

10-30-1998



To the Honorable Commissioner of Patents and Trademarks

100863691

and all other documents or copy thereof.

1. Name of conveying party(ies):

Fleischmann's Yeast Inc.
921 98th Avenue
Oakland, CA 94603

MRD
10-15-98

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

Additional name(s) of conveying party(ies) attached?

Yes No

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: June 20, 1991

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

Name: Burns Philp Food Inc.

Internal Address: _____

Street Address: 921 98th Avenue

City Oakland State CA ZIP 94603

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s)

1,103,986

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: John K. Uilkema

Internal Address: Limbach & Limbach L.L.P.
Street Address: 2001 Ferry Building
City, State, ZIP: San Francisco, California 94111
Telephone: (415) 433-4150
Facsimile: (415) 433-8716

Attorney Docket No. BPFI-1950-USA

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41):.....\$ 40.00 E

- Enclosed
- Charge any deficiencies in the enclosed fee to Deposit Account No. 12-1420
- Authorized to be charged to deposit account

8. Deposit account number: 12-1420

(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.

John K. Uilkema
Name of Person Signing

Signature

October 15, 1998
Date

Total number of pages including cover sheet, attachments and document: 6

OMB No. 0651-0011 (exp 4/94)

Do not detach this portion

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

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. 20213, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503

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FC:481

State of California



SECRETARY OF STATE

CORPORATION DIVISION

FLEISCHMANN'S YEAST INC.

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

FEB - 3 1997



Bill Jones

Secretary of State

NEO

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FILED
In the office of the Secretary of State
of the State of California

BH

JUN 30 1991

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March Fong Eu
MARCH FONG EU, Secretary of State

CERTIFICATE OF
OWNERSHIP AND MERGER
MERGING
SPECIALTY BRANDS INCORPORATED
INTO
FLEISCHMANN'S YEAST INC.

Ian D. Clack, and Lorraine E. Vega certify that:

1. They are the president and the secretary, respectively, of Fleischmann's Yeast Inc., a California corporation (the "Corporation").

2. This corporation owns all of the outstanding shares of the stock of Specialty Brands Incorporated, a Delaware corporation ("Subsidiary").

3. The Board of Directors of this corporation duly adopted the following resolutions:

"Resolved, that effective June 30, 1991, the Corporation merge the Subsidiary into itself, and assume all of the obligations of the Subsidiary pursuant to Section 1110 of the California Corporations Code;

Resolved further, that the foregoing shall constitute a plan of liquidation within the meaning of Section 332(b) of the Internal Revenue Code of 1986, as amended; and

Resolved further, that Article One of the articles of incorporation of this Corporation is amended in its entirety as follows:

'The name of corporation is Burns Philp Food Inc.'


and;

Resolved further, that the officers of the Corporation be, and they hereby are, authorized and directed to execute, acknowledge, verify and file a Certificate of Ownership and/or a Certificate of Merger and all such documents and instruments and to take all such action as they may deem necessary or advisable to effect the purpose and intent of the foregoing resolutions."

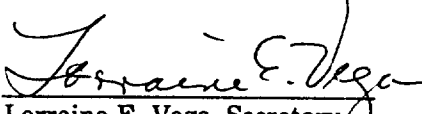
4. The merger shall become effective in the State of California
on June 30, 1991.

We further declare under penalty of perjury under the laws of
the State of California that the matters set forth in this certificate are true and correct of
our own knowledge.

Date: June 20th, 1991



Ian D. Clack, President



Lorraine E. Vega, Secretary