

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	DEMERGER		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KRAFT FOODS BELGIUM BVBA		04/20/2009	LIMITED LIABILITY COMPANY: BELGIUM
RECEIVING PARTY DATA			
Name:	KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA		
Street Address:	Brusselsesteenweg 450		
City:	1500 Halle		
State/Country:	BELGIUM		
Entity Type:	LIMITED LIABILITY COMPANY: BELGIUM		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	1382522	COTE D'OR SINCE 1883	
Registration Number:	1242243	COTE D'OR	
Registration Number:	0294075	COTE D'OR	
CORRESPONDENCE DATA			
Fax Number:	(847)646-2677		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	847-646-2000		
Email:	betsy.rossner@kraft.com		
Correspondent Name:	Betsy Rossner		
Address Line 1:	Three Lakes Drive		
Address Line 4:	Northfield, ILLINOIS 60093		
ATTORNEY DOCKET NUMBER:	KRAFT EUROPE P1E		
DOMESTIC REPRESENTATIVE			
Name:	Matthew A. Griffin		

CH \$90.00 1382522

Address Line 1: Three Lakes Drive
Address Line 4: Northfield, ILLINOIS 60093

NAME OF SUBMITTER:	Betsy Rossner
Signature:	/Betsy Rossner/
Date:	03/05/2010

Total Attachments: 15
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EXECUTED ON MONDAY APRIL 20, 2009 – EXECUTED COPIES WILL FOLLOW IN 15 TO 45 DAYS

NOTARIS VINCENT VRONINKS
BVBA burgerlijke vennootschap met handelsvorm
Elsene (B-1050 Brussel), Kapitein Crespelstraat 16
0478.416.272 RPR Brussel

SR/D08/0088³

REP. N° 2009/

"KRAFT FOODS BELGIUM"

Private Limited Liability Company
Registered office at Halle (B-1500 Halle), Brusselsesteenweg, 450
VAT BE 0402.440.924 RLP Brussels

PARTIAL DE-MERGER

**KRAFT FOODS BELGIUM BVBA
KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA
MINUTES OF THE DE-MERGING COMPANY**

The year two thousand and nine.

On April 20.

In Elsene, Kapitein Crespelstraat, 16, at the offices.

Before Us, **Vincent VRONINKS**, notary public at Elsene.

Is held, the extraordinary general meeting of the sole shareholder of the private limited liability company "**KRAFT FOODS BELGIUM**", abbreviated "**KFB**", with registered office at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0402.440.924 RLP Brussels.

Company incorporated in the form of a general partnership under the name "*VAN ZUYLEN FRÈRES*", pursuant to a private deed on July 16, 1898, of which an excerpt was published in the Annexes to the Belgian Official Gazette of July 28 thereupon, under number 3070.

Of which the Articles of Association have been amended several times and for the last time pursuant to the minutes established by aforementioned notary public Vincent Vroninks, at Elsene, today, prior to this meeting, publication in the Annexes to the Belgian Official Gazette to be filed.

OFFICE

The meeting started at 12.05 p.m.

Mrs. **COENEGRACHTS Ann, Carine, Paula**, born at Tongeren, on July 2, 1968, with domicile at Hove (B-2540 Hove), Wannickhove 14, (identity card number 011-0024171-78 - national registry number 68.07.02-342.02) acts as chairman and will also act as secretary.

No tellers are appointed.

COMPOSITION OF THE MEETING

Participates in the meeting: the company organized and existing under Swiss law "**KRAFT FOODS SCHWEIZ HOLDING GMBH**", with registered office at Switzerland, 6301 Zug, Chollerstrasse 4, and registered with the register of companies under number CH-020.3.000.864-2 (hereinafter the "*sole shareholder*").

Hereby represented by:

Mrs. **COENEGRACHTS Ann**, aforementioned.

Acting pursuant to a proxy, which will remain attached hereto in order to be recorded with the present minutes.

The proxy-holder acknowledges that the notary public has drawn her attention to the consequences of an invalid proxy.

Acting as *sole shareholder* of the aforementioned private limited liability company "KRAFT FOODS BELGIUM", and *which declares* through its representative, to be the owner of *twenty-four million one hundred fifty-seven thousand and three hundred eighty (24,157,380)* shares of this company, all registered shares, representing the *totality* of its capital.

STATEMENT BY THE CHAIRMAN

The chairman states and requests the notary public to record the following:

