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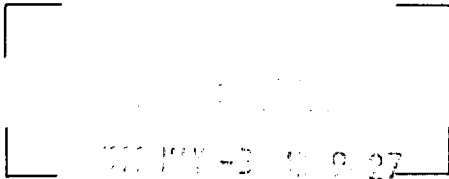
FORM PTO-1618A

11-19-1999



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U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK



### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment
- License **1111029**
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

#### Conveying Party

Mark if additional names of conveying parties attached

Name  Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/T/A

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

05/07/1999 DMUYEN 00000200 161797 1111029  
01 FC:481 40.00 CH

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 001960 FRAME: 0712

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

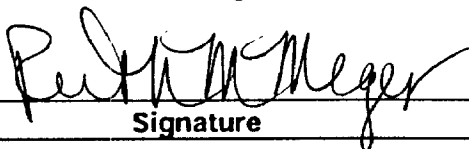
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**Statement and Signature**

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. Charges to deposit account are authorized, as indicated herein.

Ruth M. Meger

Name of Person Signing



Signature

4/28/99

Date Signed

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:

"AZTECA CORN PRODUCTS CORPORATION", A DELAWARE CORPORATION, "GREEN GIANT COMPANY", A DELAWARE CORPORATION,

WITH AND INTO "THE PILLSBURY COMPANY" UNDER THE NAME OF "THE PILLSBURY COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF MAY, A.D. 1987, AT 10 O'CLOCK A.M.



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION: 9678865

DATE: 04-09-99

TRADEMARK REEL: 001960 FRAME: 0714

5/28/87

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

Green Giant Company  
Azteca Corn Products Corporation

INTO

The Pillsbury Company

The Pillsbury Company, a corporation organized and existing under the laws of Delaware,

DOES HEREBY CERTIFY:

FIRST: That this corporation was incorporated on the 25th day of September, 1935, pursuant to the General Corporation Law of the State of Delaware.

SECOND: That this corporation owns all of the outstanding shares of:

(a) Green Giant Company, a corporation incorporated on the 15th day of September, 1978, pursuant to the General Corporation Law of the State of Delaware; and


(b) Azteca Corn Products Corporation, a corporation incorporated on the 13th day of February, 1981, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That this corporation, by the resolutions of its Board of Directors attached hereto as Exhibit (1), duly adopted at a meeting held on the 3rd day of June, 1986, determined to and did merge into itself said Green Giant Company; and that this corporation, by the resolutions of its Board of Directors attached hereto as Exhibit (2), duly adopted at a meeting held on the 5th day of May, 1987, determined to and did merge into itself said Azteca Corn Products Corporation.


FOURTH: Anything herein or elsewhere to the contrary notwithstanding this merger may be amended or terminated and abandoned by the Board of Directors of The Pillsbury Company at any time prior to the date of filing the merger with the Secretary of State.

IN WITNESS WHEREOF, said The Pillsbury Company has caused this certificate to be signed by Edward C. Stringer, its Executive Vice President and attested by Charles H. Gauck, its Secretary, this 11th day of May, 1987.

THE PILLSBURY COMPANY

By:   
Edward C. Stringer,  
Executive Vice President

ATTEST:

By:   
Charles H. Gauck,  
Secretary

MERGER OF GREEN GIANT INTO PILLSBURY

RESOLVED, that The Pillsbury Company (the "Parent" or "Surviving Corporation") merge, and it hereby does merge into itself Green Giant Company (the "Subsidiary"), and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware;

FURTHER RESOLVED, that the terms and conditions of the merger shall be as set forth in the Plan of Merger below;

FURTHER RESOLVED, that if at any time the Surviving Corporation shall consider it, or be advised that any further assignment or assurance in law or other action is, necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property, asset or right of the Subsidiary acquired or to be acquired by or as a result of the merger, the officers of the Subsidiary and Surviving Corporation are hereby authorized to execute and deliver such deeds, assignments and assurances in law and take such other actions as may be necessary or proper to vest, perfect or confirm title to such property, asset or right in the Surviving Corporation and otherwise carry out the purposes of these resolutions;

FURTHER RESOLVED, that the merger may be amended or terminated and abandoned by the board of directors of the Parent at any time prior to the date of filing the merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge said Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

PLAN OF MERGER

(1) Upon the merger of Green Giant Company (the "Subsidiary") into The Pillsbury Company (the "Parent") becoming effective:

- (a) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (b) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;
- (c) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (d) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (e) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (f) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and
- (g) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation; and

(2) The outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be cancelled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.

MERGER OF AZTECA INTO PILLSBURY

RESOLVED, that The Pillsbury Company (the "Parent" or "Surviving Corporation") merge, and it hereby does merge into itself Azteca Corn Products Corporation (the "Subsidiary"), and assumes all of its obligations;

FURTHER RESOLVED, that the merger shall be effective upon the date of filing with the Secretary of State of Delaware;

FURTHER RESOLVED, that the terms and conditions of the merger shall be as set forth in the Plan of Merger below;

FURTHER RESOLVED, that if at any time the Surviving Corporation shall consider it, or be advised that any further assignment or assurance in law or other action is, necessary or desirable to vest, perfect or confirm in the Surviving Corporation the title to any property, asset or right of the Subsidiary acquired or to be acquired by or as a result of the merger, the officers of the Subsidiary and Surviving Corporation are hereby authorized to execute and deliver such deeds, assignments and assurances in law and take such other actions as may be necessary or proper to vest, perfect or confirm title to such property, asset or right in the Surviving Corporation and otherwise carry out the purposes of these resolutions;

FURTHER RESOLVED, that the merger may be amended or terminated and abandoned by the board of directors of the Parent at any time prior to the date of filing the merger with the Secretary of State of Delaware; and

FURTHER RESOLVED, that the proper officers of this corporation be and they hereby are directed to make and execute a Certificate of Ownership and Merger setting forth a copy of the resolution to merge said Subsidiary and assume its liabilities and obligations, and the date of adoption thereof, and to cause the same to be filed with the Secretary of State and a certified copy recorded in the office of the Recorder of Deeds of New Castle County and to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.



PLAN OF MERGER

(1) Upon the merger of Azteca Corn Products Corporation (the "Subsidiary") into The Pillsbury Company (the "Parent") becoming effective:

- (a) the Subsidiary shall be merged with and into the Parent (hereinafter sometimes referred to as the "Surviving Corporation"), the separate existence of the Subsidiary shall cease, and the Parent shall possess all the rights, privileges, powers and franchises of the Subsidiary, of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Subsidiary;
- (b) all property of the Subsidiary, real, personal and mixed, all debts due to the Subsidiary on whatever account, and all other things in action or belonging to the Subsidiary shall be vested in the Parent;
- (c) the title to any real estate vested by deed or otherwise in the Subsidiary shall not revert or be in any way impaired, but all rights of creditors therein and all liens thereon shall be preserved unimpaired;
- (d) all debts, liabilities and duties of the Subsidiary shall attach to the Parent and may be enforced against the Parent to the same extent as if said debts, liabilities and duties had been incurred or contracted by the Parent;
- (e) any claim existing or action or proceeding pending by or against the Subsidiary may be prosecuted as if the merger had not taken place, or the Parent may be proceeded against or substituted in place of the Subsidiary;
- (f) the Certificate of Incorporation and By-Laws of the Parent as in effect immediately prior to the merger becoming effective shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation; and
- (g) the officers and directors of the Parent shall be and remain the officers and directors of the Surviving Corporation; and

(2) The outstanding shares of the Subsidiary, all of which are owned by the Parent, shall be cancelled and returned and shall cease to exist, without any conversion thereof into shares of the Parent.