

12-29-1998



To the Honorable Commissioner of Patents and Trademarks

100931385

its or copy thereof.

86-10-81
GAW

1. Name of conveying party(ies):
 Best Foods Merger Co. with and into CPC International Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State of Delaware
 Other _____

Additional name(s) of conveying party(ies) attached?
 Yes; No

2. Name and address of receiving party(ies):
 Name: Bestfoods

Internal Address: International Plaza
 Street Address: 700 Sylvan Avenue
 City: Englewood Cliffs State: NJ Zip: 07632-9976

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State of Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

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3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: November 24, 1997

4. Application number(s) or registration number(s):
 A. Trademark Application No(s). B. Trademark Registration No(s).
 75/336.874 _____
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: William R. Robinson, Esq.
 Internal Address: P.O. Box 1018
 Street Address: _____
 City: Somerville State: NJ Zip: 08876

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00
 Enclosed Authorized to be charged to deposit account
 Please charge any additional applicable fees to the deposit account indicated in answer (8).

8. Deposit account number: 14-1263
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE.

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

William R. Robinson [Signature] December 14, 1998
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 5

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

12/24/1998 DMGUYEH 00000160 75336874
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Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BESTFOODS MERGER CO.", A DELAWARE CORPORATION,

WITH AND INTO "CPC INTERNATIONAL INC." UNDER THE NAME OF "BESTFOODS", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF NOVEMBER, A.D. 1997, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE SECOND DAY OF JANUARY, A.D. 1998.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION:

0533401 8100M

DATE: 9074246

981180188

05-11-98

TRADEMARK

REEL: 1832 FRAME: 0454

11-25-97

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****BESTFOODS MERGER CO.****INTO****CPC INTERNATIONAL INC.**

(Pursuant to Section 253 of the
General Corporation Law of Delaware)

CPC International Inc., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

FIRST: That the corporation owns all of the outstanding shares of each class of stock of Bestfoods Merger Co., a Delaware corporation incorporated on the 27th day of August, 1997, pursuant to the Delaware General Corporation Law.

SECOND: That the Corporation, by the following resolutions of its Board of Directors, duly adopted at a meeting held on September 16, 1997, determined to and effective January 2, 1998 will merge into itself said Bestfoods Merger Co., by the adoption thereof:

RESOLVED, that the Corporation merge and effective January 2, 1998 (the "Effective Date") it will merge into itself Bestfoods Merger Co. and assume on such Effective Date all of its obligations.

RESOLVED, that said merger shall become effective after the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and on the Effective Date.

RESOLVED, that upon merger, the name of the Corporation shall be changed to Bestfoods and Article FIRST of the Restated Certificate of Incorporation of the Corporation, as heretofore amended, shall be amended to read as follows:

"FIRST: The name of the corporation is Bestfoods."

RESOLVED, that except for the foregoing amendment to Article FIRST, the Restated Certificate of Incorporation, as previously amended, shall remain unchanged by the merger and in full force and effect until further amended in accordance with the Delaware General Corporation Law.

RESOLVED, that the proper officers of the Corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolutions to so merge Bestfoods Merger Co. and to assume its obligations, and to so change the name of the Corporation, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State of the State of Delaware and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect said merger and change of name.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller
Title: Vice President and
General Counsel

**CERTIFICATE OF ASSETS
OF
CPC INTERNATIONAL INC**

CPC INTERNATIONAL INC., a corporation organized and existing under the laws of Delaware (the "Corporation"), does hereby certify:

The total assets of the Corporation as reported to the United States on U.S. Form 1120 Schedule L are not less than 10 million dollars.

In witness whereof, the Corporation has caused this certificate to be signed by its duly authorized officer this 24th day of November, 1997.

CPC INTERNATIONAL INC

By: 

Name: Hanes A. Heller

Title: Vice President and
General Counsel