- I. This meeting has the following *agenda*:
 1. *Reading and examination of the partial de-merger proposal as drafted by the boards of managers of the companies involved in the partial de-merger, in accordance with article 677 juncto article 728 of the Belgian Company Code.*
The sole shareholder was able to obtain a copy of this document at no charge at the registered office of the company.
 2. *Communication of any changes which affect the assets and liabilities of the companies involved in the partial de-merger since the date on which such de-merger proposal was prepared.*
 3. *In accordance with article 677 juncto 734 of the Belgian Company Code, an explicit waiver of the need to have the reports set forth in the articles 730, 731 and 733 of the Belgian Company Code.*
The first and second paragraphs of aforementioned article 734 state literally as follows:
"The companies which are involved in the de-merger do not have to apply the articles 730, 731 and 733, to the extent that the latter refers to the reports, if all shareholders and holders of securities to which a voting right in the general meeting is connected, have waived this.
The waiver of this right is determined during an express vote in the general meeting which has to decide on the participation in the de-merger".
 4. *Clause that the resolutions on the items on the agenda are taken under the condition precedent of the approval of the partial de-merger by the extraordinary meeting of the sole shareholder of the receiving company (as defined hereinafter) – Special power of attorney with regard to the determination of the realization of the aforementioned condition precedent.*
 5. *Approval of the partial de-merger, as proposed in the partial de-merger proposal, without dissolution and liquidation, of the private limited liability company "KRAFT FOODS BELGIUM", abbreviated "KFB", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0402.440.924 RLP Brussels (the "de-merging company"), through a contribution and transfer by universal title to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0807.891.521 RLP Brussels (the "receiving company"), of (i) certain intellectual property rights, (ii) certain R&D liabilities relating to such intellectual property rights (the "Intellectual Property Rights and Obligations"), as well as (iii) a certain amount of cash amounting to EUR 1,700,000 (the "Other Investments") of the de-merging company, as described more in detail and according to the allocation determined in aforementioned de-merger proposal.*
The contribution occurs based on the balance sheet per December 31, 2008.

The calculation method of the consideration for the contribution and the value of the Intellectual Property Rights and Obligations and the Other Investments on the date of the contribution are determined in the partial de-merger proposal.

The transactions of the de-merging company since (and including) January 1, 2009 and which relate to the Intellectual Property Rights and Obligations and the Other Investments to be contributed as a result of the de-merger, shall be deemed to have been performed, for accounting purposes, for the account of the receiving company.

The partial de-merger will only be compensated by the allocation to the sole shareholder of the de-merging company of 3,083 new shares in the receiving company.

6. *As a result of the transfer of the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company, the capital of the de-merging company will be decreased for an amount of 9,629.04 EUR, which represents the part the capital which is included in the transfer to the receiving company, in order to bring it from 19,416,212.55 EUR to 19,406,583.51 EUR, without the cancellation of shares.*

Acknowledgement of the realization of the capital decrease.

7. *Resolution regarding the accounting treatment of the decrease of the net equity of the company.*

8. *Amendment of article 5 of the Articles of Association to reflect the new share capital, as a result of the transfer of assets and liabilities in the framework of the aforementioned partial de-merger.*

9. *Powers to be granted with regard to the execution of the decisions taken.*

10. *Questions from the sole shareholder.*

- II. Except for the 24,157,380 existing shares, the company has not issued any bonds or other securities.

- III. As the capital is entirely represented, no evidence of convocation must be provided with regard to the sole shareholder.

- IV. The managers of the company, currently *two* (2), and the statutory auditor of the company, were informed about this meeting and its agenda. They have declared in a letter to the company that (a) the latter is explicitly exempted from any convocation as far as they are concerned, as set forth in article 268 of the Belgian Company Code and (b) they have taken note of the draft of these minutes as well as the documents aimed at in article 269 of the Belgian Company Code.

The chairman submits to the notary public an excerpt of the aforementioned exemptions in writing, with the request to keep them in his file.

- V. In order to be adopted, the resolutions which result in an amendment to the articles of associations, must obtain at least three quarters of the votes which participate in the voting and the resolutions relating to the other agenda items, the simple majority vote.

- VI. Each share entitles to one vote.

DETERMINATION THAT THE MEETING IS VALIDLY COMPOSED

All these facts were verified and approved by the meeting, which acknowledges to be validly composed and to be competent to deliberate on the agenda.

**DETERMINATION THAT ALL LEGAL PARTIAL DE-MERGER FORMALITIES
HAVE BEEN COMPLIED WITH**

The chairman states the following:

1. On March 5, 2009 a *partial de-merger proposal* was executed by the boards of managers of the companies involved in the partial de-merger, in accordance with article 677 *juncto* article 728 of the Belgian Company Code.

2. This de-merger proposal was filed, for the de-merging company as well as for the receiving company, with the clerk's office of the Commercial Court of Brussels on March 6, 2009 and was published in the Annexes of the Belgian Official Gazette, by way of announcement, on March 16 thereupon under number 09038342 for the de-merging company, and under number 09038340 for the receiving company.
3. In accordance with article 733, §2 and §3 of the same Code, the sole shareholder has had the opportunity, at least one month prior to the date of present meeting, to take note of the documents aimed at in the aforementioned article at the registered office and to receive, upon its request, free of charge an entire or, if desired, a partial copy of these documents.
4. The chairman determines that the reports with regard to the proposed partial de-merger, as set forth in the articles 730 and 731 of the Belgian Company Code, have not been prepared. The waiver by the sole shareholder regarding the preparation of these reports, as announced under item 3. of the agenda, will be the object of an express vote in accordance with article 734 of the Belgian Company Code.

REPORTS

The chairman and the notary public are exempted by the meeting from giving a reading of the partial de-merger proposal and its annexes.

The meeting determines that no comments are made by the meeting with regard to these documents.

IMPORTANT CHANGES TO THE ASSETS AND LIABILITIES

The meeting notes that the board of managers of the company did not inform her about any important changes to its assets and liabilities, change of which a notification requirement is imposed by article 732 of the Belgian Company Code, and which would have occurred since the date on which the de-merger proposal was prepared until today. The meeting therefore thinks to be able to state that no such changes to the assets and liabilities of the companies involved in the partial de-merger have occurred, other than those foreseen in the partial de-merger proposal.

