the general meeting that has to decide on the participation in the splitting-up."

4. *Reading and discussion of:*

- c) *the auditor's report drawn up consistent with article 313 of the Companies Code on the contribution in kind that is the subject-matter of item 5 below, on the methods applied for the evaluation and actual compensation granted in return; and*
- d) *the special report by the body of business managers of the acquiring company (such as defined below), drawn up consistent with article 313 of the Companies*

Code, on the interest for the company of the proposed contribution as well as of the increase of capital, as well as on the auditor's report.

5. Approval of the partial splitting-up, such as proposed in the proposal of partial splitting-up, without winding-up and liquidation, of the private limited liability company "GENERAL BISCUITS BELGIË", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, and with company number VAT BE 0414.321.048 RLE Turnhout (the "split-up company"), as contribution and transfer to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels (the "acquiring company"), of (i) the intellectual property rights relating to the biscuit activity (the "intellectual property rights") as well as (ii) a specific amount in money to the extent of EUR 1,000 (the "liquid assets") of the split-up company, such as described in more detail and according to the allocation fixed in the aforementioned proposal of partial splitting-up and its attachments.

The contribution is realised on the basis of the balance sheet as on 31 December 2009.

The method of calculation of the compensation for the contribution and the value of the intellectual property rights and liquid assets on the date of the contribution are fixed in the auditor's report and the special report of the body of business managers of the company, both consistent with article 313 of the Companies Code.

The transactions of the split-up company since (and inclusive of) 1 January 2010 relating to the intellectual property rights and liquid assets to be brought in as a result of the splitting-up will be considered in the books as effected for the account of the acquiring company.

The partial splitting-up will be exclusively compensated by the allocation to the sole partner of the split-up company of three thousand nine hundred seventy (3,970) new shares of the acquiring company.

6. As a result of the transfer of the intellectual property rights and liquid assets of the split-up company, the capital of the acquiring company will increase by seventy-one euros eighty-six cents (EUR 71.86), in order to raise it from twenty-eight thousand hundred seventy-nine euros four cents (EUR 28,179.04) to twenty-eight thousand two hundred fifty euros 90 cents (EUR 28,250.90), through the creation of three thousand nine hundred seventy (3,970) new shares, without mention of nominal value, of the same nature and enjoying the same rights and benefits as the existing shares. They will share in the profits of the acquiring company as of 1 January 2010 and during the whole of the financial year during which they are issued.

7. Decision relating to the processing in the books of the increase of the equity capital of the company.

8. Modification of article 5 of the articles of association in order to bring it in line with the new situation of the capital, as a consequence of the transfer of assets within the framework of the aforementioned partial splitting-up.

9. Appointment of a business manager.

10. Powers to be granted for the execution of the decisions taken.

11. Questions from the sole partner

The Proxy can among others, on behalf of the Principal:

- participate in the meeting and if necessary, postpone it;
- participate in any other meeting with the same agenda, if the first meeting was postponed or could not deliberate validly.
- participate in all proceedings, vote or refrain from doing so, approve all items of the agenda, change or reject them, should the case arise, accept any missions.

- To this end make all statements, sign all documents, minutes, registers, attendance sheets and documents, make election of domicile and generally speaking, do all what will be useful and necessary for the execution of this power of attorney.

The Principal recognizes to have taken cognisance of the report mentioned in the agenda.

Done at Glattpark, on 10 June 2010

On behalf of Kraft Foods Schweiz Holding GmbH

(signed) illegible
Name: Michael REINKE
Title: Managing Director

(signed) illegible
Name: René KEISER
Title: Managing Director

Registered four pages no changes at the 3rd Registry of Elsenne on 16 June 2010.

Book 19, page 36, box 15.

Received: twenty-five euros (EUR 25)

The Senior Inspector

MARCHAL D.

(sd) Marchal

KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA

Auditor's report relating to the increase of capital through contribution in kind to the private limited liability company Kraft Foods Belgium Intellectual Property

3 June 2010

1. Mission

The management body of Kraft Foods Belgium Intellectual Property BVBA has entrusted to the auditor of the company, PricewaterhouseCoopers Bedrijfsrevisoren, represented by Mr. François Cattoir, statutory auditor, the mission to issue a report on the increase of capital through contribution in kind, consistent with Art. 313.

Art. 313 of the Companies Code prescribes in such case as follows:

"If an increase of capital involves a contribution in kind, an auditor, or for the companies where there is none, a statutory auditor appointed by the management body, will draw up a report.

That report relates especially to the description of any contribution in kind and the applied methods of evaluation. The report should mention whether the result of such method corresponds at least to the number and nominal value of the shares issued in consideration for the contribution and should the case arise, to the issue premium of the shares to be issued in return for the contribution. The report mentions which actual compensation is given in consideration of the contribution.

A special report is attached hereto, in which the management body sets out why the contribution as well as the proposed increase of capital matter to the company and possibly also why it is departed from the conclusion of the attached report.

The statutory auditor's report and the special report of the management body are filed with the registry of the commercial court consistent with article 75. Said reports are mentioned in the agenda of the General Meeting that has to decide on the increase of capital. A copy of the reports is sent consistent with article 269.

The absence of the report results in the nullity of the decision of the General Meeting."

Pursuant to this mission, we are hereby reporting especially for what regards:

- the description and identification of the contribution;
- the suitability of the methods of evaluation applied for the contribution;
- the compensation given as consideration.

The mission was carried out consistent with the applicable standards of the Instituut der Bedrijfsrevisoren and included consequently the collection of data and application of control procedures deemed useful in the specific circumstances.

We mention here by the way that the management body is responsible for the evaluation of the contribution and for the compensation to be paid.

2. Contemplated transaction and general framework

On 29 April 2010, the bodies of business managers respectively of Kraft Foods Belgium Intellectual Property BVBA and General Biscuits België BVBA have signed a proposal of partial splitting-up consistent with article 677 in combination with article 728 of the Companies Code, that was filed with the registry of the commercial court respectively in Brussels and in Turnhout on 30 April 2010, and currently pending publication in the Appendices to the Belgian Gazette.

As a consequence of the proposal of partial splitting-up, the intellectual property rights such as mentioned in attachment 2 of the proposal of partial splitting-up, and an amount in money of EUR 1,000.00 will be split off from General Biscuits België BVBA (the transferring company) and transferred and brought in Kraft Foods Belgium Intellectual Property BVBA (the receiving company). Such transfer represents a contribution in kind and an increase of capital consistent with article 313 of the Companies Code for what regards Kraft Foods Belgium Intellectual Property BVBA.

In compliance with the aforementioned proposal, the management body of Kraft Foods Belgium Intellectual Property BVBA proposes to the general partners' meeting an increase of capital through the issue of new shares for an amount of EUR 71.86.

The aforementioned contributions aim at subscribing to an increase of capital of Kraft Foods Belgium Intellectual Property BVBA, of which the registered capital amounts prior to the contribution to EUR 28,179.04, and represented by 4,938 registered shares, without mention of nominal value.

As compensation for the contribution, the management body proposes the issue of 3,970 shares paid-up in full without mention of nominal value, totally similar to and with the same rights and advantages as the existing shares and sharing in the profit as from 1 January 2010.

The registered capital of Kraft Foods Belgium Intellectual Property BVBA will henceforth be raised to EUR 28,250.90, represented by 8,908 shares without mention of nominal value.

From the discussion with the business managers and reading of their draft special report, we bear in mind that the contribution fits into the contemplated European reorganisation by the Kraft Foods group.

Consistent with the articles of association, Kraft Foods Belgium Intellectual Property BVBA has as main activity:

- *"[...] in Belgium and abroad, exclusively in own name and for own account, the acquisition and transfer, allocation or taking, giving and taking of licenses and sublicenses*

or the grant, as well as use and exploitation of patents, trademarks, denominations, inventions or of any other intellectual property right.

- The company may use its funds for the creation, management, realization and liquidation of securities portfolios comprising any shares, securities, debentures and values, as well as for the acquisition of patents and other intellectual rights which the company may possess and manage. It may participate in the incorporation, development and formation of any enterprises. It may generally speaking take all measures to protect its rights and carry out any transaction in direct or indirect relationship with its corporate object.

- The company can in Belgium and abroad, carry out any commercial, industrial, financial, personal or real transactions, in direct or indirect relationship with that object. It can also take a participation in the form of contributions, subscriptions or otherwise, in any enterprises, associations or companies with an object similar, corresponding or related to its own, that are of a nature to promote the achievement of its corporate object or directly or indirectly related to that enterprise. It may act as guarantor for such companies or give them its guarantee, grant advances or credit openings, provide mortgage or other guarantees."

3. Description of the contribution

The contribution in Kraft Foods Belgium Intellectual Property BVBA as a result of the partial splitting-up of General Biscuits België BVBA concerns the contribution of the intellectual property rights relating to the biscuit activities such as taken up in detail in Attachment 2 to the proposal of partial splitting-up that was filed with the commercial court on 30 April 2010, as well as an amount in money of EUR 1,000.00 resulting directly from the balance sheet as on 31 December 2009 of the company that makes the object of the partial splitting-up.

Our activities allow us to conclude that the identification and description of the aforementioned contribution contemplated by the company are sufficient, accurate and clear.

4. Methods of evaluation applied

In view of the fact that the contribution in kind results from a partial splitting-up of the company General Biscuits België BVBA, the elements making the subject of the contribution are valued at the value for which they are taken up in the balance sheet of the company to be split up as on 31 December 2009.

The liquid assets to the extent of EUR 1,000.00 are valued at nominal value.

The aforementioned intellectual property rights relating to the biscuit activities are not expressed in the balance sheet of the company making the subject of the partial splitting-up and have consequently a net book value equal to EUR 0.

We have investigated whether the applied method of evaluation is convenient with respect to the characteristics of the transaction and whether the latter are convenient from the viewpoint of business economics, i.e. in view of the market conditions and of the benefit of the contribution for the company needing the contribution.

Furthermore the necessary documents in support of the contribution values have been handed over to us.

Based on our activities and in view of the specific circumstances and characteristics of the transaction, we are of the opinion that the applied evaluation methods that lead to the conclusion that the elements to be brought in are not overvalued, are well-considered from the viewpoint of business economics.

5. The compensations granted as consideration

The body of business managers is bona fide of the opinion that the use of the Discounted Cash Flow method as sole method for the calculation of the market value as basis for the determination of the number of new shares to be issued by Kraft Foods Belgium Intellectual Property BVBA to the – at the time of the planned transaction – sole partner of General Biscuits België BVBA is justified by the fact that (A) such method reflects the actual value of Kraft Foods Belgium Intellectual Property BVBA and the contributed intellectual property rights, and (B) all the parties involved in the contemplated transaction pertain to the same Kraft Foods group of companies, which is ultimately held and controlled by Kraft Foods Inc., USA.

The market value of the intellectual property rights as on 31 December 2009, such as calculated by the management body on the basis of the Discounted Cash Flow method, amounts to EUR 82,800,000.00. Added to the liquid assets, the total market value of the transferred assets amounts thus in total to EUR 82,801,000.00.

The registered capital of Kraft Foods Belgium Intellectual property BVBA amounts to EUR 28,179.04 and is represented by 4,938 registered shares without nominal value. The fractional value of each share amounts to EUR 5.70656946. The market value per share of Kraft Foods Belgium Intellectual Property BVBA amounts to EUR 28,858.6472255, or a total of EUR 103,000,000.00, such as calculated by the management body consistent with the Discounted Cash Flow method.

As a consequence of the contribution of the intellectual property rights and the liquid assets to Kraft Foods Belgium Intellectual Property BVBA within the framework of the transaction, the registered capital of Kraft Foods Belgium Intellectual Property BVBA will be increased by EUR 71.86 in order to raise it from EUR 28,179.04 to EUR 28,250.90.

As compensation for the aforementioned contribution of the intellectual property rights and liquid assets, the body of business managers of Kraft Foods Belgium Intellectual Property BVBA proposes that Kraft Foods Belgium Intellectual Property BVBA would issue 3,970 new shares to the – at the time of the transaction – sole partner of General Biscuits België BVBA. That number of new shares was determined by dividing the aforementioned total market value of the transferred assets, EUR 82,801,000.00 by the market value per share of Kraft Foods Belgium Intellectual Property BVBA at the time of the transaction, EUR 20,858.6472255. There will be no additional compensation in money (surcharge). As a matter of consequence the price of issue of the new shares that will be issued to the – at the time of the transaction – sole partner of General Biscuits Belgium BVBA as compensation for its contribution of the intellectual property rights and liquid assets to Kraft

Foods Belgium Intellectual Property BVBA will be equal to EUR 20,858.6472255 per new share.

The capital of the receiving company, Kraft Foods Belgium Intellectual Property BVBA, will as a consequence of the contribution be increased by EUR 71.86 based on the attribution of the own elements of assets within the framework of the partial splitting-up such as taken up in Attachment 1.

The new shares of Kraft Foods Belgium Intellectual Property BVBA will entitle their holder to share as from their issue, in the profit of Kraft Foods Belgium Intellectual Property BVBA as from 1 January 2010 and during the whole financial year during which they are issued. They will have the same rights and obligations as the other shares of Kraft Foods Belgium Intellectual Property BVBA that are existing now. There are no special rules as to this right.

From the draft special report of the management body, it results that no advantages other than those mentioned above, were granted to the contributors as compensation for their contribution.

As part of our activities, we have checked whether the whole compensation is not superior to the value of the contribution obtained through the above-described methods of evaluation.

6. Conclusion

The contribution in kind to the increase of capital of Kraft Foods Belgium Intellectual Property BVBA as a result of the partial splitting-up of General Biscuits België BVBA, consists in the contribution of the intellectual property rights tied to the biscuit activities of General Biscuits België BVBA and a contribution in money of EUR 1,000.00. Such contribution was evaluated at the net book value of the elements brought in as on 31 December 2009 at EUR 1,000.00.

As compensation for the aforementioned contribution, 3,970 new shares without mention of nominal value will be issued. The capital of the company Kraft Foods Intellectual Property BVBA will as a consequence of such contribution be increased by EUR 71.86 to raise it from EUR 28,179.04 to EUR 28,250.90.

On the basis of the control of the contemplated transaction such as described in this report, we are of the opinion that:

- the control activities have been carried out consistent with the control standards of the Instituut der Bedrijfsrevisoren, whereby the management body of the company is responsible for the evaluation of the contributed elements and for the determination of the number of shares to be issued by the company as compensation for the contribution in kind;
- the description of the contribution in kind meets the normal requisites of accuracy and clarity;
- the methods of evaluation retained by the parties for the contribution in kind are well-considered from the point of view of business economics and that the valuations to which such methods of evaluation have led, fit at least the number

and fractional value of the shares to be issued in consideration for the contribution,
so that the contribution in kind is not overvalued.

We wish eventually to recall that our mission does not consist in pronouncing ourselves
upon the legitimacy and reasonableness of the transaction.

