

08/31/97
MS 3-27-98



100795121

inal documents or copy thereof.

1. Name of conveying party(ies):
Kerry Foods Inc.

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

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

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

Execution Date: January 23, 1995

2. Name and address of receiving party(ies):
Name: Kerry Ingredients Inc.
Internal Address: _____
Street Address: 352 East Grand Avenue
City: Beloit State: WI ZIP: 53511

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

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

Additional numbers attached? Yes No

B. Trademark registration No.(s)
See attached Schedule

RECEIVED
MAR 27 1998
RECEIPT DIV.

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Alyssa A. Dudkowski
Internal Address: _____

Street Address: Mayer, Brown & Platt
P.O. Box 2828
City: Chicago State: IL ZIP: 60690-2828

6. Total number of applications and registrations involved: 24

7. Total fee (37 CFR 3.41) \$ 615.00
 Enclosed
 Authorized to be charged to deposit account for any additional fees

8. Deposit account number: 13-0019

(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.

Alyssa A. Dudkowski Alyssa A. Dudkowski 3/26/98
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 2

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:

04/01/1998 TTOM11	00000028	936728	Commissioner of Patents and Trademarks
01 FC:481		40.00 OP	Box Assignments
02 FC:482		575.00 OP	Washington, D.C. 20231

Public burden reporting for this sample 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.

TRADEMARK

REEL: 1761 FRAME: 0112

CONTINUATION OF ITEM 4

REGISTRATION NO.

936728

959986

955286

1089368

1146255

894303

958261

1060002

1057831

1757702

1771564

1862639

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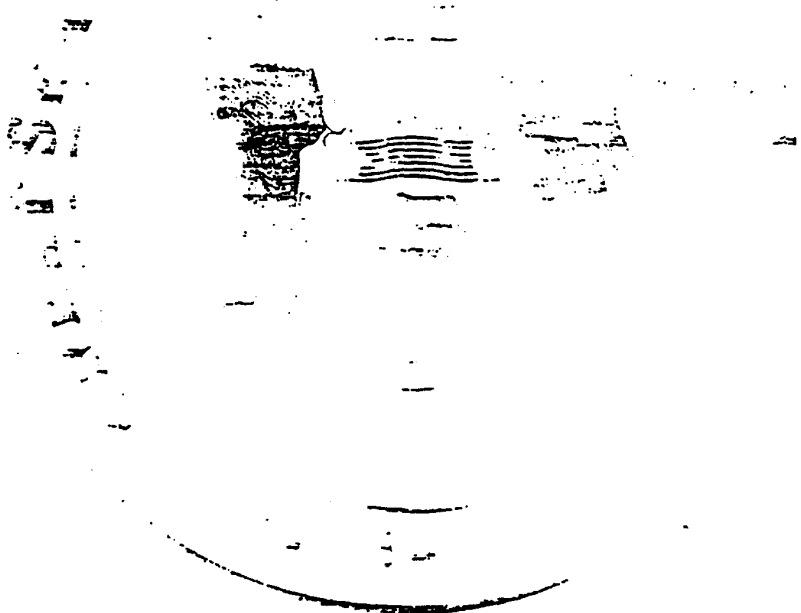
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754756

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 AMENDMENT OF "KERRY FOODS INC.", CHANGING ITS NAME FROM "KERRY FOODS INC." TO "KERRY INGREDIENTS INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF JANUARY, A.D. 1995, AT 9 O'CLOCK A.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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950094918

AUTHENTICATION: 7490141

DATE: 01-28-95
REEL: 1761 FRAME: 0114

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION

* * * * *

KERRY FOODS INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: That the Board of Directors of the Corporation have, by unanimous written consent, filed with the minutes of the Board of Directors, pursuant to the authority of Section 141 of the General Corporation Law of the State of Delaware, adopted a resolution proposing and declaring advisable the following amendments to the Certificate of Incorporation of the Corporation:

Article First of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:

"FIRST. The name of the corporation is Kerry Ingredients Inc."