LEGALITY REVIEW

Pursuant to article 737 of the Belgian Company Code, the undersigned notary public confirms, after examination, the existence and the internal as well as external legality of the acts and formalities to which this company is bound.

The meeting states that it agrees with the above and that it has not encountered any irregularities or difficulties.

DELIBERATION AND RESOLUTIONS

Then, the sole shareholder, represented as said (also called '*the meeting*'), and after the Notary Public has drawn its attention to the content of article 213 of the Belgian Company Code, takes, after deliberation, the following resolutions and requests the Notary Public to record them:

FIRST RESOLUTION: EXPLICIT WAIVER

Pursuant to article 734 of the Belgian Company Code, the sole shareholder decides to waive explicitly the application of articles 730, 731 and 733 of the Belgian Company Code, to the extent that the latter refers to the reports.

SECOND RESOLUTION: CONDITION PRECEDENT - PROXY

The meeting resolves that the resolutions on the items on the agenda are taken under the condition precedent of the approval of the partial de-merger by the extraordinary general meeting of the sole shareholder of the receiving company.

The condition precedent shall be deemed to be realized by the sole fact of the approval by the extraordinary general meeting of the sole shareholder of the receiving company of said partial de-merger and the determination by the latter of its actual and definitive realization.

The meeting grants, as far as necessary, a special proxy to each manager of the company, with the possibility of substitution, in order to determine the realization of the aforementioned condition precedent and the resulting realization of the partial de-merger.

THIRD RESOLUTION: APPROVAL OF THE PARTIAL DE-MERGER

The meeting approves the partial de-merger proposal and its annexes which were submitted to her and resolves, in accordance with the terms of the partial de-merger proposal, within the legal conditions and terms, effective as of today, to approve the partial de-merger without dissolution and liquidation of the private limited liability company "KRAFT FOODS BELGIUM.", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with company number VAT BE 0402.440.924 RLP Brussels (the "de-merging company"), through a contribution to and transfer by universal title to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with company number VAT BE 0807.891.521 RLP Brussels (the "receiving company"), of the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company, as further described and in accordance with the allocation as set forth in the aforementioned de-merger proposal and its annexes.

The sole shareholder, represented as said, takes note of and accepts the fact that Annex 2 to the aforementioned partial de-merger proposal ("*Intellectual Property Rights*") is currently no longer up-to-date and that the trademarks "OLE" and "MALLO", as enumerated in the list which will remain attached as *annex* to the present minutes, must be added to such Annex 2 to be part of the partial de-merger, as further described in aforementioned partial de-merger proposal. For the sake of clarity and in order to avoid any confusion, the addition of the aforementioned trademarks to Annex 2 of the partial de-merger proposal concerns a pure technical update of such Annex 2 and does not affect the valuation of and the consideration for the contribution of the Intellectual Property Rights and Obligations to the receiving company.

The transactions of the de-merging company since (and including) January 1, 2009 and which relate to the Intellectual Property Rights and Obligations and the Other Investments to be contributed as a result of the de-merger (as further described in the submitted partial de-merger proposal) shall be deemed to have been performed, for accounting purposes, for the account of the receiving company.

The allocation of the part of the assets and liabilities, right and obligations of the de-merging company, which are object of the partial de-merger, occurs as further described and in accordance with the allocation and distribution, as set forth in aforementioned de-merger proposal.

The contribution of the Intellectual Property Rights and Obligations and the Other Investments is realized based on the balance sheet per December 31, 2008.

In consideration for the contribution of the Intellectual Property Rights and Obligations and the Other Investments (of which the value was determined based on the book value of the Intellectual Property Rights and Obligations, as mentioned in the aforementioned balance sheet, increased by the Other Investments) to the receiving company, as a result of the transfer of a part of the assets and liabilities of the de-merging company, as further described and in accordance with the allocation and assignation determined in the aforementioned de-merger proposal, 3,083 new shares of the receiving company will be allocated to the sole shareholder of the de-merging company.

Considering the specific nature of a de-merger whereby the Intellectual Property Rights and Obligations and the Other Investments are spun-off (transferred) to the receiving company

without the de-merging company ceasing to exist, the existing shares of the de-merging company do not need to be exchanged.

No additional compensation in cash (premium) will be paid.

The newly to be issued shares of the receiving company will be registered shares and will be fully paid-up and without indication of nominal value. They will participate in the profits of the receiving company as of January 1, 2009 and during the entire fiscal year in which they were issued.

The allocation of these shares to the sole shareholder of the de-merging company will be done by the managers or a proxy-holder of the receiving company who record these shares in the share register under the name of the sole shareholder of the de-merging company.

CONDITIONS OF THE TRANSFER

DESCRIPTION OF THE TRANSFERRED ASSETS AND LIABILITIES

1. GENERAL

1. The meeting requests the notary public to record the following description of the Intellectual Property Rights and Obligations and the Other Investments.

2. The assets and liabilities of the de-merging company to be allocated consist of (i) certain intellectual property rights, (ii) certain R&D liabilities relating to such intellectual property rights, as well as (iii) a certain amount of cash amounting to EUR 1,700,000, as set forth and further described in the partial de-merger proposal and its annexes.