3 June 2010

The auditor
PricewaterhouseCoopers Bedrijfsrevisoren
represented by
(signed) illegible
François Cattoir
Statutory auditor

Attachment 1: Detailed splitting of the elements of assets and liabilities as on 31 December 2009 between General Biscuits België BVBA, Kraft Foods Belgium Distribution BVBA and Kraft Foods Belgium Intellectual Property BVBA within the framework of the partial splitting-up.

	BEFORE PARTIAL SPLITTING-UP		AFTER PARTIAL SPLITTING-UP			
	General Biscuits België BVBA		General Biscuits België BVBA	Kraft Foods Belgium Distribution BVBA	Kraft Foods Belgium Intellectual Property BVBA	
	Codes	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	
I. BALANCE SHEET AFTER PROFIT SHARING						
ASSETS						
FIXED ASSETS						
I. INCORPORATION COSTS	20/28	29.518.380,90	28.046.380,90	3.472.370,94	0,00	
II. INTANGIBLE FIXED ASSETS	20					
III. TANGIBLE FIXED ASSETS	21	5.047.405,88	1.644.916,14	3.402.489,74	0,00	
A. Grounds and buildings	22/27	4.693.650,47	4.693.650,47	0,00	0,00	0,00
B. Installations, machines	22	18.904.719,70	18.904.719,70	0,00	0,00	0,00
C. Furniture and rolling-stock	23	616.229,01	616.229,01	0,00	0,00	0,00
D. Leasing and similar rights	24	0,00	0,00	0,00	0,00	0,00
E. Other tangible fixed assets	25	0,00	0,00	0,00	0,00	0,00
F. Assets under construction	26	185.362,00	185.362,00	0,00	0,00	0,00
IV. FINANCIAL FIXED ASSETS	27	71.013,84	1.132,64	69.881,20	0,00	0,00
A. Allied enterprises	28	69.898,31	17,11	69.881,20	0,00	0,00
1. Participations	280/1	0,00	0,00	0,00	0,00	0,00
2. Accounts receivable	281	0,00	0,00	0,00	0,00	0,00
B. Enterprises with which there is a participation relation	282/3	0,00	0,00	0,00	0,00	0,00
1. Participations	282	0,00	0,00	0,00	0,00	0,00
2. Accounts receivable	283	0,00	0,00	0,00	0,00	0,00
C. Other financial fixed assets	284/8	1.115,53	1.115,53	0,00	0,00	0,00
1. Shares	284	1.115,53	1.115,53	0,00	0,00	0,00
2. Accounts receivable & guarantees in cash	285/6	0,00	0,00	0,00	0,00	0,00
CURRENT ASSETS						
V. ACCOUNTS RECEIVABLE AT MORE THAN 1 YEAR	29/49	278.167.391,63	251.956.856,04	26.209.535,63	1.000,00	
A. Trade receivables	29	0,00	0,00	0,00	0,00	
B. Other accounts receivable	290	0,00	0,00	0,00	0,00	
VI. STOCKS AND ORDERS IN PROCESS	291	12.590.787,63	12.590.787,63	0,00	0,00	0,00
A. Stocks	3	12.590.787,63	12.590.787,63	0,00	0,00	0,00
1. Raw materials & auxiliary materials	30/36	3.961.337,88	3.961.337,88	0,00	0,00	0,00
2. Goods in preparation	30/31	499.048,01	499.048,01	0,00	0,00	0,00
3. Finished product	32	2.750.990,66	2.750.990,66	0,00	0,00	0,00
4. Commodities	33	5.286.144,99	5.286.144,99	0,00	0,00	0,00
5. Stock in transit	34	93.266,09	93.266,09	0,00	0,00	0,00
6. Prepayments	35	0,00	0,00	0,00	0,00	0,00
B. Orders in process	36	0,00	0,00	0,00	0,00	0,00
VII. ACCOUNTS RECEIVABLE ONE YEAR MAXIMUM	37	50.400.213,21	24.549.092,19	25.851.121,02	0,00	
A. Trade receivables	40/41	48.801.931,59	22.950.810,57	25.851.121,02	0,00	0,00
B. Other accounts receivable	40	1.598.281,62	1.598.281,62	0,00	0,00	0,00
VIII. INVESTMENTS	41	214.392.772,03	214.392.772,04	0,00	0,00	
A. Own shares	50/53	0,00	0,00	0,00	0,00	
B. Other investments	51/53	214.392.772,03	214.392.772,04	0,00	0,00	0,00
IX. LIQUID ASSETS	54/58	470.423,11	111.008,51	358.414,60	1.000,00	
X. EQUALIZATION ACCOUNTS	490/1	313.125,67	313.193,67	0,00	0,00	
TOTAL ASSETS	20/49	307.685.772,55	278.002.866,00	29.681.906,56	1.000,00	

	BEFORE PARTIAL SPLITTING-UP		AFTER PARTIAL SPLITTING-UP			
	General Biscuits België BVBA		General Biscuits België BVBA	Kraft Foods Belgium Distribution BVBA	Kraft Foods Belgium Intellectual Property BVBA	
	Codes	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	
LIABILITIES						
EQUITY CAPITAL	10/15	215,044,821.90	211,587,718.79	3,456,103.28	1,000.00	
I. CAPITAL						
A. Subscribed capital	10	16,114,000.00	15,850,292.01	263,636.13	71.86	
B. Uncalled capital	100	16,114,000.00	16,114,000.00	0.00	0.00	
	101	0.00	0.00	0.00	0.00	
II. ISSUE PREMIUM	11	4,956,447.47	4,956,447.47	0.00	0.00	
III. REVALUATION EXCESS VALUES	12	0.00	0.00	0.00	0.00	
IV. RESERVES	13	36,332,665.88	36,225,300.61	107,343.19	22.02	
A. Legal reserve	130	1,611,400.00	1,585,029.20	26,370.80	0.00	
B. Unavailable reserve	131	371,840.29	371,840.29	0.00	0.00	
1. For own shares	1310					
2. Others	1312	371,840.29	371,840.29	0.00	0.00	
C. Tax-free reserves	132	2,668,174.54	2,587,180.07	80,972.39	22.07	
D. Available reserves	133	31,681,251.05	31,681,251.05	0.00	0.00	
V. PROFIT CARRIED FORWARD	140	157,641,708.55	154,555,678.70	3,085,123.96	906.07	
VI. CAPITAL SUBSIDIES	141					
VII. PROVISIONS FOR RISKS AND COSTS	15	0.00	0.00	0.00	0.00	
A. Pensions and similar obligations	16	9,600,026.07	9,600,026.07	0.00	0.00	
B. Taxes	160	8,598,049.30	8,598,049.30	0.00	0.00	
C. Big repair and maintenance works	161	0.00	0.00	0.00	0.00	
D. Other risks and costs	162	0.00	0.00	0.00	0.00	
	163/9	1,001,976.77	1,001,976.77	0.00	0.00	
DEBITS	17/49	83,040,924.58	56,815,121.14	26,225,803.28	0.00	
VIII. DEBITS AT MORE THAN ONE YEAR	17	0.00	0.00	0.00	0.00	
A. Financial debts	170/4	0.00	0.00	0.00	0.00	
1. Subordinated loans	170					
2. Unsubordinated loans	171					
3. Leasing debts and similar debts	172	0.00	0.00	0.00	0.00	
4. Credit institutions	173	0.00	0.00	0.00	0.00	
5. Other loans	174					
B. Trade payables	175					
1. Suppliers	1750					
2. Bills of exchange to pay	1751					
C. Received prepayments on orders	176					
D. Other debts	178/9	0.00	0.00	0.00	0.00	
IX. DEBITS AT ONE YEAR MAXIMUM	42/48	82,635,610.61	56,409,807.12	26,225,803.28	0.00	
A. Debts at one year maximum maturing during the year	42	0.00	0.00	0.00	0.00	
B. Financial debts	43	0.00	0.00	0.00	0.00	
1. Credit institutions	430/8	0.00	0.00	0.00	0.00	
2. Other loans	439	0.00	0.00	0.00	0.00	
C. Trade payables	44	51,151,565.74	36,647,430.83	14,504,134.75	0.00	
1. Suppliers	440/4	51,151,565.74	36,647,430.83	14,504,134.75	0.00	
2. Bills of exchange to pay	441	0.00	0.00	0.00	0.00	
D. Received prepayments on orders	46					
E. Debts relating to taxes, remunerations and social costs	45	21,898,090.23	19,687,590.31	2,210,499.92	0.00	
1. Taxes	450/3	3,255,296.65	3,080,532.85	174,763.80	0.00	
2. Remunerations and social costs	454/9	18,642,793.58	16,607,057.46	2,035,736.12	0.00	
F. Other debts	47/48	9,585,954.64	74,786.03	9,511,168.61	0.00	
X. EQUALIZATION ACCOUNTS	492/3	405,313.92	405,313.92	0.00	0.00	
TOTAL LIABILITIES	10/49	307,685,772.55	278,002,866.00	29,681,906.56	1,000.00	

Registered ten pages no changes at the 3rd Registry of Elsene on
16 June 2010
Book 19, page 36, box 15
Received twenty-five euros (EUR 25)
The Senior Inspector
MARCHAL D.
(signed) Marchal

Attachment instrument 2010/681

Country	Registration No.	Mark	Class	Applicant	Registration No.	Date	Priority	Registration No.	Date
Afghanistan	29, 30, 32	PRINCE	30	GENERAL BISCUITS BELGIE BVBA	492	June 28 1998	5749	November 1 2008	June 28 2018
Afghanistan	29, 30, 32	TUC logo 96	30	GENERAL BISCUITS BELGIE BVBA	1161	August 13 2000	6193	August 13 2000	August 13 2010
African Union (AIPO)	30	CENT WAFERS emballage 96	30	GENERAL BISCUITS BELGIE BVBA	88086	December 11 1997	38634	December 31 1998	December 11 2007
African Union (AIPO)	30	CHA-CHA PAREM emballage couleurs	30	GENERAL BISCUITS BELGIE BVBA	67104	April 20 1977	17097	April 20 1997	April 20 2007
African Union (AIPO)	29, 30, 32	GRANOLA	30	GENERAL BISCUITS BELGIE BVBA	90832	October 14 1999	41718	June 12 2000	October 14 2009
African Union (AIPO)	29, 30, 32	PRINCE	30	GENERAL BISCUITS BELGIE BVBA	87693	August 8 1997	38238	November 30 1998	August 8 2007
African Union (AIPO)	30	PRINCE emb. roui. chocolat F/8 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	3 200 300 355	February 28 2003	47 852	February 28 2003	February 28 2013
African Union (AIPO)	30	PRINCE emballage chocolat 98	30	GENERAL BISCUITS BELGIE BVBA	89125	September 22 1998	39899	November 16 1999	September 22 2008
African Union (AIPO)	29, 30, 32	PRINCE personnage 3 An. 94 couleurs	30	GENERAL BISCUITS BELGIE BVBA	87931	October 24 1997	38476	December 31 1998	October 24 2007
African Union (AIPO)	29, 30	PRINCE personnage 4 An. 98 couleurs	30	GENERAL BISCUITS BELGIE BVBA	88484	April 15 1998	39136	March 31 2008	April 15 2018
African Union (AIPO)	29, 30, 32	PRINCE personnage 4 An. 98 (gravure)	30	GENERAL BISCUITS BELGIE BVBA	89282	November 4 1998	40097	November 29 1999	November 4 2008
African Union (AIPO)	29, 30, 32	PRINCE personnage 5 An. 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	3200301124	August 7 2003	48502	January 21 2004	August 7 2013
African Union (AIPO)	29, 30, 32	PRINCE	30	GENERAL BISCUITS BELGIE BVBA	87685	August 6 1997	38230	August 6 2007	August 6 2017
African Union (AIPO)	29, 30, 32	TUC	30	GENERAL BISCUITS BELGIE BVBA	90831	October 14 1999	41717	June 12 2000	October 14 2009
African Union (AIPO)	30	TUC CRACKERS PAREM étiquette	30	GENERAL BISCUITS BELGIE BVBA	69 941	January 26 1960	19 909	January 26 2000	January 26 2010
African Union (AIPO)	29, 30, 32	TUC emb. crackers nature 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	3 200 200 894	June 17 2002	46 552	June 17 2002	June 17 2012
African Union (AIPO)	29, 30, 32	TUC logo 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	3200200458	March 22 2002	47 908	March 22 2002	March 22 2012
African Union (AIPO)	29, 30	TUC logo 96	30	GENERAL BISCUITS BELGIE BVBA	87047	March 14 1997	38292	March 14 1997	March 14 2007
African Union (AIPO)	30	TUC PAREM étiquette couleurs	30	GENERAL BISCUITS BELGIE BVBA	63177	May 17 1973	13028	May 17 2003	May 17 2013
Algeria	30	MINISTAR	30	GENERAL BISCUITS BELGIE BVBA	061293	May 9 2006			
Andorra	29, 30, 32	CHA-CHA (New Sensations) emb. 2000 couleur	30	GENERAL BISCUITS BELGIE BVBA	960 111	January 24 2001	16106	January 24 2001	January 24 2011
Andorra	29, 30, 32	PIM'S	30	GENERAL BISCUITS BELGIE BVBA	10167	December 5 1997	10167	December 5 2007	December 5 2017
Andorra	29, 30, 32	PRINCE	30	GENERAL BISCUITS BELGIE BVBA	7475	August 12 1997	7858	August 12 2007	August 12 2017
Andorra	30	PRINCE emb. roui. chocolat F/8 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	19248	March 7 2003	19248	March 7 2003	March 7 2013
Andorra	30	PRINCE emballage chocolat 98	30	GENERAL BISCUITS BELGIE BVBA	11256	September 23 1998	11551	September 23 2008	September 23 2018

Country	Trade Name	Class	Applicant Name	Registration No.	Effective Date	Renewal Date
Yemen	Prince Painsnonge 5 An. 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	21327	March 29 2003	December 17 2003
Yemen	TUC	30	GENERAL BISCUITS BELGIE BVBA	19915	July 10 2002	April 29 2003
Yemen	TUC	29	GENERAL BISCUITS BELGIE BVBA	19914	July 10 2002	April 29 2003
Yemen	TUC logo 96	30	GENERAL BISCUITS BELGIE BVBA	13687	December 27 1998	December 27 2008
Yemen	TUC logo 96	29	GENERAL BISCUITS BELGIE BVBA	13689	December 27 1998	December 27 2008
Yemen	TUC logo ancien sur fond jeune	30	GENERAL BISCUITS BELGIE BVBA	3390	May 14 1988	May 14 2008
Zambia	CHA-CHA PAIN emballage couleurs	30	GENERAL BISCUITS BELGIE BVBA	115/77	December 21 1976	December 21 1997
Zanzibar	CHA-CHA typographie	42	GENERAL BISCUITS BELGIE BVBA	125/72	October 3 1972	October 3 2000
Zanzibar	PRINCE	42	GENERAL BISCUITS BELGIE BVBA	89/98	April 29 1998	April 29 1998
Zanzibar	PRINCE	44	GENERAL BISCUITS BELGIE BVBA	91/98	April 29 1998	April 29 1998
Zanzibar	PRINCE	43	GENERAL BISCUITS BELGIE BVBA	90/98	April 29 1998	April 29 1998
Zanzibar	TUC logo 96	29	GENERAL BISCUITS BELGIE BVBA	187/2000	April 19 2000	April 19 2000
Zanzibar	TUC logo 96	42	GENERAL BISCUITS BELGIE BVBA	187/2000	April 19 2000	April 19 2000
Zanzibar	TUC logo 96	30	GENERAL BISCUITS BELGIE BVBA	187/2000	April 19 2000	April 19 2000
Zimbabwe	PRINCE	29	GENERAL BISCUITS BELGIE BVBA	476/98	April 14 1998	April 14 2008
Zimbabwe	PRINCE	30	GENERAL BISCUITS BELGIE BVBA	477/98	April 14 1998	April 14 2008
Zimbabwe	PRINCESS	30	GENERAL BISCUITS BELGIE BVBA	1325/99	June 3 1999	June 3 2010

Registered sixty-nine pages no changes at the 3rd Registry of Elsene on

16 June 2010

Book 19, page 36, box 15

Received: twenty-five euros (EUR 25)

The Senior Inspector

MARCHAL D.

