

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cadbury Ireland Limited		03/24/2011	CORPORATION: IRELAND

RECEIVING PARTY DATA

Name:	Kraft Foods Ireland Intellectual Property Limited
Street Address:	Malahide Road
Internal Address:	Coolock
City:	Dublin
State/Country:	IRELAND
Postal Code:	5
Entity Type:	CORPORATION: IRELAND

PROPERTY NUMBERS Total: 33

Property Type	Number	Word Mark
Registration Number:	627115	ROSE'S
Registration Number:	2938085	ROSE'S
Registration Number:	1011102	ROSE'S
Registration Number:	2949907	ROSE'S COCKTAIL INFUSIONS
Registration Number:	3200084	ROSE'S
Registration Number:	0032982	ROSE'S SWEETENED LIME JUICE RECONSTITUTE
Registration Number:	1215118	
Registration Number:	1056805	
Registration Number:	3689023	ALMOND JOY PETER PAUL
Registration Number:	443802	ALMOND JOY
Registration Number:	3617412	ALMOND JOY
Registration Number:	1339397	GET THE SENSATION
Registration Number:	793718	INDESCRIBABLY DELICIOUS

CH \$840.00 627115

Registration Number:	1982982	MOUNDS
Registration Number:	162338	MOUNDS
Registration Number:	523876	PETER PAUL
Registration Number:	813122	PETER PAUL
Registration Number:	1981589	PETER PAUL
Registration Number:	1863854	PETER PAUL ALMOND JOY MILK CHOCOLATE COV
Registration Number:	1864856	PETER PAUL MOUNDS DARK CHOCOLATE COVERED
Registration Number:	1611447	SOMETIMES YOU FEEL LIKE A NUT...SOMETIME
Registration Number:	4029868	UNWRAP PARADISE
Registration Number:	3209630	YORK
Registration Number:	955337	SIDEKICKS
Registration Number:	564557	YORK
Registration Number:	1571192	YORK
Registration Number:	1644557	YORK
Registration Number:	3278991	YORK
Registration Number:	3617413	YORK
Registration Number:	3689008	YORK BE SENSATIONAL
Registration Number:	3556266	YORK BE SENSATIONAL!
Registration Number:	3742479	YORK GET THE SENSATION!
Serial Number:	85253466	POWER HOUSE

CORRESPONDENCE DATA

Fax Number: 9735032348
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Phone: 847-943-4360
Email: groupip@mdlz.com
Correspondent Name: Mondelez Global LLC
Address Line 1: Three Parkway North
Address Line 4: Deerfield, ILLINOIS 60015

ATTORNEY DOCKET NUMBER: HELIX D1/ROSES/HERSHEY

DOMESTIC REPRESENTATIVE

Name: Mary A. Carragher
Address Line 1: Three Parkway North
Address Line 2: Mondelez Global LLC
Address Line 4: Deerfield, ILLINOIS 60015

NAME OF SUBMITTER:

TRADEMARK
REEL: 005057 FRAME: 0126

	James Cioli
Signature:	/James Cioli/
Date:	06/26/2013
Total Attachments: 11 source=CIL TO KFI#page1.tif source=CIL TO KFI#page2.tif source=CIL TO KFI#page3.tif source=CIL TO KFI#page4.tif source=CIL TO KFI#page5.tif source=CIL TO KFI#page6.tif source=CIL TO KFI#page7.tif source=CIL TO KFI#page8.tif source=CIL TO KFI#page9.tif source=CIL TO KFI#page10.tif source=CIL TO KFI#page11.tif	

DATED *24 March* 2011

CADBURY IRELAND LIMITED

and

KRAFT FOODS IRELAND INTELLECTUAL PROPERTY LIMITED

**DEED OF CONTRIBUTION AND
ASSIGNMENT -
INTELLECTUAL PROPERTY**

Baker & McKenzie LLP

LONDON
Ref: MLB/A&L

THIS DEED is made on the 24th day of March 2011.

BETWEEN:

- (1) **CADBURY IRELAND LIMITED** a company incorporated under the laws of the Republic of Ireland with registered number 8306 and having its registered office at Malahide Road, Coolock, Dublin 5, Ireland ("CIL"); and
- (2) **KRAFT FOODS IRELAND INTELLECTUAL PROPERTY LIMITED** a company incorporated under the laws of the Republic of Ireland with registered number 493765 and having its registered office at Malahide Road, Coolock, Dublin 5, Ireland ("KF Ireland IP").

