

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Parmalat Food Inc.		06/29/2004	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	The Canada Trust Company
Street Address:	79 Wellington Street West
Internal Address:	8th Floor, TD Waterhouse Tower
City:	Toronto, Ontario,
State/Country:	CANADA
Postal Code:	M5K 1A2
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 22

Property Type	Number	Word Mark
Registration Number:	1999094	ANILAC
Registration Number:	2249957	AULTPRO
Registration Number:	1342924	BD
Serial Number:	76165175	BD BLACK DIAMOND
Serial Number:	76100281	BLACK DIAMOND
Serial Number:	76119721	CHEESTRINGS
Registration Number:	1849502	DAIRY-LO
Registration Number:	2294843	DARIMAX
Registration Number:	2560744	DARIPLUS
Registration Number:	2454336	IMPRESSE
Serial Number:	78237703	LACTANTIA
Serial Number:	75542661	LACTANTIA
Serial Number:	76477988	LACTANTIA
Registration Number:	2181655	LIGHT & SIMPLE

CH \$565.00 1999094

Registration Number:	2470780	LITECH
Registration Number:	1359452	LC
Registration Number:	2557789	
Registration Number:	2181652	OLIVINA
Registration Number:	1979247	PRODEL
Registration Number:	2396674	PROLAC
Registration Number:	1928019	PROTELAC
Registration Number:	2505801	PURFILTRE

CORRESPONDENCE DATA

Fax Number: (212)425-5288
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2124257200
Email: tmdocketny@kenyon.com
Correspondent Name: Gregg A. Paradise, Esq.
Address Line 1: One Broadway
Address Line 2: Kenyon & Kenyon
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER: 13137/1

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Gregg A. Paradise

Total Attachments: 7
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CONFIRMATION OF SECURITY INTEREST IN
PATENTS & TRADE-MARKS

BACKGROUND:

WHEREAS Parmalat Food Inc., a corporation organized and existing under the laws of Canada, with a place of business at 405 The West Mall, Suite 1000, Etobicoke, Ontario, Canada, M9C 5J1 (the "**Debtor**"), is the owner of the patents and trade-marks, and the registrations and applications therefor, set forth in Schedule "A", and the underlying goodwill associated with the business in association with which such patents and trade-marks are used (collectively, the "**Intellectual Property**");

WHEREAS Parmalat Dairy & Bakery Inc., a corporation organized and existing under the laws of Canada, with a place of business at 405 The West Mall, Suite 1000, Etobicoke, Ontario, Canada, M9C 5J1 (the "**Borrower**"), an affiliate of the Debtor, has entered into a credit agreement dated as of June 29, 2004 between the Borrower, the Debtor, as guarantor, the lenders identified on the signature pages thereto (the "**Lenders**") and Ontario Teachers' Pension Plan Board, an entity organized and existing under the laws of Ontario, with a place of business at 5500 Yonge Street, Toronto, Ontario, Canada, M2M 4H5, as administration agent (the "**Administration Agent**"), as the same may be assigned, extended, renewed, altered, modified, amended, supplemented, restated and/or replaced from time to time (the "**Credit Agreement**"), pursuant to which the Lenders have agreed to make loans and advances and provide other financial accommodations to the Borrower;

WHEREAS the Borrower has entered into a liquidity payment agreement dated as of June 29, 2004 between the Borrower and Ontario Teachers' Pension Plan Board (the "**Holder**"), as the same may be assigned, extended, renewed, altered, modified, amended, supplemented, restated and/or replaced from time to time (the "**Liquidity Payment Agreement**"), pursuant to which the Borrower may be required to make the Liquidity Payment (as defined in the Liquidity Payment Agreement) to the Holder as provided therein;

WHEREAS the Debtor has agreed to secure the due, prompt and complete payment, performance and satisfaction of the Guaranteed Obligations as defined in the guarantee and indemnity dated as of June 29, 2004 executed by the Debtor in favour of the Holder and has executed and delivered a general security agreement dated as of June 29, 2004 (the "**General Security Agreement**") to and in favour of The Canada Trust Company, a corporation organized and existing under the laws of Canada, with a place of business at 79 Wellington Street West, 8th Floor, TD Waterhouse Tower, Toronto, Ontario, Canada, M5K 1A2, as collateral agent (the "**Collateral Agent**"), for and on behalf of the Holder;