(signed) Marchal

TRADEMARK

REEL: 004829 FRAME: 0560

Kraft Foods Belgium Intellectual Property BVBA
Private limited liability company

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SPECIAL REPORT OF THE COLLEGE OF BUSINESS MANAGERS
consistent with Article 313 of the Companies Code

I. Introduction

This special report was drawn up by the body of business managers of Kraft Foods Belgium Intellectual Property BVBA (the "**Company**") consistent with article 313 of the Companies Code, and relates to the proposal from the body of business managers to increase the registered capital of the company through the issue of new shares by contribution to the company of specific intellectual property rights and a specific amount of money within the framework of a partial splitting-up of General Biscuits België BVBA, a private limited liability company, with registered office in De Beukelaer – Pareinlaan 1, B-2200 Herentals and with company number VAT BE 0414.321.048 (RLE Brussels) ("**GBB**"), such as described below, consistent with article 677 in combination with 673 of the Companies Code (the "**Partial Splitting-up**"). This special report will be presented to an extraordinary shareholders' meeting to be held before a notary on or around 14 June 2010.

On 29 April 2010, the body of business managers respectively of the Company and of GBB have signed a proposal of partial splitting-up (the "**Proposal of Partial Splitting-up**") consistent with article 677 in combination with 728 of the Companies Code, that was filed with the registry of the commercial court respectively in Brussels and Turnhout, on 30 April 2010 and was published in the Appendices to the Belgian Official Gazette in the form of communication, on 11 May 2010.

As a consequence of the proposal of partial splitting-up, the intellectual property rights mentioned in Attachment 2 of the proposal of partial splitting-up (the "**Intellectual Property rights**") and a specific amount of money of EUR 1,000.00 (the "**Liquid Assets**") will be split off from GBB (the transferring company) and transferred and brought in the company (the receiving company). This transfer is a contribution in kind and an increase of capital consistent with article 313 of the Companies Code for what regards the company.

Article 313 of the Companies Code requires that the body of business managers of the company would draw up a special report in which the body of business managers sets out why the proposed contribution in kind and the proposed increase of the registered capital matter to the Company.

This special report from the body of business managers should be read together with the report consistent with article 313 of the Companies Code that was drawn up by the auditor

of the Company and the proposal of partial splitting-up. The auditor's report mentioned above and the proposal of partial splitting-up are attached to this report respectively as Attachment A and Attachment B.

II. Proposed transaction

1. General background

For the reasons further set forth in the Proposal of Partial Splitting-up as well as below, the body of business managers of GBB proposes to the partner of GBB to split up the sales and marketing activities, intellectual property rights and liquid assets, support activities and procurement activities (such as defined in the Proposal of Partial Splitting-up) that are currently carried out and held within one single legal entity (i.e. GBB), whereby (i) the sales and marketing activities and the intellectual property rights and liquid assets are split off and brought in two (2) distinct legal entities (namely respectively Kraft Foods Belgium Distribution BVBA and the Company) (subject to approval of the partial splitting-up by the general partners' meeting of GBB and Kraft Foods Belgium Distribution BVBA respectively) and (ii) the support activities and procurement activities will be sold to other entities within the Kraft Foods group (namely respectively Kraft Foods Belgium Services BVBA and the Belgian branch of Kraft Foods Europe Procurement GmbH). After the aforementioned sales and splits-up will have taken place, only the production activities and R&D will consequently remain with GBB, whereby GBB would also remain owner of the stocks of raw materials and packaging material, and of semi-finished and finished products.

In the context of the contemplated splitting-up, the intellectual property rights and the liquid assets would be split off and brought in the Company (the other assets would be split off or transferred to other companies within the European Kraft Foods group, such as described above and in the Proposal of Partial Splitting-up).

In view of the specific nature of the Partial Splitting-up, whereby the intellectual property rights and liquid assets are split off from GBB towards the Company, whereby GBB does not cease to exist, the existing shares in GBB are not exchanged for shares of the Company. Générale Biscuits S.A.S. that is the sole partner of GBB at the time of the Partial Splitting-up, will maintain its current shareholding in GBB and acquire new shares of the Company issued by the latter to Générale Biscuits S.A.S. as compensation for its contribution of the intellectual property rights and liquid assets.

2. Evaluation of the contributed assets and number of new shares to be issued

The market value of the intellectual property rights as on 31 December 2009, calculated on the basis of the Discounted Cash Flow method, amounts to EUR 82,800,000.00. Added to the liquid assets, the total market value of the transferred assets amounts thus in total to EUR 82,801,000.00.

The registered capital of the Company amounts to EUR 28,179.04 and is represented by 4,938 registered shares without nominal value. The fractional value of each share amounts to EUR 5,70656946. The market value per share of the Company amounts to about EUR 20,858.6472255, or a total of EUR 103,000,000.0, such as calculated consistent with the Discounted Cash Flow method as on 31 December 2009.

The body of business managers is bona fide of the opinion that the use of the Discounted Cash Flow method as sole method for the calculation of the market value as basis for the determination of the number of new shares to be issued by the Company to the – at the time of the planned Partial Splitting-up- sole partner of GBB is justified by the fact that (A) such method reflects the actual value of the Company and the contributed intellectual property rights, and (B) all the parties involved in the contemplated Partial Splitting-up pertain to the same Kraft Foods group of companies, which is ultimately held and controlled by Kraft Foods Inc., USA;

As a consequence of the contribution of the intellectual property rights and the liquid assets in the company within the framework of the Partial Splitting-up, the registered capital of the Company will be increased by EUR 71.86 in order to raise it from EUR 28,179.04 to EUR 28,250.09.

As compensation for the aforementioned contribution of the intellectual property rights and the liquid assets, the body of business managers of the Company proposes that the Company would issue 3,970 new shares to the – at the time of the Partial Splitting-up – sole partner of GBB. That number of new shares was fixed by dividing the aforementioned total market value of the transferred assets (namely EUR 82,801,000.00) by the market value per share of the Company (namely about EUR 20,858.6472255). There will be no additional compensation in money (surcharge).

Consequently the price of issue of the new shares that will be issued to the – at the time of the Partial Splitting-up – sole partner of GBB as compensation for its contribution of the intellectual property rights and liquid assets to the Company will be equal to about EUR 20,858.6472255 per new share. The price of issue will be fully allocated to the registered capital of the Company. No issue premium will be awarded.

The new shares of the Company will give their owner the right to share from the date of their issue in the profit of the Company as of 1 January 2010 and during the whole financial year, during which they are issued. They will have the same rights and obligations as the other shares of the Company existing right now. There are no special rules relating to this right.

III. Justification of the proposed contribution in kind and contemplated increase of capital

1. Justification of the contribution in kind

The contemplated contribution of the intellectual property rights and liquid assets takes place in the context of the contemplated Partial Splitting-up that is itself proposed with a view to the implementation of the reorganisation (such as defined in the Proposal of Partial Splitting-up) of the Kraft group of companies in Europe.

As set forth in the Proposal of Partial Splitting-up, the Kraft Foods group contemplates currently a streamlining of specific functions within the biscuit activity with the current business structures within the Kraft Foods group for what regards its chocolate, coffee and cheese & dairy products activities with a view to act more efficiently through Europe and in

order to be able to meet better the customers' needs. This reorganisation will lead to a transfer of activities among various legal entities active in the sales and marketing, as well as relating to support functions, such as finance, human resources, IT, customers service and logistics, the legal aspect and more general support services. This reorganisation will however not at all influence the biscuits production activities. Furthermore the European company that is responsible for the procurement, namely Kraft Foods Europe Procurement GmbH, which company has branch offices in various European countries, will also play a role in the delivery for shipment of services and material for the biscuits business.

Furthermore the contribution of the intellectual property rights (together with the liquid assets) in the Company, allows the latter to acquire such intellectual property rights without having to fall back on cash and equity capital of the Company for such take-over.

For the reasons mentioned above, the Company is bona fide of the opinion that the proposed contribution in kind is in its interest.

2. Justification of the increase of capital

The contemplated contribution in kind and the resulting increase of capital will improve the net assets position of the Company and reinforce the structure of the registered capital. This is to the benefit of the Company, its partners and creditors.

* * *

Done in Brussels, on 28 May 2010 in two (2) originals.

On behalf of the body of business managers

By: (signed) illegible
Name: Bart Meurrens
Special proxy-holder

ATTACHMENT A

COMPANY AUDITOR'S REPORT CONSISTENT WITH ARTICLE 313 OF THE
COMPANIES CODE

KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA

Auditor's report relating to the increase of capital through contribution in kind to the private limited liability company Kraft Foods Belgium Intellectual Property

3 June 2010

1. Mission

The management body of Kraft Foods Belgium Intellectual Property BVBA has entrusted to the auditor of the company, PricewaterhouseCoopers Bedrijfsrevisoren, represented by Mr. François Cattoir, statutory auditor, the mission to issue a report on the increase of capital through contribution in kind, consistent with Art. 313.

Art. 313 of the Companies Code prescribes in such case as follows:

'If an increase of capital involves a contribution in kind, an auditor, or for the companies where there is none, a statutory auditor appointed by the management body, will draw up a report.

That report relates especially to the description of any contribution in kind and the applied methods of evaluation. The report should mention whether the result of such method corresponds at least to the number and nominal value of the shares issued in consideration for the contribution and should the case arise, to the issue premium of the shares to be issued in return for the contribution. The report mentions which actual compensation is given in consideration of the contribution.

A special report is attached hereto, in which the management body sets out why the contribution as well as the proposed increase of capital matter to the company and possibly also why it is departed from the conclusion of the attached report.

The statutory auditor's report and the special report of the management body are filed with the registry of the commercial court consistent with article 75. Said reports are mentioned in the agenda of the General Meeting that has to decide on the increase of capital. A copy of the reports is sent consistent with article 269.

The absence of the report results in the nullity of the decision of the General Meeting."

Pursuant to this mission, we are hereby reporting especially for what regards:

- the description and identification of the contribution;
- the suitability of the methods of evaluation applied for the contribution;
- the compensation given as consideration.

The mission was carried out consistent with the applicable standards of the Instituut der Bedrijfsrevisoren and included consequently the collection of data and application of control procedures deemed useful in the specific circumstances.

We mention here by the way that the management body is responsible for the evaluation of the contribution and for the compensation to be paid.

2. Contemplated transaction and general framework

On 29 April 2010, the bodies of business managers respectively of Kraft Foods Belgium Intellectual Property BVBA and General Biscuits België BVBA have signed a proposal of partial splitting-up consistent with article 677 in combination with article 728 of the Companies Code, that was filed with the registry of the commercial court respectively in Brussels and in Turnhout on 30 April 2010, and currently pending publication in the Appendices to the Belgian Gazette.

As a consequence of the proposal of partial splitting-up, the intellectual property rights such as mentioned in attachment 2 of the proposal of partial splitting-up, and an amount in money of EUR 1,000.00 will be split off from General Biscuits België BVBA (the transferring company) and transferred and brought in Kraft Foods Belgium Intellectual Property BVBA (the receiving company). Such transfer represents a contribution in kind and an increase of capital consistent with article 313 of the Companies Code for what regards Kraft Foods Belgium Intellectual Property BVBA.

In compliance with the aforementioned proposal, the management body of Kraft Foods Belgium Intellectual Property BVBA proposes to the general partners' meeting an increase of capital through the issue of new shares for an amount of EUR 71.86.

The aforementioned contributions aim at subscribing to an increase of capital of Kraft Foods Belgium Intellectual Property BVBA, of which the registered capital amounts prior to the contribution to EUR 28,179.04, and represented by 4,938 registered shares, without mention of nominal value.

As compensation for the contribution, the management body proposes the issue of 3,970 shares paid-up in full without mention of nominal value, totally similar to and with the same rights and advantages as the existing shares and sharing in the profit as from 1 January 2010.

The registered capital of Kraft Foods Belgium Intellectual Property BVBA will henceforth be raised to EUR 28,250.90, represented by 8,908 shares without mention of nominal value.

From the discussion with the business managers and reading of their draft special report, we bear in mind that the contribution fits into the contemplated European reorganisation by the Kraft Foods group.

Consistent with the articles of association, Kraft Foods Belgium Intellectual Property BVBA has as main activity:

- "[...] in Belgium and abroad, exclusively in own name and for own account, the acquisition and transfer, allocation or taking, giving and taking of licenses and sublicenses or the grant, as well as use and exploitation of patents, trademarks, denominations, inventions or of any other intellectual property right.

- The company may use its funds for the creation, management, realization and liquidation of securities portfolios comprising any shares, securities, debentures and values, as well as for the acquisition of patents and other intellectual rights which the company may possess and manage. It may participate in the incorporation, development and formation of any enterprises. It may generally speaking take all measures to protect its rights and carry out any transaction in direct or indirect relationship with its corporate object.

- The company can in Belgium and abroad, carry out any commercial, industrial, financial, personal or real transactions, in direct or indirect relationship with that object. It can also take a participation in the form of contributions, subscriptions or otherwise, in any enterprises, associations or companies with an object similar, corresponding or related to its own, that are of a nature to promote the achievement of its corporate object or directly or indirectly related to that enterprise. It may act as guarantor for such companies or give them its guarantee, grant advances or credit openings, provide mortgage or other guarantees."

3. Description of the contribution

The contribution in Kraft Foods Belgium Intellectual Property BVBA as a result of the partial splitting-up of General Biscuits België BVBA concerns the contribution of the intellectual property rights relating to the biscuit activities such as taken up in detail in Attachment 2 to the proposal of partial splitting-up that was filed with the commercial court on 30 April 2010, as well as an amount in money of EUR 1,000.00 resulting directly from the balance sheet as on 31 December 2009 of the company that makes the object of the partial splitting-up.

Our activities allow us to conclude that the identification and description of the aforementioned contribution contemplated by the company are sufficient, accurate and clear.