RECITALS:

- (A) CIL is the legal and beneficial owner of the Intellectual Property and a party to the Licences (as defined below);
- (B) CIL has agreed with KF Ireland IP to assign the Intellectual Property and the Licences to KF Ireland IP, and KF Ireland IP has agreed to acquire the Intellectual Property and the Licences; and
- (C) CIL is the parent company of KF Ireland IP.

IT IS AGREED as follows:

1. DEFINITIONS AND INTERPRETATION

- 1.1 "Effective Date" means 24 March 2011.
- 1.2 "Consideration Shares" means 80,403,547 shares of €1.00 each in the capital of KF Ireland IP.
- 1.3 "Intellectual Property" means the registered and unregistered Intellectual Property Rights described in Schedule 1 to this Deed.
- 1.4 "Intellectual Property Rights" means all patents, rights in inventions, rights in designs, trade marks, trade and business names and all associated goodwill, rights to sue for passing off or for unfair competition, copyright, moral rights and related rights, rights in databases, topography rights, domain names, rights in information (including know-how and trade secrets) and all other similar or equivalent rights in any part of the world, in each case whether registered or unregistered and including all applications (and rights to apply) for, and renewals or extensions of, such rights for their full term.
- 1.5 "Licences" means the contracts described in Schedule 2 to this Deed.
- 1.6 References to this Deed include the recitals and Schedules which form part of this Deed for all purposes. References in this Deed to the parties, the recitals, the Schedules and clauses are references respectively to the parties and their legal personal representatives, successors and permitted assigns, the recitals and the Schedules to, and clauses of, this Deed.
- 1.7 The headings in this Deed are for convenience of reference only and shall not affect the interpretation of this Deed.

2. ASSIGNMENT OF THE INTELLECTUAL PROPERTY

- 2.1 With effect from the Effective Date, in consideration for receipt of the Consideration Shares (the sufficiency of which is hereby acknowledged), CIL hereby assigns absolutely to KF

Ireland IP all of its legal and beneficial right, title and interest in and to (i) the Intellectual Property, together with the right to sue in respect of every act of infringement of the Intellectual Property occurring prior to the Effective Date, and the right for KF Ireland IP to bring proceedings against any third party in relation to the Intellectual Property and (ii) the Licences.

- 2.2 KF Ireland IP agrees to allot and issue the Consideration Shares to CIL (credited as fully paid up) and to procure that the register of members of KF Ireland IP is written up to reflect the issue and allotment of the Consideration Shares and that share certificates be issued to CIL in respect of such shares.
- 2.3 The parties acknowledge that the issuance of the Consideration Shares to CIL represents the payment by KFI IP of consideration reflecting the fair market value of the Intellectual Property Rights, amounting to €80,403,547, and is exclusive of any VAT chargeable in respect of the transfer of intellectual property rights referred to in clause 2.1 above. KFI IP agrees to pay, at the same time as the issue of the Consideration Shares, a sum equal to the amount of any such VAT (such amount to be calculated in accordance with the provisions of the Value Added Tax Consolidation Act, 2010) and against delivery of a valid VAT invoice by CIL.
- 2.4 CIL agrees to perform (or procure the performance of) all further acts and things, and execute and deliver (or procure the execution and delivery of) such further documents, as may be required by law or as KF Ireland IP may reasonably require, whether on or after the Effective Date, to implement, or record the effect of, this Deed and the transactions contemplated by this Deed.

3. GENERAL

- 3.1 The parties warrant to each other that they each have full power and authority to enter into this Deed, which constitutes legal obligations which are valid and binding on them in accordance with their terms, and that they each have full power and authority to perform those obligations.
- 3.2 Neither party shall assign or transfer its rights or obligations under this Deed except with the prior written approval of the other party; provided, however, that both parties may assign or transfer its rights or obligations under this Deed to any member of the group of companies of which it forms part.
- 3.3 The parties hereto shall each perform such acts, execute and deliver such instruments and documents, and do all such other things as may be reasonably necessary to complete the transactions contemplated in this Deed.
- 3.4 This Deed (together with any documents executed pursuant hereto) constitutes the whole agreement between the parties to this Deed.
- 3.5 All of the provisions of this Deed shall remain in full force and effect notwithstanding completion (except insofar as they set out obligations which have been fully performed at completion).
- 3.6 This Deed may be executed in one or more counterparts, and by the parties on separate counterparts, but shall not be effective until each party has executed at least one counterpart and each such counterpart shall constitute an original of this Deed but all the counterparts shall together constitute one and the same instrument.
- 3.7 No variation (or waiver of any provision or condition of this Deed) shall be effective unless it is in writing and signed by or on behalf of each of the parties (or, in the case of a waiver, by or on behalf of the party waiving compliance).

