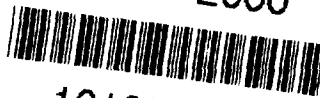


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RECORDATION FORM
TRADEMARKS ONLY

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

Record as of 5-3-99

Submission Type

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

Conveyance Type

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

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
05/28/1987

Name

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/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

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

FOR OFFICE USE ONLY

chg 40

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Mail documents to be recorded with required cover sheet(s) information to:
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TRADEMARK
REEL: 002007 FRAME: 0744

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)

<input type="text"/>	<input type="text"/>	<input type="text"/>
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<input type="text"/>	<input type="text"/>	<input type="text"/>

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

No

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.



0344114 8100M
991139941

Edward J. Freel
Edward J. Freel, Secretary of State

AUTHENTICATION: 9678865
DATE: 04-09-99

TRADEMARK
REEL: 002007 FRAME: 0746

2/28/87

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
Edward C. Stringer,
Executive Vice President

ATTEST:

By: Charles H. Gauck
Charles H. Gauck,
Secretary

7625D

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.



**UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office**

ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

DECEMBER 09, 1999

PTAS

GREEN GIANT COMPANY
RUTH M. MEGER
HAZELTINE GATES
CHASKA, MN 55318



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~~DEC 14 1999~~
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DOCUMENT ID NO.: 101044847

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THE ORIGINAL DATE OF FILING OF THIS ASSIGNMENT DOCUMENT WILL BE MAINTAINED IF RESUBMITTED WITH THE APPROPRIATE CORRECTION(S) WITHIN 30 DAYS FROM THE DATE OF THIS NOTICE AS OUTLINED UNDER 37 CFR 3.51. THE RESUBMITTED DOCUMENT MUST INCLUDE A STAMP WITH THE OFFICIAL DATE OF RECEIPT UNDER 37 CFR 3. APPLICANTS MAY USE THE CERTIFIED PROCEDURES UNDER 37 CFR 1.8 OR 1.10 FOR RESUBMISSION OF THE RETURNED PAPERS, IF THEY DESIRE TO HAVE THE BENEFIT OF THE DATE OF DEPOSIT IN THE UNITED STATES POSTAL SERVICE.

SEND DOCUMENTS TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231. IF YOU HAVE ANY QUESTIONS REGARDING THIS NOTICE, YOU MAY CONTACT THE INDIVIDUAL WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723.

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To

TARA WASHINGTON, EXAMINER
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS

*Corrected Documents are attached.
Ruth Meeger
12-15-99*