Article Seventh of the Certificate of Incorporation of Kerry Foods Inc. is hereby amended such that said article shall be and read as follows:

"SEVENTH. The corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the corporation), by reason of his acting as a director or officer of the corporation (and the corporation, in the discretion of the Board of Directors, may so indemnify a person by reason of the fact that he is or was an employee or agent of the

corporation or is or was serving at the request of the corporation in any other capacity for or on behalf of the corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, the corporation shall be required to indemnify an officer or director in connection with an action, suit or proceeding initiated by such person only if such action, suit or proceeding was authorized by the Board of Directors of the corporation. Such indemnification is not exclusive of any other right to indemnification provided by law or otherwise. The right to indemnification conferred by this Article Seventh shall be deemed to be a contract between the corporation and each person referred to herein.

The Certificate of Incorporation of Kerry Foods Inc. is hereby amended by adding the following Article Tenth thereto:

"TENTH. No director shall have any personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of a director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) for any transaction from which a director derives an improper personal benefit."

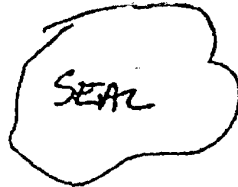
SECOND: That in lieu of a meeting and vote of the sole stockholder of the Corporation, said sole stockholder has given its written consent to this amendment in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That the aforesaid amendment of the Certificate of Incorporation herein certified was duly adopted in accordance with the applicable provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said Kerry Foods Inc. has caused its corporate seal to be hereunto affixed and this certificate to be signed by Mark Earley, its Vice President and Chief Financial Officer, and attested by J. Trent Anderson, its Assistant Secretary, this 23rd day of January, 1995.

KERRY FOODS INC.

By: Mark Earley
Vice President and
Chief Financial
Officer



ATTEST:
By: J. Trent Anderson
Assistant Secretary

*Send all
files
to Dept*



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
ASSISTANT SECRETARY AND COMMISSIONER
OF PATENTS AND TRADEMARKS
Washington, D.C. 20231

MAY 30, 1998

PTAS

MAYER, BROWN & PLATT
ALYSSA A. DUDKOWSKI
P.O. BOX 2828
CHICAGO, IL 60690-2828



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UNITED STATES PATENT AND TRADEMARK OFFICE
NOTICE OF RECORDATION OF ASSIGNMENT DOCUMENT

THE ENCLOSED DOCUMENT HAS BEEN RECORDED BY THE ASSIGNMENT DIVISION OF THE U.S. PATENT AND TRADEMARK OFFICE. A COMPLETE MICROFILM COPY IS AVAILABLE AT THE ASSIGNMENT SEARCH ROOM ON THE REEL AND FRAME NUMBER REFERENCED BELOW.

PLEASE REVIEW ALL INFORMATION CONTAINED ON THIS NOTICE. THE INFORMATION CONTAINED ON THIS RECORDATION NOTICE REFLECTS THE DATA PRESENT IN THE PATENT AND TRADEMARK ASSIGNMENT SYSTEM. IF YOU SHOULD FIND ANY ERRORS OR HAVE QUESTIONS CONCERNING THIS NOTICE, YOU MAY CONTACT THE EMPLOYEE WHOSE NAME APPEARS ON THIS NOTICE AT 703-308-9723. PLEASE SEND REQUEST FOR CORRECTION TO: U.S. PATENT AND TRADEMARK OFFICE, ASSIGNMENT DIVISION, BOX ASSIGNMENTS, CG-4, 1213 JEFFERSON DAVIS HWY, SUITE 320, WASHINGTON, D.C. 20231.

RECORDATION DATE: 03/27/1998

REEL/FRAME: 1708/0483
NUMBER OF PAGES: 6

BRIEF: CHANGE OF NAME

40: See Recording at Reel - Frame

ASSIGNOR:
KERRY FOODS INC.

DOC DATE: 01/23/1995
CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

(Records to Change Recordation Date)

ASSIGNEE:
KERRY INGREDIENTS INC.
352 EAST GRAND AVENUE
BELOIT, WISCONSIN 5351

CITIZENSHIP: DELAWARE
ENTITY: CORPORATION

APPLICATION NUMBER: 72380860
REGISTRATION NUMBER: 0936728

FILING DATE: 01/13/1971
ISSUE DATE: 06/27/1972

MARK: LI-PO-TREME
DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

RECEIVED

JUN 11 1998

MAYER BROWN & PLATT
DOCKETING
ENT'D

TRADEMARK
REEL: 1761 FRAME: 0118

APPLICATION NUMBER: 72424541
REGISTRATION NUMBER: 0959986

FILING DATE: 05/16/1972
ISSUE DATE: 05/29/1973

MARK: MIL-LAIT

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72398157
REGISTRATION NUMBER: 0955286