- 3.8 The construction, validity and performance of this Deed and all non-contractual obligations arising from or connected with this Deed shall be governed by Irish law.
- 3.9 Each party irrevocably agrees to submit to the exclusive jurisdiction of the courts of Ireland over any claim or matter arising under or in connection with this Deed and that accordingly any proceedings in respect of any such claim or matter may be brought in such court.

SCHEDULE 1
INTELLECTUAL PROPERTY

A) ROSE'S INTELLECTUAL PROPERTY

All registered and unregistered Intellectual Property Rights owned by CIL in relation to the ROSE'S cordials brand including (without limitation) the following registered trade marks and designs:-

COUNTRY	REG. OWNER NAME	TRADEMARK	INT CLASS	APP. NO.	APP. DATE	REG. NO.	REG. DATE
United States of America	Cadbury Ireland Limited	ROSE'S [STYLISTED WORD]	29, 32	71/682674	02-Mar-55	627115	15-May-56
United States of America	Cadbury Ireland Limited	ROSE'S [WORD]	32	78/380201	08-Mar-04	2938085	05-Apr-05
United States of America	Cadbury Ireland Limited	ROSE'S [WORD]	32	73/024999	24-Jun-74	1011102	20-May-75
United States of America	Cadbury Ireland Limited	ROSE'S COCKTAIL INFUSIONS [WORD]	32	78/216119	18-Feb-03	2949907	10-May-05
United States of America	Cadbury Ireland Limited	ROSE'S COCKTAIL INFUSIONS Bottle	32	76/625486	23-Dec-04	3200084	23-Jan-07
United States of America	Cadbury Ireland Limited	ROSE'S LIME JUICE [LABEL]	32	70/032982	07-Nov-98	32982	30-May-99
United States of America	Cadbury Ireland Limited	ROSE'S OVAL [DEVICE]	32	73/180970	04-Aug-78	1215118	02-Nov-82
United States of America	Cadbury Ireland Limited	WREATH [DEVICE]	32	72/432870	16-Aug-72	1056805	18-Jan-77

SCHEDULE 1

INTELLECTUAL PROPERTY

B) PETER PAUL, ALMOND JOY, MOUNDS, YORK INTELLECTUAL PROPERTY

All registered and unregistered Intellectual Property Rights owned by CIL in relation to the PETER PAUL, ALMOND JOY, MOUNDS AND YORK brands including (without limitation) the following registered trade marks:-

COUNTRY	REG. OWNER NAME	TRADEMARK	INT CLAS	APP. NO.	APP. DATE	REG. NO.	REG. DATE
United States of America	Cadbury Ireland Limited	ALMOND JOY [WORD & DESIGN] (Color)	28	77/689309	12-Mar-09	3689023	29-Sep-09
United States of America	Cadbury Ireland Limited	ALMOND JOY [WORD]	30	71/499273	29-Mar-46	443802	07-Mar-50
United States of America	Cadbury Ireland Limited	ALMOND JOY [WORD]	28	77/518134	09-Jul-08	3617412	05-May-09
United States of America	Cadbury Ireland Limited	GET THE SENSATION [WORD]	30	73/501233	26-Sep-84	1339397	04-Jun-85
United States of America	Cadbury Ireland Limited	INDESCRIBABLY DELICIOUS [WORD]	30	72/187143	20-Feb-64	793718	03-Aug-65
United States of America	Cadbury Ireland Limited	MOUNDS [WORD]	29	74/548112	11-Jul-94	1982982	25-Jun-96
United States of America	Cadbury Ireland Limited	MOUNDS [WORD]	30	71/141801	03-Jan-21	162338	12-Dec-22
United States of America	Cadbury Ireland Limited	PETER PAUL [STYLISTED WORD]	30	71/563359	13-Aug-48	523876	11-Apr-50
United States of America	Cadbury Ireland Limited	PETER PAUL [WORD AND DEVICE]	30	72/229121	01-Oct-65	813122	16-Aug-66
United States of America	Cadbury Ireland Limited	PETER PAUL [WORD]	29	74/548111	11-Jul-94	1981589	18-Jun-96
United States of America	Cadbury Ireland Limited	PETER PAUL ALMOND JOY MILK CHOCOLATE COVERED COCONUT EGG WITH ALMOND [WORD AND DEVICE]	30	74/462931	24-Nov-93	1863854	22-Nov-94
United States of America	Cadbury Ireland Limited	PETER PAUL MOUNDS DARK CHOCOLATE COVERED COCONUT EGG [WORD AND DEVICE]	30	74/462932	24-Nov-93	1864856	29-Nov-94
United States of America	Cadbury Ireland Limited	POWER HOUSE [WORD]	30	85/253466	28-Feb-11		
United States of America	Cadbury Ireland Limited	SIDEKICKS [WORD]	30	72/421780	19-Apr-72	955337	13-Mar-73
United States of America	Cadbury Ireland Limited	SOMETIMES YOU FEEL LIKE A NUT...SOMETIMES YOU DON'T... [SLOGAN]	30	74/010989	15-Dec-89	1611447	28-Aug-90
United States of America	Cadbury Ireland Limited	UNWRAP PARADISE [WORD]	30	85/142969	01-Oct-10	4029868	20-Sep-11
United States of America	Cadbury Ireland Limited	YORK [STYLISTED WORD]	30	78/509029	01-Nov-04	3209630	13-Feb-07
United States of America	Cadbury Ireland Limited	YORK [WORD AND DEVICE]	30	71/575697	10-Feb-49	564557	30-Sep-52