4. Methods of evaluation applied

In view of the fact that the contribution in kind results from a partial splitting-up of the company General Biscuits België BVBA, the elements making the subject of the contribution are valued at the value for which they are taken up in the balance sheet of the company to be split up as on 31 December 2009.

The liquid assets to the extent of EUR 1,000.00 are valued at nominal value.

The aforementioned intellectual property rights relating to the biscuit activities are not expressed in the balance sheet of the company making the subject of the partial splitting-up and have consequently a net book value equal to EUR 0.

We have investigated whether the applied method of evaluation is convenient with respect to the characteristics of the transaction and whether the latter are convenient from the viewpoint of business economics, i.e. in view of the market conditions and of the benefit of the contribution for the company needing the contribution.

Furthermore the necessary documents in support of the contribution values have been handed over to us.

Based on our activities and in view of the specific circumstances and characteristics of the transaction, we are of the opinion that the applied evaluation methods that lead to the conclusion that the elements to be brought in are not overvalued, are well-considered from the viewpoint of business economics.

5. The compensations granted as consideration

The body of business managers is bona fide of the opinion that the use of the Discounted Cash Flow method as sole method for the calculation of the market value as basis for the determination of the number of new shares to be issued by Kraft Foods Belgium Intellectual Property BVBA to the – at the time of the planned transaction – sole partner of General Biscuits België BVBA is justified by the fact that (A) such method reflects the actual value of Kraft Foods Belgium Intellectual Property BVBA and the contributed intellectual property rights, and (B) all the parties involved in the contemplated transaction pertain to the same Kraft Foods group of companies, which is ultimately held and controlled by Kraft Foods Inc., USA.

The market value of the intellectual property rights as on 31 December 2009, such as calculated by the management body on the basis of the Discounted Cash Flow method, amounts to EUR 82,800,000.00. Added to the liquid assets, the total market value of the transferred assets amounts thus in total to EUR 82,801,000.00.

The registered capital of Kraft Foods Belgium Intellectual property BVBA amounts to EUR 28,179.04 and is represented by 4,938 registered shares without nominal value. The fractional value of each share amounts to EUR 5.70656946. The market value per share of Kraft Foods Belgium Intellectual Property BVBA amounts to EUR 28,858.6472255, or a total of EUR 103,000,000.00, such as calculated by the management body consistent with the Discounted Cash Flow method.

As a consequence of the contribution of the intellectual property rights and the liquid assets to Kraft Foods Belgium Intellectual Property BVBA within the framework of the transaction, the registered capital of Kraft Foods Belgium Intellectual Property BVBA will be increased by EUR 71.86 in order to raise it from EUR 28,179.04 to EUR 28,250.90.

As compensation for the aforementioned contribution of the intellectual property rights and liquid assets, the body of business managers of Kraft Foods Belgium Intellectual Property BVBA proposes that Kraft Foods Belgium Intellectual Property BVBA would issue 3,970 new shares to the – at the time of the transaction – sole partner of General Biscuits België BVBA. That number of new shares was determined by dividing the aforementioned total market value of the transferred assets, EUR 82,801,000.00 by the market value per share of Kraft Foods Belgium Intellectual Property BVBA at the time of the transaction, EUR 20,858.6472255. There will be no additional compensation in money (surcharge). As a matter of consequence the price of issue of the new shares that will be issued to the – at the time of the transaction – sole partner of General Biscuits Belgium BVBA as compensation for its contribution of the intellectual property rights and liquid assets to Kraft Foods Belgium Intellectual Property BVBA will be equal to EUR 20,858.6472255 per new share.

The capital of the receiving company, Kraft Foods Belgium Intellectual Property BVBA, will as a consequence of the contribution be increased by EUR 71.86 based on the attribution of the own elements of assets within the framework of the partial splitting-up such as taken up in Attachment 1.

The new shares of Kraft Foods Belgium Intellectual Property BVBA will entitle their holder to share as from their issue, in the profit of Kraft Foods Belgium Intellectual Property BVBA as from 1 January 2010 and during the whole financial year during which they are issued. They will have the same rights and obligations as the other shares of Kraft Foods Belgium Intellectual Property BVBA that are existing now. There are no special rules as to this right.

From the draft special report of the management body, it results that no advantages other than those mentioned above, were granted to the contributors as compensation for their contribution.

As part of our activities, we have checked whether the whole compensation is not superior to the value of the contribution obtained through the above-described methods of evaluation.

6. Conclusion

The contribution in kind to the increase of capital of Kraft Foods Belgium Intellectual Property BVBA as a result of the partial splitting-up of General Biscuits België BVBA, consists in the contribution of the intellectual property rights tied to the biscuit activities of General Biscuits België BVBA and a contribution in money of EUR 1,000.00. Such contribution was evaluated at the net book value of the elements brought in as on 31 December 2009 at EUR 1,000.00.

As compensation for the aforementioned contribution, 3,970 new shares without mention of nominal value will be issued. The capital of the company Kraft Foods Intellectual Property BVBA will as a consequence of such contribution be increased by EUR 71.86 to raise it from EUR 28,179.04 to EUR 28,250.90.

On the basis of the control of the contemplated transaction such as described in this report, we are of the opinion that:

- the control activities have been carried out consistent with the control standards of the Instituut der Bedrijfsrevisoren, whereby the management body of the company is responsible for the evaluation of the contributed elements and for the determination of the number of shares to be issued by the company as compensation for the contribution in kind;
- the description of the contribution in kind meets the normal requisites of accuracy and clarity;
- the methods of evaluation retained by the parties for the contribution in kind are well-considered from the point of view of business economics and that the valuations to which such methods of evaluation have led, fit at least the number and fractional value of the shares to be issued in consideration for the contribution, so that the contribution in kind is not overvalued.

We wish eventually to recall that our mission does not consist in pronouncing ourselves upon the legitimacy and reasonableness of the transaction.

3 June 2010

The auditor
PricewaterhouseCoopers Bedrijfsrevisoren
represented by
(signed) illegible
François Cattoir
Statutory auditor

Attachment 1: Detailed splitting of the elements of assets and liabilities as on 31 December 2009 between General Biscuits België BVBA, Kraft Foods Belgium Distribution BVBA and Kraft Foods Belgium Intellectual Property BVBA within the framework of the partial splitting-up.

	BEFORE PARTIAL SPLITTING-UP		AFTER PARTIAL SPLITTING-UP			
	General Biscuits België BVBA		General Biscuits België BVBA	Kraft Foods Belgium Distribution BVBA	Kraft Foods Belgium Intellectual Property BVBA	
	Codes	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009
1. BALANCE SHEET AFTER PROFIT SHARING						
ASSETS						
FIXED ASSETS						
I. INCORPORATION COSTS	20/28	29.518.380,90	26.046.380,90	3.472.370,94	0,00	0,00
II. INTANGIBLE FIXED ASSETS	20					
III. TANGIBLE FIXED ASSETS	21	5.047.405,89	1.644.916,14	3.402.489,74	0,00	0,00
A. Grounds and buildings	22/27	24.399.961,18	24.399.961,18	0,00	0,00	0,00
B. Installations, machines	22	4.693.650,47	4.693.650,47	0,00	0,00	0,00
C. Furniture and rolling-stock	23	18.904.719,70	18.904.719,70	0,00	0,00	0,00
D. Leasing and similar rights	24	616.229,01	616.229,01	0,00	0,00	0,00
E. Other tangible fixed assets	25	0,00	0,00	0,00	0,00	0,00
F. Assets under construction	26	185.362,00	185.362,00	0,00	69.881,20	0,00
IV. FINANCIAL FIXED ASSETS	27	71.013,84	1.132,64	69.881,20	0,00	0,00
A. Allied enterprises	28	69.898,31	17,11	69.881,20	0,00	0,00
1. Participations	280/1	0,00	0,00	0,00	0,00	0,00
2. Accounts receivable	280	69.898,31	17,11	69.881,20	0,00	0,00
B. Enterprises with which there is a participation relation	281	0,00	0,00	0,00	0,00	0,00
1. Participations	282/3	0,00	0,00	0,00	0,00	0,00
2. Accounts receivable	282	0,00	0,00	0,00	0,00	0,00
C. Other financial fixed assets	283	0,00	0,00	0,00	0,00	0,00
1. Shares	284/8	1.115,53	1.115,53	0,00	0,00	0,00
2. Accounts receivable & guarantees in cash	284	0,00	0,00	0,00	0,00	0,00
285/6	0,00	0,00	0,00	0,00	0,00	0,00
CURRENT ASSETS	29/49	278.167.391,63	251.956.856,04	26.209.535,62	1.000,00	0,00
V. ACCOUNTS RECEIVABLE AT MORE THAN 1 YEAR	29	0,00	0,00	0,00	0,00	0,00
A. Trade receivables	290	0,00	0,00	0,00	0,00	0,00
B. Other accounts receivable	291	0,00	0,00	0,00	0,00	0,00
VI. STOCKS AND ORDERS IN PROCESS	3	12.590.787,63	12.590.787,63	0,00	0,00	0,00
A. Stocks	30/36	12.590.787,63	12.590.787,63	0,00	0,00	0,00
1. Raw materials & auxiliary materials	30/31	3.961.337,88	3.961.337,88	0,00	0,00	0,00
2. Goods in preparation	32	499.048,01	499.048,01	0,00	0,00	0,00
3. Finished product	33	2.750.990,66	2.750.990,66	0,00	0,00	0,00
4. Commodities	34	5.286.144,99	5.286.144,99	0,00	0,00	0,00
5. Stock in transit	35	93.266,09	93.266,09	0,00	0,00	0,00
6. Prepayments	36	0,00	0,00	0,00	0,00	0,00
B. Orders in process	37	0,00	0,00	0,00	0,00	0,00
VII. ACCOUNTS RECEIVABLE ONE YEAR MAXIMUM	40/41	50.400.213,21	24.549.092,19	25.851.121,02	0,00	0,00
A. Trade receivables	40	48.801.931,59	22.950.810,57	25.851.121,02	0,00	0,00
B. Other accounts receivable	41	1.598.281,62	1.598.281,62	0,00	0,00	0,00
VIII. INVESTMENTS	50/53	214.392.772,03	214.392.772,04	0,00	0,00	0,00
A. Own shares	50	0,00	0,00	0,00	0,00	0,00
B. Other investments	51/53	214.392.772,03	214.392.772,04	0,00	0,00	0,00
IX. LIQUID ASSETS	54/58	470.423,11	111.008,51	358.414,60	1.000,00	0,00
X. EQUALIZATION ACCOUNTS	490/1	313.195,67	313.195,67	0,00	0,00	0,00
TOTAL ASSETS	20/49	307.685.772,55	278.002.866,00	29.681.906,56	1.000,00	0,00

	BEFORE PARTIAL SPLITTING-UP		AFTER PARTIAL SPLITTING-UP			
	General Biscuits België BVBA		General Biscuits België BVBA	Kraft Foods Belgium Distribution BVBA	Kraft Foods Belgium Intellectual Property BVBA	
	Coder	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	
LIABILITIES						
EQUITY CAPITAL						
I. CAPITAL	10/15	215.044.821,90	211.587.718,79	3.456.103,28	1.000,00	
A. Subscribed capital	10	16.114.000,00	15.850.292,01	263.636,13	71,86	
B. Uncalled capital	100	16.114.000,00	16.114.000,00	0,00	0,00	
II. ISSUE PREMIUM	101	0,00	0,00	0,00	0,00	
III. REVALUATION EXCESS VALUES	11	4.956.447,47	4.956.447,47	0,00	0,00	
IV. RESERVES	12	0,00	0,00	0,00	0,00	
A. Legal reserve	13	36.332.665,88	36.225.300,61	107.343,19	22,07	
B. Unavailable reserve	130	1.611.400,00	1.585.029,20	26.370,80	0,00	
1. For own shares	131	371.840,29	371.840,29	0,00	0,00	
2. Others	1310					
C. Tax-free reserves	1312	371.840,29	371.840,29	0,00	0,00	
D. Available reserves	132	2.668.174,54	2.587.180,07	80.972,39	22,07	
V. PROFIT CARRIED FORWARD	133	31.681.251,05	31.681.251,05	0,00	0,00	
VI. CAPITAL SUBSIDIES	140	157.641.708,55	154.555.678,70	3.085.123,96	906,07	
VII. PROVISIONS FOR RISKS AND COSTS	141	0,00	0,00	0,00	0,00	
A. Pensions and similar obligations	16	9.600.026,07	9.600.026,07	0,00	0,00	
B. Taxes	160	8.598.049,30	8.598.049,30	0,00	0,00	
C. Big repair and maintenance works	161	0,00	0,00	0,00	0,00	
D. Other risks and costs	162	0,00	0,00	0,00	0,00	
	163/9	1.001.976,77	1.001.976,77	0,00	0,00	
DEBITS	17/49	83.043.924,58	56.815.121,14	26.225.803,28	0,00	
VIII. DEBITS AT MORE THAN ONE YEAR	17	0,00	0,00	0,00	0,00	
A. Financial debts	170/4	0,00	0,00	0,00	0,00	
1. Subordinated loans	170					
2. Unsubordinated loans	171					
3. Leasing debts and similar debts	172	0,00	0,00	0,00	0,00	
4. Credit institutions	173	0,00	0,00	0,00	0,00	
5. Other loans	174					
B. Trade payables	175					
1. Suppliers	1750					
2. Bills of exchange to pay	1751					
C. Received prepayments on orders	176					
D. Other debts	178/9	0,00	0,00	0,00	0,00	
IX. DEBITS AT ONE YEAR MAXIMUM	42/48	82.635.610,61	56.409.807,17	26.225.803,28	0,00	
A. Debts at one year maximum maturing during the year	42	0,00	0,00	0,00	0,00	
B. Financial debts	43	0,00	0,00	0,00	0,00	
1. Credit institutions	430/8	0,00	0,00	0,00	0,00	
2. Other loans	439	0,00	0,00	0,00	0,00	
C. Trade payables	44	51.151.565,74	36.647.430,83	14.504.134,75	0,00	
1. Suppliers	440/4	51.151.565,74	36.647.430,83	14.504.134,75	0,00	
2. Bills of exchange to pay	441	0,00	0,00	0,00	0,00	
D. Received prepayments on orders	46					
E. Debts relating to taxes, remunerations and social costs	45	21.898.090,23	19.687.590,31	2.210.499,92	0,00	
1. Taxes	450/3	3.255.296,65	3.080.532,85	174.763,80	0,00	
2. Remunerations and social costs	454/9	18.642.793,58	16.607.057,46	2.035.736,12	0,00	
F. Other debts	47/48	9.585.954,64	74.786,08	9.511.168,61	0,00	
X. EQUALIZATION ACCOUNTS	492/3	405.313,97	405.313,97	0,00	0,00	
TOTAL LIABILITIES	10/49	307.685.772,55	278.002.866,00	29.681.906,56	1.000,00	

ATTACHMENT B

PROPOSAL OF PARTIAL SPLITTING-UP

General Biscuits België BVBA
De Beukelaer – Pareinlaan 1
B-2200 Herentals
VAT BE0414.321.048 (RLE Turnhout)

Kraft Foods Belgium Intellectual
Property BVBA
Brusselsesteenweg 450
B-1500 Halle
VAT BE 0807.891.521 (RLE Brussels)

PROPOSAL OF PARTIAL SPLITTING-UP
consistent with article 677 together with 720 of the Companies Code

I. DESCRIPTION OF THE PARTIAL SPLITTING-UP

1. Introduction

This proposal of splitting-up concerns a transaction assimilated to a splitting-up by take-over, such as described in article 673 of the Companies Code ("**Comp. Code**"), whereby the company to be split up does not cease to exist, usually called partial splitting-up (or split-off), consistent with article 677 together with 728 and following Comp. Code ("**partial splitting-up**") and was drawn up by the respective bodies of business managers of:

- GENERAL BISCUITS BELGIË BVBA, a private limited liability company with registered office in De Beukelaer – Pareinlaan 1, B-2200 Herentals, with company number VAT BE 0414.321.048 (RLE Brussels) ("**GBB**"), and
- KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA, a private limited liability company with registered office in Brusselsesteenweg 450, B-1500 Halle, with company number VAT BE 0807.891.521 (RLE Brussels) ("**KF Belgium IP**").