FILING DATE: 07/23/1971
ISSUE DATE: 03/13/1973

MARK: CHEZ-TONE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73128526
REGISTRATION NUMBER: 1089368

FILING DATE: 05/31/1977
ISSUE DATE: 04/11/1978

MARK: MEL-O-CHEZE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73214087
REGISTRATION NUMBER: 1146255

FILING DATE: 05/03/1979
ISSUE DATE: 01/20/1981

MARK: MELOBLEND

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72344643
REGISTRATION NUMBER: 0894303

FILING DATE: 11/26/1969
ISSUE DATE: 07/07/1970

MARK: DARI-PRO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72417845
REGISTRATION NUMBER: 0958261

FILING DATE: 04/11/1972
ISSUE DATE: 05/01/1973

MARK: MEL-O-SKIM

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73088148
REGISTRATION NUMBER: 1060002

FILING DATE: 05/24/1976
ISSUE DATE: 02/22/1977

MARK: MEL-O-WHEY

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 73088149
REGISTRATION NUMBER: 1057831

FILING DATE: 05/24/1976
ISSUE DATE: 02/01/1977

MARK: HI-LAC

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74185114
REGISTRATION NUMBER: 1757702

FILING DATE: 07/15/1991
ISSUE DATE: 03/09/1993

MARK: NATURETONE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74303335
REGISTRATION NUMBER: 1771664

FILING DATE: 08/10/1992
ISSUE DATE: 05/18/1993

MARK: SAN-A-CREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74412773
REGISTRATION NUMBER: 1862639

FILING DATE: 07/15/1993
ISSUE DATE: 11/15/1994

MARK: CHEES-TREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74439045
REGISTRATION NUMBER: 1872683

FILING DATE: 09/23/1993
ISSUE DATE: 01/10/1995

MARK: DELL

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74351497
REGISTRATION NUMBER: 1905093

FILING DATE: 01/25/1993
ISSUE DATE: 07/11/1995

MARK: PROLO

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74468119
REGISTRATION NUMBER: 1949468

FILING DATE: 12/10/1993
ISSUE DATE: 01/16/1996

MARK: ULTRASAVOUR

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74468118
REGISTRATION NUMBER: 1953625

FILING DATE: 12/10/1993
ISSUE DATE: 01/30/1996

MARK: ULTRACOTE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74520452
REGISTRATION NUMBER: 1960981

FILING DATE: 05/06/1994
ISSUE DATE: 03/05/1996

MARK: KERRYXTRA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74635127
REGISTRATION NUMBER: 2029546

FILING DATE: 02/16/1995
ISSUE DATE: 01/14/1997

MARK: BEATRIM ULTRACREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 74241114
REGISTRATION NUMBER: 1736828

FILING DATE: 01/28/1992
ISSUE DATE: 12/01/1992

MARK: CHEESAVOUR

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

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APPLICATION NUMBER: 72247567
REGISTRATION NUMBER: 0847418

FILING DATE: 06/08/1966
ISSUE DATE: 04/09/1968

MARK: WIP-TREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 71474690
REGISTRATION NUMBER: 0411896

FILING DATE: 09/28/1944
ISSUE DATE: 02/06/1945

MARK: BEATREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72247568
REGISTRATION NUMBER: 0847419

FILING DATE: 06/08/1966
ISSUE DATE: 04/09/1968

MARK: BEALITE

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72180173
REGISTRATION NUMBER: 0775092

FILING DATE: 10/31/1963
ISSUE DATE: 08/11/1964

MARK: TROP-BANA

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

APPLICATION NUMBER: 72139568
REGISTRATION NUMBER: 0754756

FILING DATE: 03/12/1962
ISSUE DATE: 08/13/1963

MARK: LECITREME

DRAWING TYPE: WORDS, LETTERS, OR NUMBERS IN TYPED FORM

ANNIE HARRELL, PARALEGAL
ASSIGNMENT DIVISION
OFFICE OF PUBLIC RECORDS