For a more detailed description of the assets and liabilities of the de-merging company which will be allocated to the receiving company, the meeting refers to the aforementioned partial de-merger proposal and its annexes.

3. The assets and liabilities of the de-merging company which are transferred as a result of the partial de-merger are transferred *de facto* and *de jure* in their current condition.

4. The receiving company shall be substituted to all rights and obligations of the de-merging company with regard to the contributed assets and liabilities, as further described in the partial de-merger proposal.

5. The meeting of the de-merging company declares that the transferred assets do not contain real properties or any other real rights and that the transferred assets and liabilities do not contain any other elements to which any decree or ordinance concerning the soil decontamination is applicable.

FOURTH RESOLUTION: CAPITAL DECREASE

As a result of the partial de-merger, object of the present deed, and as a result of the transfer of the Intellectual Property Rights and Obligations and the Other Investments of the company, the meeting resolves to decrease the capital of the company, without cancellation of shares, with an amount of 9,629.04 euro, which represents the part of the capital which is contained in the transfer to the receiving company, to bring it from 19,416,212.55 euro to 19,406,583.51 euro.

ACKNOWLEDGEMENT OF THE EFFECTIVE REALIZATION OF THE CAPITAL DECREASE

The meeting acknowledges and requests the undersigned notary public to record that the capital decrease is effectively realized and that the capital is consequently decreased to 19,406,583.51 euro, represented by 24,157,380 shares.

FIFTH RESOLUTION: ACCOUNTING TREATMENT OF THE DECREASE OF THE NET EQUITY OF THE COMPANY

The meeting resolves to, as a result of the present partial de-merger, decrease the net equity with an amount of 30,834.49 EUR (which amount includes the amount of the capital

increase which was resolved under the fourth resolution above), by means of allocation of said amount to the relevant accounting entries in favor of the receiving company.

SIXTH RESOLUTION: AMENDMENT OF THE ARTICLES OF ASSOCIATION

As a result of the preceding resolutions, the meeting resolves to replace the first sentence of article 5 of the articles of association by the following wordings:

"The capital of the company amounts to 19,406,583.51 euro, represented by 24,157,380 shares, without indication of nominal value."

SEVENTH RESOLUTION: POWER OF ATTORNEY

The meeting resolves to grant all powers to each manager of the company to implement the aforementioned resolutions taken, and to the Notary Public Vincent Vroninks, at Elsene, to prepare, sign and file the coordinated articles of association of the company in accordance with the Belgian Company Code.

In addition, all powers, with possibility of substitution, are granted to Ms. *Marie VANDENBRANDE* and to Mrs. *Davinia RAES-MARTENS*, who elect domicile at the cooperative company with limited liability '*Baker & McKenzie*', civil company with commercial form, at Brussels (B-1050 Brussels), Louizalaan 149, all individually authorized to, on behalf and for the account of the company, take the necessary measures with regard to the adaptation of the company's identification data and basic information with the VAT administration, and, as far as necessary with the Enterprise Counter and the Crossroads Bank for Enterprises.

QUESTIONS FROM THE SOLE SHAREHOLDER

The sole shareholder states that he has no questions to ask to the managers and the statutory auditor of the company, in accordance with article 274 of the Belgian Company Code.

CONFIRMATION OF THE IDENTITY

The notary public confirms that the identity of the natural persons was proven by means of aforementioned duly certified identity documents.

DECLARATIONS

The sole shareholder, represented as said, states and confirms:

- a) That the notary public had adequately informed him about the rights, obligations and charges resulting from these minutes and had impartially advised him;
- b) That the natural persons of whom the national number is included in these minutes expressly agreed with this mention.

The chairman declares having received the draft of these minutes on April 1, 2009, being at least five working days prior to this meeting.

DECLARATIONS PRO FISCO

This partial de-merger occurs under the application of article 211, 212 and 213 of the Income Tax Code 1992 and applying the advantages of article 117, §2 and 120, third paragraph, of the Registration Taxes Code as well as the articles 11 and 18, §3 of the VAT Code.

The de-merging and the receiving company are subject to the value added tax and are registered respectively under number BE 0402.440.924 and BE 0807.891.521.

END

There being no further items on the agenda, the meeting was closed at

DUTIES ON DEEDS (CODE ON VARIOUS RIGHTS AND DUTIES)

The duty on deeds amounts to ninety-five euro (95,00 EUR).

IN WITNESS WHEREOF.

Done at the location and on the date aforementioned.

Following a reading and explanation of the aforementioned minutes, completely with regard to the legal provisions, and partially with regard to the other clauses, the chairman of the meeting, in its said quality, has signed with Us, notary public.

NOTARIS VINCENT VRONINKS
BVBA burgerlijke vennootschap met handelsvorm
Elsene (B-1050 Brussel), Kapitein Crespelstraat 16
0478.416.272 RPR Brussel

SR/D09/00884

REP. N° 2009/

"KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY"

Private Limited Liability Company
Registered office at Halle (B-1500 Halle), Brusselsesteenweg 450
Enterprise number VAT BE 0807.891.521 RLP Brussels

PARTIAL DE-MERGER

**KRAFT FOODS BELGIUM BVBA
KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY BVBA
MINUTES OF THE RECEIVING COMPANY**

The year two thousand and nine.