GBB is owner of the intellectual property rights relating to its biscuit activities, such as mentioned in Attachment 2 hereto (the "**Intellectual Property Rights**").

This proposal of partial splitting-up proposes, within the framework of the reorganisation such as described in paragraph 2 below, to split off the intellectual property rights, as well as a specific amount of money to the extent of EUR 1,000.00 (the "**liquid assets**") from GBB and to transfer and bring them in KF Belgium IP.

Within the framework of the reorganisation such as described in paragraph 2 below, the body of managers of GBB proposes also to carry out the following transactions:

(i) immediately before the partial splitting-up such as described in this proposal of partial splitting-up, there would be a partial splitting-up of the sales and marketing activities of GBB (the "**Sales and Marketing activities**"), that would be brought into Kraft Foods Belgium Distribution BVBA, a private limited liability company, with registered office in Brusselsesteenweg 450, B-1500 Halle, Belgium, with company number VAT BE 0821.674.726 (RLE Brussels) ("**KFB Distribution**"), (which proposed partial splitting-up is described in a proposal of partial splitting-up drawn up consistent with article 677 together with 728 and following Comp. Code by the body of business managers of respectively GBB or KFB Distribution, which proposal will be filed around the same date as the current proposal of partial splitting-up with the registry of the commercial court respectively in Turnhout and Brussels);

(ii) immediately after the partial splitting-up such as described in this proposal of partial splitting-up, as well as the partial splitting-up such as described under (i) above, a sale should take place by GBB of some of its general administrative and support activities and services and related assets (the "support activities") (such as for instance, human resources, finances, communication, sales controllers, compliance/legal matters, Customer Services & Logistics (except for Logistics Operations that are transferred to the Belgian branch of Kraft Foods Europe Procurement GmbH), namely Kraft Foods Belgium Services BVBA, with registered office in Brusselsesteenweg 450, B-1500 Halle and company number VAT BE 0807.762.253 (RLE Brussels).

As a matter of consequence, after realisation of the partial splitting-up proposed in this proposal of partial splitting-up and the other transactions, such as described above, the production activities and R&D will remain with GBB, whereby GBB will also remain owner of the stock of raw materials and packaging material, and of semi-finished and finished products.

2. Background and justification of the proposed partial splitting-up

The partial splitting-up is proposed in view of the undertaken European reorganisation consistent with the corporate law (the "Reorganisation") by the Kraft Foods group, such as described below.

In 2007, the Kraft Foods group (to which belong GBB and KF Belgium IP) has taken over the Biscuits business of Danone. These activities are carried out in various European countries in which Kraft Foods is active, and more specifically in France, Belgium, the Netherlands, Spain, Portugal, Italy and Finland. In order to be able to act more efficiently throughout Europe and to meet better the customers' needs, Kraft Foods contemplates currently a streamlining of some functions within the biscuit business with the current business structures within the Kraft Foods group for what relates to its chocolate, coffee and cheese & dairy activities. Such reorganisation will lead to a transfer of activities among various legal entities active in the sales and marketing, as well as relating to support functions, such as finance, human resources, IT, customers service and logistics, the legal aspect and more general support services. This reorganisation will however not at all influence the biscuits production activities. Furthermore the European company that is responsible for the procurement, namely Kraft Foods Europe Procurement GmbH, which company has branch offices in various European countries, will also play a role in the delivery for shipment of services and material for the biscuits business.

In order to realise said reorganisation in Belgium from a legal point of view, the body of business managers of GBB and exclusively for what regards the proposed partial splitting-up of the intellectual property rights and liquid assets, the body of business managers of KF Belgium IP propose to split up the sales and marketing activities, intellectual property rights and liquid assets, support activities and procurement activities that are currently carried out and/or held within one single legal entity (i.e. GBB), whereby (i) the sales and marketing activities and the intellectual property rights and liquid assets are split off and brought in a separate legal entity (namely respectively KFB Distribution and KF Belgium IP) (subject to approval of the partial splitting-up by the general partners' meeting of KFB Distribution and of such splitting-up by the general meeting respectively of GBB and KFB Distribution) and (ii) the support activities and procurement activities will be sold to other

entities within the Kraft Foods group (that is as mentioned above, respectively KF Services, the Belgian branch office of Kraft Foods Europe Procurement GmbH). As a matter of consequence after the aforementioned transactions will have been realised, only the production activities and R&D will remain with GBB, whereby GBB would also remain owner of the stocks of raw materials and packaging material, and of semi-finished and finished products.

II. INFORMATION BASED ON ARTICLE 728 COMP. CODE

1. The legal form, name, corporate object and registered office of the companies participating in the partial splitting-up

1.1 The company to be split up – General Biscuits België BVBA

Name	General Biscuits België
Legal form	private limited liability company
Registered office	De Beukelaer – Pareinlaan 1, B-2200 Herentals
Corporate object	"The corporate object consists in Belgium as well as abroad in: - fabrication by the company itself or for the account of third parties, of products pertaining to the field of bread preparation, baker's business, miller's business and confectionery, especially biscuit rusks, flour, biscuits, waffles, fantasy articles, spread paste, etc. and generally speaking, any foodstuffs; - fabrication and operation, as well as trade in all fabric, household, glass and ceramic products; - all operations and acts useful for the fabrication, packaging, preservation, storage and sending of the aforementioned products; - procurement, sale, import, export, representation and deposit of the aforementioned products; - participation in any form whatsoever and in any existing or future company related to the food, packaging, paper, cardboard and drinks industry; the company can advise and/or assist such enterprises, as well as any other third parties, in the technical, commercial, financial, administrative and accounting field, grant any loan or credit in any form whatsoever, grant guarantee and carry out any service for them within the broadest meaning of the word; - generally speaking, any industrial, commercial and financial operations, as well as any operations relating to personal or real goods in direct or indirect relationship and fully or partly related to the aforementioned objectives, with any similar and connected objectives or with objectives facilitating the aforementioned objects."

1.2 The acquiring company – Kraft Foods Belgium Intellectual Property BVBA

Name	Kraft Foods Belgium Intellectual Property
Legal form	private limited liability company
Registered office	Brusselsesteenweg 450, B-1500 Halle
Corporate object	<p>"The company has as object, in Belgium and abroad, exclusively on its own behalf and for its own account, the acquisition and transfer, grant or taking, giving and taking of licenses and sublicenses or the award, as well as the use and exploitation of patents, trademarks, denominations, inventions or of any other intellectual property right.</p> <p>The company may use its funds for the creation, management, realisation and liquidation of securities portfolios comprising any shares, securities, debentures and values, as well as for the acquisition of patents and other intellectual rights which the company may possess and manage. It may participate in the incorporation, development and formation of all enterprises. It may generally speaking take all measures to safeguard its rights and can carry out any operation in direct or indirect relationship with its corporate object.</p> <p>The company can in Belgium and abroad, carry out any commercial, industrial, financial, personal or real operations in direct or indirect relationship with this object. It may also take an interest, in the form of contributions, subscriptions or in any other way, in all enterprises, associations or companies of which the object is similar, corresponding or related to its object, of a nature to favour the realisation of the corporate object or be an enterprise in direct or indirect relationship with the company. It may act as guarantor for such companies or give them its guarantee, grant advances or credit openings, issue mortgage or other guarantees."</p>

2. The exchange ratio of the shares and should the case arise, the amount of the surcharge

In view of the specific nature of the Partial Splitting-up, whereby the intellectual property rights and liquid assets are split off from GBB towards the Company, whereby GBB does not cease to exist, the existing shares in GBB are not exchanged for shares of the Company. Générale Biscuits S.A.S. that will be the sole partner of GBB at the time of the Partial Splitting-up, will maintain its current shareholding in GBB and acquire new shares of KF Belgium IP issued by the latter to Générale Biscuits S.A.S. as compensation for its contribution of the intellectual property rights and liquid assets.

The number of new shares to be issued by KF Belgium IP to the - at the time of the partial splitting-up - sole partner of GBB, will be calculated based on the market value as on 31 December 2009 of on the one hand, KF Belgium IP and on the other hand, the intellectual property rights, increased by the liquid assets, such as calculated consistent with the Discounted Cash Flow method. For further details relating to the method of evaluation underlying the calculation of the aforementioned value, as well as the number of new

shares to be issued by KF Belgium IP, it is referred to the detailed written report to be drawn up by the body of business managers of KF Belgium IP consistent with article 313 Comp. Code.

There will be no additional compensation in money (surcharge).

The use of the Discounted Flash method as sole method for the calculation of such market value as basis for the determination of the number of new shares to be issued by KF Belgium IP to the – at the time of the partial splitting-up – sole partner of GBB is justified by the fact that (A) such method reflects the actual value of KF Belgium IP and the contributed intellectual property rights and (B) all parties involved in the contemplated partial splitting-up pertain to the same Kraft Foods group of companies, that is ultimately held and controlled by Kraft Foods Inc., USA.

On the other hand as a consequence of the partial splitting-up proposed in the current proposal of partial splitting-up, the registered capital of GBB will be reduced, without destruction of any shares of GBB.

3. How the shares in the acquiring company will be issued

On the date when the respective extraordinary general partners' meetings of GBB and KF Belgium IP will decide on and approve the partial splitting-up proposed in this proposal of partial splitting-up, the new KF Belgium IP shares will be issued to the – at that time – sole partner of GBB, namely Générale Biscuits S.A.S.

All new KF Belgium IP shares will be registered shares and will, consistent with article 233 Comp. Code, immediately after their issue, be entered in the register of shares of KF Belgium IP by a business manager of KF Belgium IP or a special proxy-holder of KF Belgium IP.

4. The date from which such shares give right to the profit, as well as any special regulation relating to such right

The newly issued KF Belgium IP shares will entitle their holder as from their issue, to share in the profit of KF Belgium IP as from 1 January 2010 and during the whole financial year during which they are issued. There are no special rules relating to such right.

5. The date from which the acts of the company to be split up will from a bookkeeping point of view be considered as carried out for the account of the acquiring company

All acts carried out by GBB relating to the intellectual property rights and liquid assets since (and inclusive of) 1 January 2010, will be considered in the books as carried out for the account of KF Belgium IP.

6. The rights granted by the acquiring company to the partners of the company to be partially split up holding special rights and to the holders of securities other than shares, or the measures proposed with respect to them

Whereas the articles of association of GBB do not provide for special rights for its partners and GBB did not issue any securities other than ordinary shares, there are no partners of the company to be partly split up having special rights, nor holders of any securities other than ordinary shares. Consequently there are no rights granted to such persons.

7. The remuneration granted to the auditors, statutory auditors or external accountants for the establishment of the report referred to in article 731 Comp. Code.

The bodies of business managers of respectively GBB and KF Belgium IP propose that the reports to which it is referred in article 731 Comp. Code (as well as the special reports from the bodies of business managers consistent with article 730 Comp. Code) would not be drawn up and that it would be explicitly renounced to such reports by the respective partners of GBB and KF Belgium IP consistent with article 734 Comp. Code.

As a matter of consequence no remuneration is to be paid by GBB, nor by KF Belgium IP, to their respective auditors, namely PricewaterhouseCoopers Bedrijfsrevisoren, a civil company in the form of a commercial company, with registered office in 1932 Sint-Stevens-Woluwe, Woluwe Garden, Woluwedal 18, represented by Mr. Mathy Doumen, statutory auditor (for what regards GBB) and Mr. François Cattoir, statutory auditor (for what regards KF Belgium IP), for the establishment of a report on the proposal of partial splitting-up consistent with article 731 Comp. Code.

Notwithstanding the foregoing, the auditor of KF Belgium IP will however be requested to proceed to the establishment and issue of a report consistent with article 313 Comp. Code relating to the contribution in kind of the intellectual property rights and liquid assets by GBB in KF Belgium IP as a consequence of the realisation of the partial splitting-up.

8. Each special advantage granted to the members of the management bodies of the companies participating in the partial splitting-up

No special advantages were or will be attributed to the members of the management bodies of GBB or KF Belgium IP within the framework of this proposal of partial splitting-up.

9. The accurate description and distribution of assets and liabilities that will be transferred to the acquiring company within the framework of the partial splitting-up and the criterion on which such distribution is based

As a general rule in addition to the liquid assets, all assets, liabilities, rights and obligations, inclusive of any latent debt or obligation of GBB in relationship with the intellectual property rights, will pass to KF Belgium IP. All rights and obligations derived from existing agreements, to which GBB is a party, will pass to KF Belgium IP, if they relate to the intellectual property rights, and will otherwise remain with GBB (unless the latter are, should the case arise, brought in and/or transferred to another Kraft Foods entity, such as described above).

All assets, liabilities, rights and obligations, inclusive of any latent debts or obligations of GBB relating to its production activities and R&D and all assets, liabilities, rights and obligations, inclusive of any latent debts or obligations of GBB that are not related to the

intellectual property rights, will remain with GBB (unless should the case arise, they are brought in and/or transferred to another Kraft Foods entity, such as described above).

If in spite of the provisions of this proposal of splitting-up, there would still be a doubt as to which among the companies involved in the planned partial splitting-up, will be attributed or keep a specific element of assets, liabilities, right, obligation related to the intellectual property rights, the relevant element of assets, liabilities, right, obligation, inclusive of any latent debt or obligation, will be allocated to the entity to which it relates consistent with the aforementioned general rule, and should the latter not be clear, it will remain with GBB.

Attachment 2 contains a further description of the intellectual property rights that will pass to KF Belgium IP.

The respective bodies of business managers of GBB and KF Belgium IP confirm that for the objectives of the contemplated partial splitting-up, the balance sheet of GBB as on 31 December 2009 will be the basis for the description and allocation of the assets and liabilities consistent with articles 728 and 729 Comp. Code. Such balance sheet is attached hereto as Attachment 1. This balance sheet shows also how the assets and liabilities of GBB would within the framework of the proposal of partial splitting-up relating to the sales and marketing activities referred to in Section 1.1 (the "**proposal of partial Splitting-up relating to the sales and marketing activities**") be allocated (and this for what regards the partial splitting-up of the sales and marketing activities, subject to approval of the Proposal of Partial Splitting-up relating to the sales and marketing activities by the body of business managers of KFB Distribution and of such splitting-up by the general meeting respectively of GBB and KFB Distribution.