WHEREAS the Debtor has agreed to secure the due, prompt and complete payment, performance and satisfaction of the Borrower's obligations under the Credit Agreement and has

executed a debenture dated as of June 29, 2004 (the "**Debenture**") to and in favour of the Collateral Agent for and on behalf of the Secured Parties (as defined in the Debenture);

AND WHEREAS pursuant to a collateral agent agreement dated as of June 29, 2004, the Administration Agent, the Holder and the Secured Parties have appointed the Collateral Agent to hold any and all security granted to them on behalf of and for their benefit;

NOW THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Debtor hereby confirms the grant of the security interests in and to the Intellectual Property under the General Security Agreement and the Debenture in favour of the Collateral Agent for and on behalf of the Holder and the Secured Parties, as the case may be.

This Confirmation of Security Interest in Patents and Trade-Marks may be executed in one or more counterparts, via facsimile transmission or otherwise, all of which taken together shall constitute one instrument.

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DATED at Toronto, Ontario as of this 29th day of June, 2004.

PARMALAT FOOD INC.


Per: 

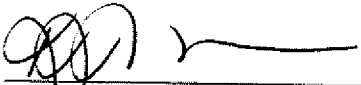
Marc Caira
President & Chief Executive Officer

Per: 


Alnashir Lakha
Treasurer

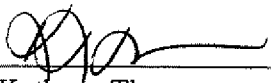
**THE CANADA TRUST COMPANY, as
Collateral Agent for and on behalf of the
Holder**

Per: 
Mary Allan
Vice-President, Corporate Trust &
Registered Plan Trust Services

Per: 
Kathryn Thorpe
Assistant Vice-President, Corporate Trust
Services

**THE CANADA TRUST COMPANY, as
Collateral Agent for and on behalf of the
Secured Parties**

Per: 
Mary Allan
Vice-President, Corporate Trust &
Registered Plan Trust Services

Per: 
Kathryn Thorpe
Assistant Vice-President, Corporate Trust
Services

SCHEDULE "A"

INTELLECTUAL PROPERTY OF PARMALAT FOOD INC.

1. PATENTS

United States		
5,215,777	PROCESS FOR PRODUCING LOW OR NON FAT ICE CREAM	Issued 06/01/1993
5.034.064	PRODUCTION PROCESS OF HIGH-PURITY LACTULOSE SYRUP	Issued 07/23/1991

2. TRADE-MARK APPLICATIONS AND REGISTRATIONS

UNITED STATES		
TRADEMARK	APP/REG'N. NO	GOODS/SERVICES
ANILAC	App. No.: 74/592131 Filed: April 17, 1995 Reg'n No.: 1999094 Registered: Sept. 10, 1996 Renewal due: Sept. 10, 2006	Class 29: non-medicated functional dairy powders for use as an additive for human and animal consumption namely flow agents, binders and emulsifiers
AULTPRO	App. No.: 75/122451 Filed: June 20, 1996 Reg'n No.: 2249957 Registered: June 1, 1999 Renewal due: June 1, 2009 Sec. 8 & 15: June 1, 2004-5	Class 29: fat replacers
BD & DESIGN	App. No.: 73/430542 Filed: June 16, 1983 Reg'n No.: 1342924 Registered: June 18, 1985 Renewal due: June 18, 2005	Class 29: cheese
BLACK DIAMOND & Design	76/165175 Filed: November 15, 2000	Class 29: cheese
BLACK DIAMOND	App. No.: 76/100,281 Filed: August 1, 2000	Class 29: Cheese
CHEESTRINGS	App. No.: 76/119,721 Filed: Aug. 31, 2000 Allowed: May 21, 2002 Extension requested to May 20, 2004 to file Statement of Use	Class 29: cheese
DAIRY-LO	Reg'n No.: 1849502 Registered: Aug. 9, 1994 Renewal due: Aug. 9, 2004	Class 29: edible fat replacer for use in foods