On April, 20,

At Elsene, Kapitein Crespelstraat, 16, at the offices.

Before Us, **Vincent VRONINKS**, notary public at Elsene.

Is held, the extraordinary general meeting of the sole shareholder of the private limited liability company "**KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY**", with registered office at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0807.891.521 RLP Brussels.

Company incorporated pursuant to a deed passed in presence of notary public Vincent Vroninks, at Elsene, on November 14, 2008, of which an excerpt was published in the Annexes to the Belgian Official Gazette of November 28 thereupon, under number 08185242, and of which the articles of association have not been changed since then.

OFFICE

The meeting started at 12.30 p.m.

Mrs. **COENEGRACHTS Ann, Carine, Paula**, born at Tongeren, on July 2, 1968, with domicile at Hove (B-2540 Hove), Wannickhove 14, (identity card number 011-0024171-78 - national registry number 68.07.02-342.02) acts as chairman and will also act as secretary.

No tellers are appointed.

COMPOSITION OF THE MEETING

Participates in the meeting: the company organized and existing under Swiss law "**KRAFT FOODS SCHWEIZ HOLDING GMBH**", with registered office at Switzerland, 6301 Zug, Chollerstrasse 4, and registered with the register of companies under number CH-020.3.000.864-2 (hereinafter the "*sole shareholder*").

Hereby represented by:

Mrs. **COENEGRACHTS Ann**, aforementioned.

Acting pursuant to a proxy, which will remain attached hereto in order to be recorded with the present minutes.

The proxy-holder acknowledges that the notary public has drawn her attention to the consequences of an invalid proxy.

Acting as *sole shareholder* of the aforementioned private limited liability company "**KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY**", and *which declares* through its

proxy-holder, to be the owner of *one thousand eight hundred and fifty-five (1,855)* shares of this company, all registered shares, representing the *totality* of its capital.

STATEMENT BY THE CHAIRMAN

The chairman states and requests the Notary Public to record the following:

- I. This meeting has the following agenda:
 1. *Reading and examination of the partial de-merger proposal as drafted by the boards of managers of the companies involved in the partial de-merger, in accordance with article 677 juncto article 728 of the Belgian Company Code.*
The sole shareholder was able to obtain a copy of this document at no charge at the registered office of the company.
 2. *Communication of any changes which affect the assets and liabilities of the companies involved in the de-merger since the date on which such de-merger proposal was prepared.*
 3. *In accordance with article 677 juncto 734 of the Belgian Company Code, an explicit waiver of the need to have the reports set forth in the articles 730, 731 and 733 of the Belgian Company Code.*
The first and second paragraphs of aforementioned article 734 state literally as follows: "The companies which are involved in the de-merger do not have to apply the articles 730, 731 and 733, to the extent that the latter refers to the reports, if all shareholders and holders of securities to which a voting right in the general meeting is connected, have waived this.
The waiver of this right is determined during an express vote in the general meeting which has to decide on the participation in the de-merger".
 4. *Reading and examination of:*
 - a) *the report by the statutory auditor, prepared in accordance with article 313 of the Belgian Company Code, regarding the contribution in kind of item 5 hereafter, regarding the applied valuation methods and the actual consideration granted for the contribution in kind; and*
 - b) *the special report by the board of managers of the receiving company (as defined hereinafter), prepared in accordance with article 313 of the Belgian Company Code, regarding the interest for the company of the proposed contribution as well as the capital increase, and regarding the statutory auditor's report.*
 5. *Approval of the partial de-merger, as proposed in the partial de-merger proposal, without dissolution and liquidation, of the private limited liability company "KRAFT FOODS BELGIUM", abbreviated "KFB", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0402.440.924 RLP Brussels (the "de-merging company"), through a contribution and transfer by universal title to the private limited liability company "KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with enterprise number VAT BE 0807.891.521 RLP Brussels (the "receiving company"), of (i) certain intellectual property rights, (ii) certain R&D liabilities relating to such intellectual property rights (the "Intellectual Property Rights and Obligations"), as well as (iii) a certain amount of cash amounting to EUR 1,700,000 (the "Other Investments") of the de-merging company, as described more in detail and according to the allocation determined in aforementioned de-merger proposal.*
The contribution occurs based on balance sheet per December 31, 2008.

The calculation method of the consideration for the contribution and the value of the Intellectual Property Rights and Obligations and the Other Investments on the date of the contribution are determined in the report of the statutory auditor and the special report of the board of managers of the company in accordance with article 313 of the Belgian Company Code.

The transactions of the de-merging company since (and including) January 1, 2009 and which relate to the Intellectual Property Rights and Obligations and the Other Investments to be contributed as a result of the de-merger, shall be deemed to have been performed, for accounting purposes, for the account of the receiving company.

The partial de-merger will only be compensated by the allocation to the sole shareholder of the de-merging company of 3,083 new shares in the receiving company.