10. The distribution among the partners of the company to be partly split up of the shares of the acquiring company as well as the criteria on which such distribution is based

All new shares to be issued by KF Belgium IP within the framework of the partial splitting-up as compensation for the contribution of the intellectual property rights and liquid assets in KP Belgium IP will be exclusively allocated to Générale Biscuits S.A.S., that will be the sole partner of GBB at the time of the partial splitting-up.

III. MISCELLANEOUS

1. Filing at the registry

This proposal of partial splitting-up will as quickly as possible but at the latest six (6) weeks before the extraordinary general partners' meetings referred to in III.2 below, be filed by GBB and KF Belgium IP at the registry of the commercial court respectively of Turnhout and Brussels.

2. Approval by the extraordinary general meetings of partners of GBB and KF Belgium IP

The extraordinary general partners' meetings of GBB and KF Belgium IP, to which this proposal of partial splitting-up will be proposed for approval, will be held at the earliest six (6) weeks after the filing of this proposal of partial splitting-up, such as described in paragraph III.1 above. The date currently aimed at for the approval of this proposal of partial splitting-up by the partner of GBB and KF Belgium IP is on or around 14 June 2010.

3. Costs

All costs relating to the partial splitting-up contemplated here (but for the costs linked to the notarial deeds and approval of corporate law that have to be taken by the respective bodies of business managers of the relevant companies, which costs will be taken charge of by the respective companies) will be borne in a half-half proportion by GBB and KF Belgium IP, it being understood that the fees of the auditor of KF Belgium IP for the establishment of the report consistent with article 313 Comp. Code (see paragraph 7 of part II above) will be fully taken charge of by KF Belgium IP.

Done in Brussels on 29 April 2010, in four (4) originals. GBB and KF Belgium IP recognise to have received each two (2) originals, of which one (1) will be filed at the registry of the commercial court respectively of Turnhout and of Brussels, and one (1) will be kept in their respective corporate books.

On behalf of General Biscuits België BVBA

(signed) illegible

Name: Bart Meurrens

Function: Special proxy-holder

On behalf of Kraft Foods Belgium Intellectual Property BVBA

(signed) illegible

Name: Bart Meurrens

Function: Special proxy-holder

ATTACHMENT 1

BALANCE SHEET OF THE PARTIAL SPLITTING-UP AS ON 31 DECEMBER 2009

	General Biscuits België BVBA		General Biscuits België BVBA		Kraft Foods Belgium Distribution BVBA		Kraft Foods Belgium Intellectual Property BVBA	
	Codes	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	Financial year 2009	
1. BALANCE SHEET AFTER PROFIT SHARING								
ASSETS			BISCUIT COMPANY		SALES COMPANY		IP COMPANY	
FIXED ASSETS	20/28	<u>29.518.380,90</u>	<u>26.046.380,90</u>		<u>3.472.370,94</u>		<u>0,00</u>	
I. INCORPORATION COSTS	20							
II. INTANGIBLE FIXED ASSETS	21							
III. TANGIBLE FIXED ASSETS	22/27	5.047.405,88	1.644.916,14		3.402.489,74		0,00	
A. Grounds and buildings	22	4.693.650,47	4.693.650,47		0,00		0,00	0,00
B. Installations, machines	23	18.904.719,70	18.904.719,70		0,00		0,00	0,00
C. Furniture and rolling-stock	24	616.229,01	616.229,01		0,00		0,00	0,00
D. Leasing and similar rights	25	0,00	0,00		0,00		0,00	0,00
E. Other tangible fixed assets	26							
F. Assets under construction	27	185.362,00	185.362,00		0,00		0,00	0,00
IV. FINANCIAL FIXED ASSETS	28	<u>71.013,84</u>	<u>1.132,64</u>		<u>69.881,20</u>		<u>0,00</u>	<u>0,00</u>
A. Allied enterprises	280/1	69.898,31	17,11		69.881,20		0,00	0,00
1. Participations	280							
2. Accounts receivable	281	0,00	0,00		0,00		0,00	0,00
B. Enterprises with which there is a participation relation	282/3	0,00	0,00		0,00		0,00	0,00
1. Participations	282							
2. Accounts receivable	283							
C. Other financial fixed assets	284/8	1.115,53	1.115,53		0,00		0,00	0,00
1. Shares	284	1.115,53	1.115,53		0,00		0,00	0,00
2. Accounts receivable & guarantees in cash	285/6	0,00	0,00		0,00		0,00	0,00
CURRENT ASSETS	29/49	<u>278.167.391,69</u>	<u>251.956.856,04</u>		<u>26.209.535,68</u>		<u>1.000,00</u>	
V. ACCOUNTS RECEIVABLE AT MORE THAN 1 YEAR	29	0,00	0,00		0,00		0,00	0,00
A. Trade receivables	290							
B. Other accounts receivable	291	0,00	0,00		0,00		0,00	0,00
VI. STOCKS AND ORDERS IN PROCESS	3	12.590.787,63	12.590.787,63		0,00		0,00	0,00
A. Stocks	30/36	12.590.787,63	12.590.787,63		0,00		0,00	0,00
1. Raw materials & auxiliary materials	30/31	3.961.337,88	3.961.337,88		0,00		0,00	0,00
2. Goods in preparation	32	499.048,01	499.048,01		0,00		0,00	0,00
3. Finished product	33	2.730.990,66	2.730.990,66		0,00		0,00	0,00
4. Commodities	34	5.286.144,99	5.286.144,99		0,00		0,00	0,00
5. Stock in transit	35	93.266,09	93.266,09		0,00		0,00	0,00
6. Prepayments	36							
B. Orders in process	37							
VII. ACCOUNTS RECEIVABLE ONE YEAR MAXIMUM	40/41	<u>50.400.213,21</u>	<u>24.549.092,19</u>		<u>25.851.121,02</u>		<u>0,00</u>	<u>0,00</u>
A. Trade receivables	40	48.801.931,59	22.950.810,57		25.851.121,02		0,00	0,00
B. Other accounts receivable	41	1.598.281,62	1.598.281,62		0,00		0,00	0,00
VIII. INVESTMENTS	50/53	<u>214.392.772,03</u>	<u>214.392.772,04</u>		<u>0,00</u>		<u>0,00</u>	<u>0,00</u>
A. Own shares	50							
B. Other investments	51/53	214.392.772,03	214.392.772,04		0,00		0,00	0,00
IX. LIQUID ASSETS	54/58	<u>470.423,11</u>	<u>111.008,51</u>		<u>358.414,60</u>		<u>1.000,00</u>	
X. EQUALIZATION ACCOUNTS	490/1	<u>313.195,67</u>	<u>313.195,67</u>		<u>0,00</u>		<u>0,00</u>	
TOTAL ASSETS	20/49	307.685.772,55	278.002.866,00		29.681.906,56		1.000,00	

	General Biscuits België BVBA		General Biscuits België BVBA		Kraft Foods Belgium Distribution BVBA	Kraft Foods Belgium Intellectual Property BVBA		
	Codes	Financial year 2009	Financial year 2009		Financial year 2009			
			BISCUIT	COMPANY	SALES	COMPANY	IP	COMPANY
LIABILITIES								
EQUITY CAPITAL								
I. CAPITAL	10/15	215.044.821,90		211.587.718,79		3.456.103,28		1.000,00
A. Subscribed capital	10	16.114.000,00		15.850.292,01		263.636,13		71,86
B. Uncalled capital	100	0,00	16.114.000,00	0,00	0,00	0,00	0,00	0,00
II. ISSUE PREMIUM	101	0,00	0,00	0,00	0,00	0,00	0,00	0,00
III. REVALUATION EXCESS VALUES	11	4.956.447,47		4.956.447,47		0,00		0,00
IV. RESERVES	12	0,00		0,00		0,00		0,00
A. Legal reserve	13	26.332.665,88		26.225.300,61		107.343,19		22,07
B. Unavailable reserve	130	1.611.400,00	1.585.029,20		26.370,80		0,00	
1. For own shares	131	371.840,29	371.840,29		0,00		0,00	
2. Others	1310							
C. Tax-free reserves	1312	371.840,29	371.840,29		0,00		0,00	
D. Available reserves	132	2.668.174,54	2.587.180,07		80.972,39		22,07	
V. PROFIT CARRIED FORWARD	133	31.681.251,05	31.681.251,05		0,00		0,00	
V. LOSS CARRIED FORWARD	140	157.641.708,55		154.555.678,70		3.085.123,96		906,07
VI. CAPITAL SUBSIDIES	141	0,00		0,00		0,00		0,00
VII. PROVISIONS FOR RISKS AND COSTS	15	0,00		0,00		0,00		0,00
A. Pensions and similar obligations	16	9.600.026,07		9.600.026,07		0,00		0,00
B. Taxes	160	8.598.049,30	8.598.049,30		0,00		0,00	
C. Big repair and maintenance works	161	0,00	0,00		0,00		0,00	
D. Other risks and costs	162	0,00	0,00		0,00		0,00	
	163/9	1.001.976,77	1.001.976,77		0,00		0,00	
DEBITS								
VIII. DEBITS AT MORE THAN ONE YEAR	17/49	33.040.924,58		33.615.121,14		26.225.803,28		0,00
A. Financial debts	17	0,00		0,00		0,00		0,00
1. Subordinated loans	170/4	0,00	0,00		0,00		0,00	
2. Unsubordinated loans	170							
3. Leasing debts and similar debts	171							
4. Credit institutions	172	0,00	0,00		0,00		0,00	
5. Other loans	173	0,00	0,00		0,00		0,00	
B. Trade payables	174							
1. Suppliers	175							
2. Bills of exchange to pay	1750							
C. Received prepayments on orders	1751							
D. Other debts	176							
IX. DEBITS AT ONE YEAR MAXIMUM	178/9	0,00	0,00		0,00		0,00	
A. Debts at one year maximum maturing during the year	42/48	82.635.610,61		56.409.807,12		26.225.803,28		0,00
B. Financial debts	42	0,00	0,00		0,00		0,00	
1. Credit institutions	43	0,00	0,00		0,00		0,00	
2. Other loans	430/8	0,00	0,00		0,00		0,00	
C. Trade payables	439	0,00	0,00		0,00		0,00	
1. Suppliers	44	51.151.565,74	36.647.430,83		14.504.134,75		0,00	
2. Bills of exchange to pay	440/4	51.151.565,74	36.647.430,83		14.504.134,75		0,00	
D. Received prepayments on orders	441	0,00	0,00		0,00		0,00	
E. Debts relating to taxes, remunerations and social costs	46							
1. Taxes	45	21.898.090,23	19.687.590,31		2.210.499,92		0,00	
2. Remunerations and social costs	450/3	3.255.296,65	3.080.532,85		174.763,80		0,00	
F. Other debts	454/9	18.642.793,58	16.607.057,46		2.035.736,12		0,00	
X. EQUALIZATION ACCOUNTS	47/48	9.585.954,64	74.786,03		9.511.168,61		0,00	
	492/3	405.313,92		405.313,92		0,00		0,00
TOTAL LIABILITIES	10/49	307.685.772,55		278.002.866,00		29.681.906,56		1.000,00

ATTACHMENT 2

DESCRIPTION OF THE ALLOCATION OF THE ASSETS AND LIABILITIES

As a general rule in addition to the liquid assets, all assets, liabilities, rights and obligations, inclusive of any latent debt or obligation of GBB in relationship with the intellectual property rights, will pass to KF Belgium IP. All rights and obligations derived from existing agreements, to which GBB is a party, will pass to KF Belgium IP, if they relate to the intellectual property rights, and will otherwise remain with GBB (unless the latter are, should the case arise, brought in and/or transferred to another Kraft Foods entity, such as described above).

All assets, liabilities, rights and obligations, inclusive of any latent debts or obligations of GBB relating to its production activities and R&D and all assets, liabilities, rights and obligations, inclusive of any latent debts or obligations of GBB that are not related to the intellectual property rights, will remain with GBB (unless should the case arise, they are brought in and/or transferred to another Kraft Foods entity, such as described above).

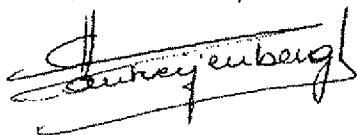
If in spite of the provisions of this proposal of splitting-up, there would still be a doubt as to which among the companies involved in the planned partial splitting-up, will be attributed or keep a specific element of assets, liabilities, right, obligation related to the intellectual property rights, the relevant element of assets, liabilities, right, obligation, inclusive of any latent debt or obligation, will be allocated to the entity to which it relates consistent with the aforementioned general rule, and should the latter not be clear, it will remain with GBB.

The intellectual property rights that are assets to be transferred to KF Belgium IP within the framework of this proposal of partial splitting-up, will be listed insofar as possible herein (however not exhaustively) in the attached list, without however departing from the aforementioned general rule.

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

21 September 2010

The sworn translator,



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



Gezien door ons, L. Hennart
Voorzitter van de rechtbank van
1ste Aanleg te Brussel.
Voor echte verklaring van de handtekening
van M. Vankeijenberg

Beëdigd venator te Brussel.
Brussel, op 22-09-2010

Voor de Voorzitter,
De gemachtigde griffier

Ch. SAUVAGE,
Greffier délégué
Afgewaardigd Griffier

"GENERAL BISCUITS BELGIË"*Private limited liability company*

Registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1

Company number VAT BE0414.321.048 RLE Turnhout

PARTIAL SPLITTING-UP

GENERAL BISCUITS BELGIË BVBA
KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA
REPORT OF THE SPLIT-UP COMPANY
MODIFICATION OF THE POWER OF REPRESENTATION – MODIFICATION
ARTICLES OF ASSOCIATION – RESIGNATION AND APPOINTMENT OF BUSINESS
MANAGERS

In the year two thousand and ten.

On the fourteenth of June.

In Elsene, Kapitein Crespelstraat 16, at the office.

Before me, **Vincent VRONINKS**, associate Notary Public in Elsene.

Was held the extraordinary general meeting of the sole partner of the private limited liability company "**GENERAL BISCUITS BELGIË**", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, with company number VAT BE0414.321.048 RLE Turnhout.

Company incorporated in the form of a public limited liability company under the denomination "**BETTERFOOD PRODUCTS**", according to an instrument executed before Notary Public Frédéric Deckers, then in Antwerp, on 7 June 1974, of which an extract was published in the Appendices to the Belgian Official Gazette of the following 29th June, under number 2575-1.

Of which the articles of association were modified several times and for the last time according to minutes drawn up by the aforementioned Notary Vincent Vroninks in Elsene, today, before this meeting, and to be filed for publication in the Appendices to the Belgian Official Gazette.

BUREAU

The meeting is opened at eleven thirty a.m.