	Sec. 8 & 15 filed and accepted	
DARIMAX	App. No.: 74/671818 Filed: May 09, 1995 Reg'n No.: 2294843 Registered: Nov. 30, 1999 Renewal due: November 30, 2009 Sec. 8 & 15 due: Nov. 30, 2004-5	Class 29: Dairy based food ingredients, namely bulking agents
DARIPLUS	App. No.: 74/671704 Filed: May 09, 1995 Reg'n No.: 2,560,744 Registered: April 16, 2002 Renewal due: April 16, 2012 Sec. 8 & 15 due: April 16, 2007-8	Class 29: Dairy based food ingredients, namely, functional powder, dairy powder, butter powder, cream powder, cream cheese powder and sour cream powder
IMPRESSE	App. No.: 75/083664 Filed: April 04, 1996 Reg'n No.: 2454336 Registered: May 29, 2001 Renewal due: May 29, 2011 Sec. 8/15 due: May 29, 2006-7	Class 29: Dairy based food ingredients, namely milk replacers, fat replacers, whey protein concentrates, functional dairy ingredients especially flow agents, binders and emulsifiers as ingredients in prepared foods in International Class 29
LACTANTIA	App. No.: 78/237703 Filed: April 14, 2003	Class 29: Butter, margarine
LACTANTIA	App. No.: 75/542661 Filed: Aug. 25, 1998	Class 30: Bakery goods
LACTANTIA	App. No.: 76/477,988 Filed: Dec. 23, 2002	Class 29: milk and cheese
LIGHT & SIMPLE	App. No.: 74/443496 Filed: October 4, 1993 Reg'n No.: 2181655 Registered: August 18, 1998 Renewal due: August 18, 2008 Section 8 & 15 due: Aug. 18, 2003-4	Class 29: Butter
LITECH	App. No.: 75/038493 Filed: December 29, 1995 Reg'n No.: 2,470,780 Registered: July 24, 2001 Renewal due: July 24, 2011 Section 8 & 15 due: July 24, 2006-7	Class 29: Dairy based food ingredient, namely a dairy protein used by food processors in the manufacture of food products
LC DESIGN In name of LOVELL & CHRISTMAS (CANADA) INC.	App. No.: 522665 Filed: February 19, 1985 Reg'n No.: 1359452 Registered: September 10, 1985 Renewal due: September 10, 2005	Class 29: cheese
MISCELLANEOUS DESIGN (Country Scene Design)	App. No.: 75/876,989 Filed: Dec. 22, 1999	Class 29: milk

	Reg'n No.: 2557789 Registered: April 9, 2002 Renewal due: April 9, 2012 Section 8 & 15 due: April 9, 2007-8	
OLIVINA	App. No.: 74/403462 Filed: June 18, 1993 Reg'n No.: 2181652 Registered: August 18, 1998 Renewal due: August 18, 2008 Section 8/15 due: August 18, 2003-4	Class 29: Margarine and vegetable oil spreads
PRODEL	App. No.: 74/585868 Filed: October 14, 1994 Reg'n No.: 1979247 Registered: June 11, 1996 Renewal due: June 11, 2006	Class 29: Milk replacers and food products, namely whey protein concentrates
PROLAC	App. No.: 75/250605 Filed: March 03, 1997 Reg'n No.: 2,396,674 Registered: October 24, 2000 Renewal due: October 24, 2010 Section 8 due Oct. 24, 2005-6	Class 01: Whey protein concentrates for use in the manufacture of food.
PROTELAC	App. No.: 74/588237 Filed: October 14, 1994 Reg'n No.: 1928019 Registered: October 17, 1995 Renewal due: October 17, 2005	Class 29: Milk replacers, namely an ingredient to replace milk
PURFILTRE	App. No.: 75/718335 Filed: June 1, 1999 Reg'n No.: 2,505,801 Registered: Nov. 13, 2001 Renewal due: Nov. 13, 2011 Section 8 & 15 due: Nov 13, 2006-7	Class 29 & 42: Dairy products namely milk; and bacterial research and testing namely carrying out a process for the removal of impurities from dairy products.

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