6. *As a result of the transfer of the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company, the capital of the receiving company will be increased with 9,629.04 EUR to bring it from 18,550.00 EUR to 28,179.04 EUR, through the issuance of 3,083 new shares, without nominal value, of the same nature and benefiting from the same rights and advantages as the existing shares. They will participate in the profits of the receiving company as of January 1, 2009 and during the entire fiscal in which they are issued.*
7. *Resolution regarding the accounting treatment of the increase of the net equity of the company.*
8. *Amendment of article 5 of the Articles of Association to reflect the new share capital, as a result of the transfer of assets and liabilities in the framework of the aforementioned partial de-merger.*
9. *Powers to be granted with regard to the execution of the decisions taken.*
10. *Questions from the sole shareholder.*
- II. Except for the 1,855 existing shares, the company has not issued any bonds or other securities.
- III. As the capital is entirely represented, no evidence of convocation must be provided with regard to the sole shareholder.
- IV. The managers of the company, currently *two (2)*, and the statutory auditor of the company, were informed about this meeting and its agenda. They have declared in a letter to the company that (a) the latter is explicitly exempted from any convocation as far as they are concerned, as set forth in article 268 of the Belgian Company Code and (b) they have taken note of the draft of these minutes as well as the documents aimed at in article 269 of the Belgian Company Code.
The chairman submits to the notary public an excerpt of the aforementioned exemptions in writing, with the request to keep them in his file.
- V. In order to be adopted, the resolutions which result in an amendment to the articles of associations, must obtain at least three quarters of the votes which participate in the voting and the resolutions relating to the other agenda items, the simple majority vote.
- VI. Each share entitles to one vote.

DETERMINATION THAT THE MEETING IS VALIDLY COMPOSED

All these facts were verified and approved by the meeting, which acknowledges to be validly composed and to be competent to deliberate on the agenda.

**DETERMINATION THAT ALL LEGAL PARTIAL DE-MERGER FORMALITIES
HAVE BEEN COMPLIED WITH**

The chairman states the following:

1. On March 5, 2009 a *partial de-merger proposal* was executed by the boards of managers of the companies involved in the partial de-merger, in accordance with article 677 *juncto* article 728 of the Belgian Company Code.
2. This de-merger proposal was filed, for the de-merging company as well as for the receiving company, with the clerk's office of the Commercial Court of Brussels on March 6, 2009 and was published in the Annexes of the Belgian Official Gazette, by way of announcement, on March 16, 2009, under number 09038342 for the de-merging company, and under number 09038340 for the receiving company.
3. In accordance with article 733, §2 and §3 of the same Code, the sole shareholder has had the opportunity, at least one month prior to the date of present meeting, to take note of the documents aimed at in the aforementioned article at the registered office and to receive, upon its request, free of charge an entire or, if desired, a partial copy of these documents.
4. The chairman determines that the reports with regard to the proposed partial de-merger, as set forth in the articles 730 and 731 of the Belgian Company Code, have not been prepared. The waiver by the sole shareholder regarding the preparation of these reports, as announced under item 3. of the agenda, will be the object of an express vote in accordance with article 734 of the Belgian Company Code.
5. In accordance with article 313 of the Belgian Company Code, the statutory auditor of the receiving company, being the cooperative company with limited liability "**PRICEWATERHOUSECOOPERS BEDRIJFSREVISOREN**", civil company with commercial form, with registered office at Sint – Stevens – Woluwe (B-1932 Sint – Stevens - Woluwe), Woluwe Garden, Woluwedal 18, and with enterprise number VAT BE 0429.501.944 RLP Brussel, represented by Mr. **FOSSION Jean**, statutory auditor, has prepared, on April 6, 2009, a report relating to the description of the *contribution in kind* carried out within the receiving company as a result of the partial de-merger, relating to the applied valuation methods, the valuations resulting from these methods and the actual consideration granted for the contribution in kind. The conclusions of this report read as follows:
"§"
6. In accordance with the same article 313 of the Belgian Company Code, the board of managers of the receiving company has prepared a *special report* relating to the interest for the company of the proposed contribution in kind as well as the capital increase and relating to the statutory auditor's report.
7. A copy of the reports mentioned under 5. and 6. could be obtained in accordance with article 269 of the Belgian Company Code.

REPORTS

The chairman and the Notary Public are exempted by the meeting from giving a reading of the partial de-merger proposal and its annexes and the reports mentioned in the agenda.

The meeting determines that no comments are made by the meeting with regard to these documents.

The original reports as prepared in accordance with the articles 677 *juncto* 313 of the Belgian Company Code, initialed by the chairman of the meeting and the notary public, will remain attached hereto in order to be recorded with the minutes.

IMPORTANT CHANGES TO THE ASSETS AND LIABILITIES

The meeting notes that the board of managers of the company did not inform her about any important changes to its assets and liabilities, change of which a notification requirement is imposed by article 732 of the Belgian Company Code, and which would have occurred since the date on which the de-merger proposal was prepared until today. The meeting therefore thinks to

be able to state that no such changes to the assets and liabilities of the companies involved in the partial de-merger have occurred, other than those foreseen in the partial de-merger proposal.

LEGALITY REVIEW

Pursuant to article 737 of the Belgian Company Code, the undersigned notary public confirms, after examination, the existence and the internal as well as external legality of the acts and formalities to which this company is bound.

The meeting states that it agrees with the above and that it has not encountered any irregularities or difficulties.