Under the chairmanship of Mrs. **COENEGRACHTS Ann Carine Paula**, born in Tongeren on 2nd July 1968, of Hove (B-2540 Hove), Wanninckhove 14 (identity card number 011-0024171-78 – national register number 68.07.02-342.02), who will also undertake the task of secretary.

No scrutineers are appointed.

COMPOSITION OF THE MEETING

Participates in this meeting: the company existing and incorporated consistent with the French law "**GENERALE BISCUIT**" S.A.S., established in F-94150 Rungis (France), 3 rue Saarinen, Bâtiment Saarinen, regularly registered with the competent trade register of Creteil under number 328 296 587 (hereunder called the "*sole partner*").

Represented here by Mrs. **COENEGRACHTS Ann**, aforementioned.

Acting pursuant to a private power of attorney that will remain attached hereto in order to be registered together with these minutes.

The agent recognises that the Notary has informed her about the consequences of an invalid mandate.

Acting as "sole partner" of the aforementioned private limited liability company "GENERAL BISCUITS BELGIË", and *declaring* through its agent, to hold *two hundred sixty-one thousand five hundred seventy-nine (261,579) shares* of said company, all registered ones, representing the *whole* of its capital.

STATEMENT FROM THE CHAIRMAN

The Chairman informs and asks the notary to draw up an authentic instrument as follows:

1. The **agenda** of this meeting is as follows:

1. *Reading and discussion of the proposal of partial splitting-up such as drafted by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.*

The opportunity is given to the sole partner to get this document free of charge at the registered office of the company.

2. *Communication of changes, if any, of the situation of the assets of the companies involved in the partial splitting-up since the date of establishment of the aforementioned proposal of partial splitting-up*

3. *Consistent with article 677 in combination with article 734 of the Companies Code, explicit waiver of the reports prescribed by articles 730, 731 and 733 of the Companies Code.*

The first and second paragraphs of aforementioned article 734 specify literally as follows:

"The companies participating in the splitting-up do not have to apply articles 730, 731 and 733, insofar as the latter refer to the reports, if all partners and all holders of shares having a voting right at the general meeting, have waived it.

The waiver of this right is determined by an explicit voting at the general meeting that has to decide on the participation in the splitting-up."

4. *Clause that the decisions to be taken on the items of the agenda are so under the condition precedent of the approval of the partial splitting-up by the extraordinary meeting of the sole partner of the acquiring company (such as defined below) – Special power of attorney with a view to the determination of the fulfilment of the condition precedent referred to above.*

5. *Approval of the partial splitting-up, such as proposed in the proposal of partial splitting-up, without winding-up and liquidation, of the private limited liability company "GENERAL BISCUITS BELGIË", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, and with company number VAT BE 0414.321.048 RLE Turnhout (the "split-up company"), as contribution and transfer to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels (the "acquiring company"), of (i) the intellectual property rights relating to the biscuit activity (the "intellectual property rights") as well as (ii) a specific amount in money to the extent of EUR 1,000 (the "liquid assets") of the split-up company, such as described in more detail and according to the allocation fixed in the aforementioned proposal of partial splitting-up and its attachments.*

The contribution is realised on the basis of the balance sheet as on 31 December 2009.

The method of calculation of the compensation for the contribution and the value of the intellectual property rights and liquid assets on the date of the contribution are fixed in the proposal of partial splitting-up.

The transactions of the split-up company since (and inclusive of) 1 January 2010 relating to the intellectual property rights and liquid assets to be brought in as a result of the splitting-up will be considered in the books as effected for the account of the acquiring company.

The partial splitting-up will be exclusively compensated by the allocation to the sole partner of the split-up company of three thousand nine hundred seventy (3,970) new shares of the acquiring company.

6. As a result of the transfer of the intellectual property rights and liquid assets of the split-up company, the capital of the split-up company will decrease by seventy-one euros eighty-six cents (EUR 71.86), which represents the part of the capital included in the transfer to the acquiring company, in order to raise it from fifteen million eight hundred fifty thousand three hundred sixty-three euros eighty-seven cents (EUR 15,850,363.87) to fifteen million eight hundred fifty thousand two hundred ninety-two euros and zero one cent (EUR 15,850,292.01), without destruction of the shares.

Verification of the realisation of the decrease of capital.

7. Decision relating to the processing in the books of the reduction of the equity capital of the company.

8. Modification of article 5 of the articles of association in order to bring it in line with the new situation of the capital, as a consequence of the transfer of assets within the framework of the aforementioned partial splitting-up.

9. Change of the power of representation by replacing article 18 and 19 of the articles of association as follows:

"Article 18: Internal management powers

The body of business managers or if only one business manager has been appointed, can carry out all transactions useful or necessary for the achievement of the object of the company, but for those for which according to the Companies Code (or these articles of association) only the General Meeting is competent.

If there is a body of business managers, the latter can share out the administrative tasks among the various business managers. Such a repartition of the tasks cannot be opposed to third parties.

The body of business managers will decide with ordinary majority.

Article 19: External representation

The sole business manager represents the company towards third parties and before the courts as Plaintiff or Defendant.

If there are several business managers, they will act together or separately, as the General Meeting will decide at the time of their appointment."

10. Resignation and appointment of business managers.

11. Powers to be granted for the execution of the decisions taken.

12. Questions from the sole partner.

II. Besides the two hundred sixty-one thousand five hundred seventy-nine (261,579) existing shares, no debentures were issued by the company nor other shares created.

III. In view of the fact that the registered capital is fully represented, there will be no need for evidence of convening to be produced towards the sole partner.

IV. The business managers of the company currently **two (2)** in number, as well as the auditor of the company, have been informed of the holding of the meeting and of its agenda. By a letter addressed to the company, they have (a) exempted the latter explicitly from any notice for what regards them, such as prescribed by article 268 of the Companies Code and (b) declared to have taken cognisance of the draft minutes as well as of the documents referred to in article 269 of the Companies Code.

The chairman delivers to the notary a copy of the aforementioned written releases, with request to keep them in his file.

V. For their adoption the decisions resulting in a modification of the articles of association necessitate at least three quarters of the votes participating in the voting, and the decision relating to the other items of the agenda, will necessitate the ordinary majority of the votes.

VI. Each share gives right to one vote.

DETERMINATION THAT THE MEETING IS VALIDLY COMPOSED

All these facts are checked and found correct by the meeting that recognizes to be validly composed and competent to deliberate over the agenda.

DETERMINATION THAT ALL LEGAL FORMALITIES OF THE PARTIAL SPLITTING-UP ARE FULFILLED

The chairman declares as follows:

1. On 29 April 2010, a **proposal of partial splitting-up** was established by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.
2. This proposal of partial splitting-up was filed by the split-up company on 30 April 2010 at the registry of the commercial court in Turnhout and published by way of communication in the Appendices to the Belgian Gazette of the following 11th May, under number 10068919 and for the acquiring company, on 30 April 2010 at the registry of the commercial court in Brussels and published by way of communication in the Appendices to the Belgian Gazette of the following 11th May, under number 10068372.
3. Consistent with article 733, §2 and §3 of the same Code, the sole partner has had the opportunity, at least one month before the date of that meeting, to take cognisance at the registered office of the company and at its request, to get free of charge a complete or if it so wishes, a partial copy of the documents mentioned in the aforementioned article of the Companies Code.
4. The Chairman finds that the reports relating to the proposed partial splitting-up, such as prescribed by articles 730 and 731 of the Companies Code, have not been drawn up. The waiver by the sole partner of the establishment of these reports, such as announced under item 3 of the agenda, will be the object of an explicit voting consistent with article 734 of the Companies Code.

REPORTS

The Chairman and the Notary are exempted by the meeting from reading out the proposal of partial splitting-up and its attachments.

The meeting notes that there has been no remark on such documents.

IMPORTANT CHANGES IN THE ASSETS AND LIABILITIES

The meeting notes that the body of business managers of the company did not inform it of any important change in the assets and liabilities, change for which a duty to report is imposed by article 732 of the Companies Code, and that would have taken place as from the date of the establishment of the proposal of partial splitting-up so far. The meeting considers consequently to may state that no such important changes in the assets and liabilities of the companies involved in the partial splitting-up, took place other than those provided in the aforementioned proposal of partial splitting-up.

CONTROL OF LEGITIMACY

After investigation the notary confirms the existence of the internal as well as external legitimacy of the legal acts and formalities to which this company is held, such as referred to in article 737 of the Companies Code.

The meeting declares to endorse such finding and that it noted no irregularities or difficulties.

PROCEEDINGS AND DECISIONS

Subsequently the sole partner represented as said (also called "*meeting*") and after having been informed about the content of article 213 of the Companies Code, has after deliberation taken the following decisions, which it asked the notary to lay down in an authentic instrument:

FIRST DECISION: EXPLICIT WAIVER

Consistent with article 734 of the Companies Code, the sole partner decides to waive explicitly the application of articles 730, 731 and 733 of the Companies Code, insofar as the latter refers to the reports.

SECOND DECISION: CONDITION PRECEDENT – POWER OF ATTORNEY

The meeting decides that the decisions to be taken on the items of the agenda are taken under the condition precedent of approval of the partial splitting-up by the extraordinary general meeting of the sole partner of the acquiring company.

The condition precedent determined here will be deemed realised by the sole fact of the decision of merger by the extraordinary general meeting of the sole partner of the acquiring company of the referred partial splitting-up and the verification by the latter of the effective and final realisation thereof.

The meeting grants, insofar as necessary, special power of attorney to each business manager of the company, acting alone and the possibility of subrogation, in order to have the realisation of the aforementioned condition precedent and the resulting realisation of the partial splitting-up recorded.

THIRD DECISION: APPROVAL OF THE PARTIAL SPLITTING-UP

The meeting approves the proposal of partial splitting-up and its attachments presented to it and decides consistent with the legal conditions and terms, effective as of today, the approval of the partial splitting-up, without winding-up and liquidation of the private limited liability company "GENERAL BISCUITS BELGIË", with company number VAT BE 0414.321.048 RLE Turnhout (the "split-up company") as contribution and transfer to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselssesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels, (the "acquiring company"), of the intellectual property rights and liquid assets of the split-up company, such as described in mere detail and according to the allocation and distribution such as determined in the aforementioned proposal of partial splitting-up and its attachments.

The sole partner represented such as said, takes cognisance of and accepts that an updated version of Attachment 2 to the aforementioned proposal of partial splitting-up, be produced, which will remain attached to these minutes. For the sake of clarity and in order to avoid confusion, the updated version of the list of intellectual property rights concerns a merely technical update of Attachment 2 of the aforementioned proposal of partial splitting-up and has no impact on the evaluation and compensation for the contribution of the intellectual property rights in the acquiring company.

The transactions of the split-up company since (and inclusive of) 1st January 2010 relating to the intellectual property rights and liquid assets (such as described in more detail in the produced proposal of partial splitting-up) to be contributed as a result of the splitting-up, will be considered as effected in the books for the account of the acquiring company.

The allocation of the assets, liabilities, rights and obligations relating to the intellectual property rights and liquid assets of the split-up company that are the object of the partial splitting-up, occurs such as further described and according to the allocation and distribution, such as fixed in the aforementioned proposal of partial splitting-up and its attachments. More specifically all assets (including, without being limited thereto, the license agreements entered into by "GENERAL BISCUITS BELGIË" aforementioned, as licensor), liabilities, rights and obligations, including any latent debt or obligation of "GENERAL BISCUITS BELGIË", aforementioned, will pass to "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", aforementioned.

The contribution of the intellectual property rights and liquid assets is realised on the basis of the balance sheet as on 31 December 2009.

As compensation for the contribution of the intellectual property rights and liquid assets to the acquiring company, such as described more in detail and according to the allocation and distribution fixed in the aforementioned proposal of partial splitting-up and its attachments, three thousand nine hundred seventy (3,970) new shares of the acquiring company are attributed to the sole partner of the split-up company. In view of the specific nature of a partial splitting-up, whereby the intellectual property rights and liquid assets are split-off (transferred) to the acquiring company without the split-up company ceasing to exist, the existing shares of the split-up company do not have to be exchanged.

There will be no additional compensation in money (surcharge).

The new shares of the acquiring company to be issued will be registered shares, paid-up in full and will be without mention of nominal value. They will share in the profits of the acquiring company as from 1 January 2010 and during the whole financial year during which they are issued.

The attribution of such shares to the sole partner of the split-up company will be through the business managers or a proxy-holder of the acquiring company through the registration of said shares in the name of the sole partner of the split-up company in the registers of registered shares of the acquiring company.

CONDITIONS OF THE TRANSFER DESCRIPTION OF THE TRANSFERRED ASSETS

1. The meeting asks the notary to record the description below of the intellectual property rights and liquid assets.
2. The elements of assets of the split-up company to be allocated comprise (i) the intellectual property rights relating to its biscuit activities, as well as (ii) a specific amount in money to the extent of EUR 1,000, such as mentioned and further described in the proposal of partial splitting-up and its attachments (and such as updated consistent with the attachment to these minutes).
For a description more in detail of the elements of assets and liabilities of the split-up company that are allocated to the acquiring company, the meeting refers to the aforementioned proposal of partial splitting-up and its attachments.
3. The assets of the split-up company that are transferred as a result of the partial splitting-up, are transferred factually and legally in the state in which they encounter themselves at the date. The company declares to be fully aware of the composition of such assets and exempts the notary from describing them here.
4. The acquiring company enters into the rights and obligations of the split-up company with respect to the contributed assets, such as further determined in the proposal of partial splitting-up.
5. The meeting of the split-up company has declared that the transferred assets do not include any real property, or any other rights in rem and that the transferred assets do not include any other elements, on which any decree or order relating to the soil decontamination is applicable.

FOURTH DECISION: REDUCTION OF CAPITAL – DETERMINATION

As a consequence of the partial splitting-up that is the subject-matter of this instrument and as a result of the transfer of the intellectual property rights and liquid assets of the company, the meeting decides to reduce the registered capital of the company by seventy-one euro eighty-six cents (EUR 71.86), representing the part of the capital that is included in the transfer to the acquiring company in order to raise it from fifteen million eight hundred fifty thousand three hundred sixty-three euros eighty-seven cents (EUR

15,850,363.87) to fifteen million eight hundred fifty thousand two hundred ninety-two euros and zero one cent (EUR 15,850,292.01), without destruction of shares.

DETERMINATION OF THE ACTUAL REALISATION OF THE REDUCTION OF CAPITAL

The meeting verifies and asks the undersigned notary to lay down in an instrument that the reduction of the capital is actually realised and that the registered capital is consequently raised to fifteen million eight hundred fifty thousand two hundred ninety-two euros and zero one cent (EUR 15,850,292.01), represented by two hundred sixty-one thousand five hundred seventy-nine (261,579) shares.