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COUNTRY	REG. OWNER NAME	TRADEMARK	INT CLAS	APP. NO.	APP. DATE	REG. NO.	REG. DATE
United States of America	Cadbury Ireland Limited	YORK [WORD AND DEVICE]	30	73/790069	30-Mar-89	1571192	12-Dec-89
United States of America	Cadbury Ireland Limited	YORK [WORD AND DEVICE]	30	74/067597	11-Jun-90	1644557	14-May-91
United States of America	Cadbury Ireland Limited	YORK [WORD]	30	77/028815	25-Oct-06	3278991	14-Aug-07
United States of America	Cadbury Ireland Limited	YORK [WORD]	28	77/518656	10-Jul-08	3617413	05-May-09
United States of America	Cadbury Ireland Limited	YORK BE SENSATIONAL [WORD & DESIGN] (Color)	28	77/689075	12-Mar-09	3689008	29-Sep-09
United States of America	Cadbury Ireland Limited	YORK BE SENSATIONAL and Design	30	77/550820	13-Dec-07	3556266	06-Jan-09
United States of America	Cadbury Ireland Limited	YORK GET THE SENSATION! [WORD & DESIGN]	30	77/786950	22-Jul-09	3742479	26-Jan-10

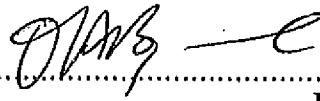
SCHEDULE 2


LICENCES

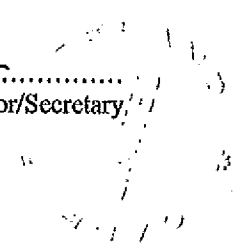
- "Peter Paul/York Domestic Trademark and Technology Licence Agreement" between Cadbury Schweppes Inc and Hershey Foods Corporation dated 25th August 1988. NB: Cadbury Schweppes Inc. subsequently assigned the agreement to Cadbury Beverages Delaware Inc and Cadbury Beverages Delaware Inc subsequently assigned the agreement to Cadbury Ireland Limited by assignment effective 29th April 2008.
- "Peter Paul/York Domestic Sublicense Agreement" (as referenced in the "Assignment of PPY Trademarks and Domestic Agreements" between Cadbury Beverages Delaware Inc and Cadbury Ireland Limited effective as of 29th April 2008).
- "Other Marks International Trademark and Technology Licence Agreement" between Cadbury Schweppes Inc and Hershey Foods Corporation dated 25 August 1988. NB: Cadbury Schweppes Inc. subsequently assigned the agreement to Cadbury Beverages Delaware Inc and Cadbury Beverages Delaware Inc subsequently assigned the agreement to Cadbury Ireland Limited by assignment dated 29th April 2008.
- "Other Marks International Sublicense Agreement" (as referenced in the "Assignment of Other Marks and Other Marks International Agreements" between Cadbury Beverages Delaware Inc and Cadbury Ireland Limited effective as of 29th April 2008).
- "Rose's Licence Agreement" between Cadbury Ireland Limited and Schweppes International Limited dated 2 February 2006.
- "Trademark and Technology Licence" between Cadbury Ireland Limited and Mott's LLP dated 23 July 2007.

IN WITNESS of which this document has been executed by the parties as a Deed and is delivered on the date first above written.

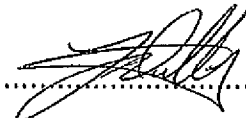
PRESENT when the COMMON SEAL of
CADBURY IRELAND LIMITED
Was affixed hereto:



.....
Director


.....
Director/Secretary



PRESENT when the COMMON SEAL of
KRAFT FOODS IRELAND INTELLECTUAL PROPERTY LIMITED
Was affixed hereto:


.....
Director


.....
Director/Secretary