DELIBERATION AND RESOLUTIONS

Then, the sole shareholder, represented as said (also called the '*meeting*') and after the notary public has drawn its attention to the content of article 213 of the Belgian Company Code, takes, after deliberation, the following resolutions and requests the notary public to record them:

FIRST RESOLUTION: EXPLICIT WAIVER

Pursuant to article 734 of the Belgian Company Code, the sole shareholder decides to waive explicitly the application of the articles 730, 731 and 733 of the Belgian Company Code, to the extent that the latter refers to the reports.

SECOND RESOLUTION: APPROVAL OF THE PARTIAL DE-MERGER

The meeting approves the partial de-merger proposal and its annexes which were submitted and resolves, in accordance with the terms of the partial de-merger proposal, within the legal conditions and terms, effective as of today, to approve the partial de-merger, without dissolution and liquidation, of the private limited liability company "*KRAFT FOODS BELGIUM*", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with company number VAT BE 0402.440.924 RLP Brussels (the "*de-merging company*"), through a contribution and transfer by universal title to the private limited liability company "*KRAFT FOODS BELGIUM INTELLECTUAL PROPERTY*", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with company number VAT BE 0807.891.521 RLP Brussels (the "*receiving company*"), of the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company, as further described and in accordance with the allocation and assignation as set forth in the aforementioned de-merger proposal and its annexes.

The sole shareholder, represented as said, takes note of and accepts the fact that Annex 2 to the aforementioned partial de-merger proposal ("*Intellectual Property Rights*") is currently no longer up-to-date and that the trademarks "OLE" and "MALLO", as enumerated in the list which will remain attached as *annex* to the present minutes, must be added to such Annex 2 to be part of the partial de-merger, as further described in aforementioned partial de-merger proposal. For the sake of clarity and in order to avoid any confusion, the addition of the aforementioned trademarks to Annex 2 of the partial de-merger proposal concerns a pure technical update of such Annex 2 and does not affect the valuation of and the consideration for the contribution of the Intellectual Property Rights and Obligations to the receiving company.

The transactions of the de-merging company since (and including) January 1, 2009 which relate to the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company to be contributed (as further described in the submitted de-merger proposal) as a result of the de-merger, shall be deemed to have been performed, for accounting purposes, for the account of the receiving company.

The allocation of the part of the assets and liabilities, rights and obligations of the de-merging company, which are object of the partial de-merger, occurs as further described and in accordance with the allocation and distribution, as set forth in aforementioned de-merger proposal.

The contribution of the Intellectual Property Rights and Obligations and the Other Investments is realized based on a balance sheet per December 31, 2008.

In consideration for the contribution of the Intellectual Property Rights and Obligations and Other Investments (of which the value was determined based on the book value of the Intellectual Property Rights and Obligations, as mentioned in the aforementioned balance sheet, increased by the Other Investments) to the receiving company, as a result of the transfer of a part of the assets and liabilities of the de-merging company, as further described and in accordance with the allocation and assignment as set forth in aforementioned partial de-merger proposal, 3,083 new shares of the receiving company will be allocated to the sole shareholder of the de-merging company. The valuation method for this consideration of the contribution is also further described in report of the statutory auditor and the special report of the board of managers of the company in accordance with article 313 of the Belgian Company Code.

Considering the specific nature of a partial de-merger whereby the Intellectual Property Rights and Obligations and the Other Investments are spun-off (transferred) to the receiving company without the de-merging company ceasing to exist, the existing shares of the de-merging company do not need to be exchanged.

No additional compensation in cash (premium) will be paid.

The newly to be issued shares of the receiving company will be registered shares and will be fully paid-up and without indication of nominal value. They will participate in the profits of the receiving company as of January 1, 2009 and during the entire fiscal in which they are issued.

The allocation of these shares to the sole shareholder of the de-merging company will be done by the managers or a proxy-holder of the receiving company who will record these shares in the share register under the name of the sole shareholder of the de-merging company.

CONDITIONS OF THE TRANSFER

DESCRIPTION OF THE TRANSFERRED ASSETS AND LIABILITIES

1. ALGEMEEN

1. The meeting requests the notary public to record the following description of the Intellectual Property Rights and Obligations and Other Investments.

2. The assets and liabilities to be allocated of the de-merging company consist of (i) certain intellectual property rights, (ii) certain R&D liabilities relating to such intellectual property rights, as well as (iii) a certain amount of cash amounting to EUR 1,700,000, as set forth in the partial de-merger proposal and its annexes, and the other abovementioned reports.

For a more detailed description of the assets and liabilities of the de-merging company which will be allocated to the company, the meeting refers to the aforementioned partial de-merger proposal and its annexes, the aforementioned reports of the board of managers and the statutory auditor of the company.

3. The assets and liabilities of the de-merging company which are transferred as a result of the partial de-merger are transferred *de facto* and *de jure* in their current condition. The receiving company declares to be fully aware of the composition of these assets and liabilities and discharges the Notary Public to describe those here.

4. The receiving company shall be substituted to all rights and obligations of the de-merging company with regard to the contributed assets and liabilities, as further described in the partial de-merger proposal.

5. The meeting of the de-merging company declares that the transferred assets do not contain any real properties, or any other real rights and that the transferred assets and liabilities do not contain any other elements to which any decree or ordinance concerning the soil decontamination is applicable.