FIFTH DECISION: PROCESSING IN THE BOOKS OF THE REDUCTION OF THE EQUITY CAPITAL OF THE COMPANY

The meeting decides that as a consequence of this partial splitting-up, the equity capital of the company decreases by thousand euros (EUR 1,000) (which amount includes the amount of the reduction of capital, that has been decided under the fourth decision above), through imputation of the aforementioned amount to the relevant entries in the books of the company as follows:

Capital:	EUR	71.86
Tax-free reserve	EUR	22.07
Transferred profit (loss)	EUR	906.07

SIXTH DECISION: MODIFICATION OF THE ARTICLES OF ASSOCIATION

As a consequence of the foregoing decisions, the meeting decides to replace the first sentence of article 5 of the articles of association as follows:

"The registered capital of the company amounts to fifteen million eight hundred fifty thousand two hundred ninety-two euros and zero one cent (EUR 15,850,292.01), represented by two hundred sixty-one thousand five hundred seventy-nine (261,579) shares, without mention of nominal value."

SEVENTH DECISION: CHANGE OF THE POWER OF REPRESENTATION

The meeting decides to change the power of representation by replacing articles 18 and 19 of the articles of association such as mentioned in the agenda of the meeting.

EIGHTH DECISION: RESIGNATION AND APPOINTMENT OF BUSINESS MANAGERS

The meeting takes cognisance of and accepts, insofar as necessary, the resignation of General Biscuits Nederland B.V., represented by Mr. Derk Petrus Johannes De Vries, as business manager of the company effective as of today. The decision as to the discharge of the resigning business manager for the exercise of his office during the current financial year will be presented to the general shareholders' meeting of the company that will deliberate and decide on the annual accounts of the company for the relevant financial year.

The meeting decides to appoint Mr. **VAN VYVE Jean-Luc Pierre**, born in Neerpelt on 28 April 1965, of Wommelgem (B-2160 Wommelgem), Wiekenstraat 26, (identity card number 590-6748465-07 – national register number 65.04.28 309-50), effective as of today and for an undetermined period as business manager of the company.

His term of office will be for no consideration.

Two business managers acting jointly will validly represent the company.

NINTH DECISION: AUTHORISATION

The meeting decides to grant all powers to each business manager of the company for the execution of the taken decisions and to the undersigned notary or his partner for drawing up, signing and filing the coordinated articles of association, consistent with the Companies Code.

All powers, with possibility of delegation, are furthermore granted to Mrs. *Marie VANDENBRANDE*, and Mrs. *Davinia RAES-MARTENS*, who all make election of domicile at the cooperative company with limited liability "Baker & McKenzie" civil trading company,

in Brussels (B-1050 Brussels), Louizalaan 149, all individually competent, in order to undertake on behalf and for the account of the company, as a result of the decisions taken by this meeting, all useful or necessary steps with a view to the adaptation of the identification data and basic information of the company at the administration of the value-added tax and insofar as necessary, the Company Counter and Central Databank of enterprises.

QUESTIONS OF THE SOLE PARTNER

The sole partner declares that it has no questions to the business managers and auditor of the company, consistent with article 274 of the Companies Code.

CONFIRMATION OF IDENTITY

The notary confirms that the identity of the individuals was demonstrated to him on the basis of the aforementioned evidential identity documents.

STATEMENTS

The sole partner represented as already said, declares and confirms:

- a) that the notary has informed it conveniently about the rights, obligations and charges resulting from these minutes and has advised her in an impartial way;
- b) that the individuals whose national number is mentioned in these minutes have explicitly agreed on such mention.

The Chairman of the meeting declares to have received the draft of these minutes on 18 May 2010 that is at least five working days before this meeting.

FISCAL STATEMENTS

This partial splitting-up occurs neutrally for what regards taxes pursuant to articles 211 and following of the Code of Income Tax 1992 and pursuant to articles 117§2 and 120, third paragraph, of the Code of registry dues, as well as articles 11 and 18§3 of the VAT Code. The split-up and acquiring company are liable to the value-added tax and respectively inscribed under number BE 0414.321.048 and BE 0807.891.521.

CONCLUSION

The agenda being exhausted, the meeting is closed at eleven forty-four.

DUES ON DOCUMENTS (CODE OF VARIOUS DUES AND TAXES)

The dues on documents amount to ninety-five euros (EUR 95.00).

WHEREOF RECORD.

Drawn up on the date and at the place mentioned above.

After reading out with explanation of these minutes, in full for what regards the mentions for which the Law so requires and partly for all other provisions, the Chairman of the meeting signs in that capacity with me, Notary.

(Follow the signatures)

Registered five pages, one change at the 3rd Registry of Elsene on 16 June 2010. Book 51, page 64, box 16. Received: twenty-five euros (EUR 25). The acting Senior Inspector (signed) MARCHAL D.)

POWER OF ATTORNEY

THE UNDERSIGNED:

The company existing and incorporated consistent with the French law "GENERALE BISCUIT" S.A.S., established in F-94150 Rungis (France), 3 Rue Saarinen, Bâtiment Saarinen, regularly inscribed in the competent trade register of Creteil under number 328 296 587

Hereinafter called "the *Principal*"

Owner of 261,579 shares of the private limited liability company "GENERAL BISCUITS BELGIË", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, with company number VAT BE 0414.321.048 RLE Turnhout

Declares hereby to waive the convening of the **extraordinary general meeting** of the sole partner of said company, that will be held on or around 14 June 2010, around 12 o'clock, at the office of *Vroninks & Ricker* – associate notaries, in Elsene, Kapitein Crespelstraat 16, and to appoint as proxy-holders (hereinafter called "the *Proxy-holder*") with possibility of delegation:

Mrs. Ann COENEGRACHTS

To whom the Principal grants all powers with a view to represent it at said meeting, with the following **agenda**:

1. *Reading and discussion of the proposal of partial splitting-up such as drafted by the management of the companies involved in the partial splitting-up, consistent with article 677 in combination with article 728 of the Companies Code.*

The opportunity is given to the sole partner to get this document free of charge at the registered office of the company.

2. *Communication of changes, if any, of the situation of the assets of the companies involved in the partial splitting-up since the date of establishment of the aforementioned proposal of partial splitting-up*

3. *Consistent with article 677 in combination with article 734 of the Companies Code, explicit waiver of the reports prescribed by articles 730, 731 and 733 of the Companies Code.*

The first and second paragraphs of aforementioned article 734 specify literally as follows:

"The companies participating in the splitting-up do not have to apply articles 730, 731 and 733, insofar as the latter refer to the reports, if all partners and all holders of shares having a voting right at the general meeting, have waived it.

The waiver of this right is determined by an explicit voting at the general meeting that has to decide on the participation in the splitting-up."

4. *Clause that the decisions to be taken on the items of the agenda are so under the condition precedent of the approval of the partial splitting-up by the extraordinary meeting of the sole partner of the acquiring company (such as defined below) – Special power of attorney with a view to the determination of the fulfilment of the condition precedent referred to above.*

5. Approval of the partial splitting-up, such as proposed in the proposal of partial splitting-up, without winding-up and liquidation, of the private limited liability company "GENERAL BISCUITS BELGIË", with registered office in Herentals (B-2200 Herentals), De Beukelaer – Pareinlaan 1, and with company number VAT BE 0414.321.048 RLE Turnhout (the "split-up company"), as contribution and transfer to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", with registered office in Halle (B-1500 Halle), Brusselsesteenweg 450, with company number VAT BE 0807.891.521 RLE Brussels (the "acquiring company"), of (i) the intellectual property rights relating to the biscuit activity (the "intellectual property rights") as well as (ii) a specific amount in money to the extent of EUR 1,000 (the "liquid assets") of the split-up company, such as described in more detail and according to the allocation fixed in the aforementioned proposal of partial splitting-up and its attachments.

The contribution is realised on the basis of the balance sheet as on 31 December 2009.

The method of calculation of the compensation for the contribution and the value of the intellectual property rights and liquid assets on the date of the contribution are fixed in the proposal of partial splitting-up.

The transactions of the split-up company since (and inclusive of) 1 January 2010 relating to the intellectual property rights and liquid assets to be brought in as a result of the splitting-up will be considered in the books as effected for the account of the acquiring company.

The partial splitting-up will be exclusively compensated by the allocation to the sole partner of the split-up company of three thousand nine hundred seventy (3,970) new shares of the acquiring company.

6. As a result of the transfer of the intellectual property rights and liquid assets of the split-up company, the capital of the split-up company will decrease by seventy-one euros eighty-six cents (EUR 71.86), which represents the part of the capital included in the transfer to the acquiring company, in order to raise it from fifteen million eight hundred fifty thousand three hundred sixty-three euros eighty-seven cents (EUR 15,850,363.87) to fifteen million eight hundred fifty thousand two hundred ninety-two euros and zero one cent (EUR 15,850,292.01), without destruction of the shares.

Verification of the realisation of the decrease of capital.

7. Decision relating to the processing in the books of the reduction of the equity capital of the company.

8. Modification of article 5 of the articles of association in order to bring it in line with the new situation of the capital, as a consequence of the transfer of assets within the framework of the aforementioned partial splitting-up.

9. Change of the power of representation by replacing article 18 and 19 of the articles of association as follows:

"Article 18: Internal management powers

The body of business managers or if only one business manager has been appointed, can carry out all transactions useful or necessary for the achievement of the object of the company, but for those for which according to the Companies Code (or these articles of association) only the General Meeting is competent.

If there is a body of business managers, the latter can share out the administrative tasks among the various business managers. Such a repartition of the tasks cannot be opposed to third parties.

The body of business managers will decide with ordinary majority.

Article 19: External representation

The sole business manager represents the company towards third parties and before the courts as Plaintiff or Defendant.

If there are several business managers, they will act together or separately, as the General Meeting will decide at the time of their appointment."

10. Resignation and appointment of business managers.

11. Powers to be granted for the execution of the decisions taken.

12. Questions from the sole partner

The Proxy can among others, on behalf of the Principal:

- participate in the meeting and if necessary, postpone it;
- participate in any other meeting with the same agenda, if the first meeting was postponed or could not deliberate validly.
- participate in all proceedings, vote or refrain from doing so, approve all items of the agenda, change or reject them, should the case arise, accept any missions.
- To this end make all statements, sign all documents, minutes, registers, attendance sheets and documents, make election of domicile and generally speaking, do all what will be useful and necessary for the execution of this power of attorney.

The Principal recognizes to have taken cognisance of the report mentioned in the agenda.

Done at, on 2010

On behalf of Générale Biscuit S.A.S.

(signed) illegible

Name: Bruno de MIRIBEL

Title: General Manager

Registered four pages no changes at the 3rd Registry of Elsene on 16 June 2010.

Book 19, page 36, box 10.

Received: twenty-five euros (EUR 25)

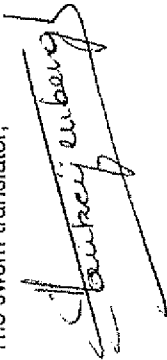
The Senior Inspector

MARCHAL D.

(sd) Marchal

Afghanistan	PRINCE	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	492	June 28 1998	5749	November 1 2008	June 28 2018
Afghanistan	TUC logo 96	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	1161	August 13 2000	6193	August 13 2000	August 13 2010
African Union [AIPO]	CENT WAFERS emballage 96	30	GENERAL BISCUITS BELGIE BVBA	88086	December 11 1997	38634	December 31 1998	December 11 2007
African Union [AIPO]	CHA-CHA PAREIN emballage couleurs	30	GENERAL BISCUITS BELGIE BVBA	67104	April 20 1977	17097	April 20 1997	April 20 2007
African Union [AIPO]	GRANOLA	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	90832	October 14 1999	41718	June 12 2000	October 14 2009
African Union [AIPO]	PRINCE	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	87693	August 8 1997	38238	November 30 1998	August 8 2007
African Union [AIPO]	PRINCE emb. rouil. chocolat F/B 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	3.200.300.355	February 28 2003	47.852	February 28 2003	February 28 2013
African Union [AIPO]	PRINCE emballage chocolat 98	30	GENERAL BISCUITS BELGIE BVBA	89125	September 22 1998	39899	November 16 1999	September 22 2008
African Union [AIPO]	PRINCE personnage 3 An. 94 couleurs	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	87931	October 24 1997	38476	December 31 1998	October 24 2007
African Union [AIPO]	PRINCE personnage 4 An. 98 couleurs	29, 30	GENERAL BISCUITS BELGIE BVBA	88484	April 15 1998	39136	March 31 2008	April 15 2018
African Union [AIPO]	PRINCE personnage 4 An. 96 (grave)	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	89282	November 4 1998	40097	November 29 1999	November 4 2008
African Union [AIPO]	PRINCE personnage 5 An. 2002 couleur	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	9200301124	August 7 2003	46602	January 21 2004	August 7 2013
African Union [AIPO]	PRINCE	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	87685	August 6 1997	38230	August 6 2007	August 6 2017
African Union [AIPO]	TUC	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	90831	October 14 1999	41717	June 12 2000	October 14 2009
African Union [AIPO]	TUC CRACKERS PAREIN étiquette	30	GENERAL BISCUITS BELGIE BVBA	69.941	January 26 1960	19.909	January 26 2000	January 26 2010
African Union [AIPO]	TUC emb. crackers nature 2002 couleur	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	3.200.200.894	June 17 2002	46.652	June 17 2002	June 17 2012
African Union [AIPO]	TUC logo 2002 couleur	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	3200200458	March 22 2002	47.908	March 22 2002	March 22 2012
African Union [AIPO]	TUC logo 96	29, 30	GENERAL BISCUITS BELGIE BVBA	87047	March 14 1997	38202	March 14 1997	March 14 2007
African Union [AIPO]	TUC PAREIN étiquette couleurs	30	GENERAL BISCUITS BELGIE BVBA	63177	May 17 1973	13028	May 17 2003	May 17 2013
Algeria	MINISTAR	30	GENERAL BISCUITS BELGIE BVBA	061293	May 9 2006			
Andorra	CHA-CHA (New Sensations) emb. 2000 couleur	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	960.111	January 24 2001	16106	January 24 2001	January 24 2011
Andorra	PIM'S	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	10167	December 5 1997	10167	December 5 2007	December 5 2017
Andorra	PRINCE	29, 30, 32	GENERAL BISCUITS BELGIE BVBA	7475	August 12 1997	7868	August 12 2007	August 12 2017
Andorra	PRINCE emb. rouil. chocolat F/B 2002 couleur	30	GENERAL BISCUITS BELGIE BVBA	19248	March 7 2003	19248	March 7 2003	March 7 2013
Andorra	PRINCE emballage chocolat 98	30	GENERAL BISCUITS BELGIE BVBA	11256	September 23 1998	11551	September 23 2008	September 23 2018

Certified true translation of a document written in Flemish (ne varietur vertaling in het Engels van een in het Nederlands gesteld document)
16 September 2010
The sworn translator,



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

Gezien door ons, L. Hennart
Voorzitter van de rechtbank van
1ste Aanleg te Brussel.
Voor echtheid van de handtekening
van M. *Chantal Vankeijenberg*

Beëdigd vertaler te Brussel.
Brussel, op **22-09-2010**
Voor de Voorzitter,
De gemachtigde griffier



Ch. SAUVAGE
Griffier délégué
Afgevaardigd Griffier