THIRD RESOLUTION: CAPITAL INCREASE

As a result of the contribution of the Intellectual Property Rights and Obligations and the Other Investments, the meeting resolves to increase the capital with 9,629.04 EUR, to bring it from 18,550.00 EUR to 28,179.04 EUR, through the issuance of 3,083 new registered shares, without nominal value, of the same nature and benefiting from the same rights and advantages as the existing shares. They will participate in the profits of the receiving company as of January 1, 2009 and during the entire fiscal year in which they were issued.

These new shares will be granted to the sole shareholder of the de-merging company.

The allocation of these shares to the sole shareholder of the de-merging company will be done by the managers or a proxy-holder of the receiving company who will record these shares in the share register under the name of the sole shareholder of the de-merging company.

ACKNOWLEDGEMENT OF THE REALIZATION OF THE PARTIAL DE-MERGER AND THE CAPITAL INCREASE

The meeting acknowledges and requests the undersigned notary public to record that:

1. the partial de-merger of the private limited liability company "KRAFT FOODS BELGIUM", abbreviated "KFB", of which the registered office is located at Halle (B-1500 Halle), Brusselsesteenweg, 450, and with company number VAT BE 0402.440.924 RLP Brussels (the "de-merging company"), through a contribution to and transfer by universal title to the company, of the Intellectual Property Rights and Obligations and the Other Investments of the de-merging company, as further described and in accordance with the allocation and assignment as set forth in the aforementioned partial de-merger proposal and its annexes has been approved by the present meeting;
2. the condition precedent provided for in the minutes of the extraordinary general meeting of the sole shareholder of the de-merging company, held immediately prior to the present meeting, is therefore completed and that the partial de-merger is effectively realized;
3. the capital increase is fully subscribed and effectively realized and the capital amounts therefore to 28,179.04 EUR, represented by 4,938 shares, without nominal value;

FOURTH RESOLUTION: ACCOUNTING TREATMENT OF THE INCREASE OF THE NET EQUITY OF THE COMPANY

The meeting resolves to, as a result of the present partial de-merger, increase the net equity of the company increases with an amount of 30,834.49 EUR (which amount includes the amount of the capital increase which was resolved under the third resolution above), by means of allocation of said amount to the relevant accounting entries in favor of the receiving company.

FIFTH RESOLUTION: AMENDMENT OF THE ARTICLES OF ASSOCIATION

As a result of the preceding resolutions, the meeting resolves to replace article 5 of the articles of association by the following wordings:

"The capital of the company amounts to 28,179.04 EUR, represented by 4,938 shares, without indication of nominal value. It must be fully and unconditionally subscribed. These shares are numbered from 1 up to 4,938."

SIXTH RESOLUTION: POWER OF ATTORNEY

The meeting resolves to grant all powers to each manager of the company to implement the aforementioned resolutions taken, in particular for the issuance of the new shares, and to the Notary Public Vincent Vroninks, at Elsene, to prepare, sign and file the coordinated articles of association of the company in accordance with the Belgian Company Code.

In addition, all powers, with possibility of substitution, are granted to Ms. *Marie VANDENBRANDE* and to Mrs. *Davinia RAES-MARTENS*, who elect domicile at the cooperative company with limited liability '*Baker & McKenzie*', at Brussels (B-1050 Brussels), Louizalaan 149, all individually authorized to, on behalf and for the account of the company, take the necessary measures with regard to the adaptation of the company's identification data and basic information with the VAT administration, and, as far as necessary, with the enterprise counter and the Crossroads Bank for Enterprises.

QUESTIONS FROM THE SOLE SHAREHOLDER

The sole shareholder states that he has no questions to ask to the managers and the statutory auditor of the company, in accordance with article 274 of the Belgian Company Code.

CONFIRMATION OF THE IDENTITY

The Notary Public confirms that the identity of the natural persons was proven by means of aforementioned duly certified identity documents.

DECLARATIONS

The sole shareholder, represented as said, states and confirms:

- a) That the Notary Public had adequately informed him about the rights, obligations and charges resulting from these minutes and had impartially advised him;
- b) That the natural persons of whom the national number is included in these minutes expressly agreed with this mention.

The chairman declares having received the draft of these minutes on April 1, 2009, being at least five working days prior to this meeting.

DECLARATIONS PRO FISCO

This partial de-merger occurs under the application of articles 211, 212 and 213 of the Income Tax Code 1992 and applying the advantages of articles 117, §2 and 120, third paragraph, of the Registration Taxes Code as well as the articles 11 and 18, §3 of the VAT Code.

The de-merging and the receiving company are subject to the value added tax and are registered respectively under number BE 0402.440.924 and BE 0807.891.521.

END

There being no further items on the agenda, the meeting was closed at 1.00 p.m.

DUTIES ON DEEDS (CODE ON VARIOUS RIGHTS AND DUTIES)

The duty on deeds amounts to ninety-five euro (95,00 EUR).

IN WITNESS WHEREOF.

Done at the location and on the date aforementioned.

Following a reading and explanation of the aforementioned minutes, completely with regard to the legal provisions, and partially with regard to the other clauses, the chairman of the meeting, in its said quality, has signed with Us, notary public.