

03-04-1999

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

FORM PTO-1594  
1-31-92

ME0 3.2.99



100976370

To the Honorable Commissioner of Patents and Tr

ts or copy thereof.

1. Name of conveying party(ies):  
Bestfoods

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: Corn Products International, Inc.

Internal Address:  
Street Address: 6500 South Archer Avenue  
City: Bedford Park State: IL Zip: 60501

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

3. Nature of conveyance:

Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_

Execution Date: February 24, 1999

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

A. Trademark Application No(s).	B. Trademark Registration No(s).	771,212	1,039,830	411,255	418,198
		154,522	67,612	82,422	1,027,743;
Additional numbers attached?		<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> 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: 18

7. Total fee (37 CFR 3.41): ..... \$ 465.00 **E**  
 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  
Name of Person Signing

Signature

2/26/99  
Date

Total number of pages comprising cover sheet: 9

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

Do not detach this portion

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

03/04/1999 DNGUYEN 00000117 771212

Commissioner of Patents and Trademarks  
Box Assignments  
Washington, D.C. 20231

01 FC:481  
02 FC:482

40.00 OP  
425.00 OP

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.

TRADEMARK  
REEL: 1863 FRAME: 0674

Additional Registration Numbers

1,030,576

1,060,014

1,439,388

713,930

69,224

932,675

1,632,071

1,526,336

2,110,775

1,363,953

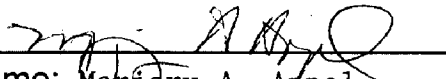
## ASSIGNMENT

WHEREAS, **Bestfoods (formerly CPC International Inc.)**, a Delaware corporation, having a principal place of business at International Plaza, 700 Sylvan Avenue, Englewood Cliffs, New Jersey 07632-9976, (hereinafter referred to as "ASSIGNOR"), is the owner of the registrations as set forth on "Schedule A" annexed to this assignment document.

WHEREAS, **Corn Products International, Inc.**, a Delaware Corporation, having a principal place of business at 6500 South Archer Avenue, Bedford Park, Illinois 60501, (hereinafter referred to as "ASSIGNEE"), is desirous of acquiring all of ASSIGNOR'S rights in said trademarks; and

NOW THEREFORE, for good and valuable consideration receipt of which is hereby acknowledged, as of December 31, 1997, ASSIGNOR hereby assigns to ASSIGNEE, all of its right, title, and interest in and to said trademarks, including the application and registration therefor, and together with the goodwill symbolized by said trademarks.

BESTFOODS

  
Name: Marjory A. Appel  
Title: Assistant Secretary

Dated: Feb. 24, 1999

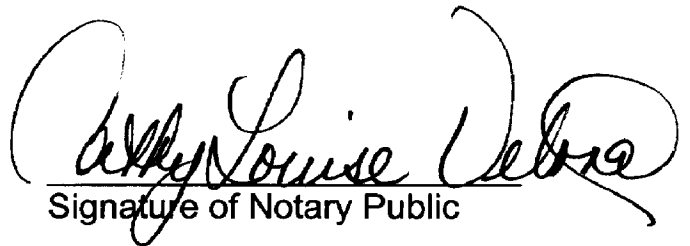
## SCHEDULE A

<u>Trademark</u>	<u>Reg. No.</u>
AMIGOLD	771,212
BUFFALO	67,612
BUFFALO	154,522
BUFFALO	1,039,830
CERELOSE	82,422
CERELOSE	411,255
CERELOSE	418,198
CERELOSE	1,027,743
FIBERBOND	2,030,576
INVERTOSE	1,060,014
PEERLESS	1,439,388
PRAIRIE GOLD	713,930
ROYAL	69,224
ROYAL-T	932,675
STABLEBOND	1,632,071
SUREBOND	1,526,336
ULTRADEX	2,110,775
UNIDEX	1,363,953

NOTARIAL CERTIFICATE

STATE OF NEW JERSEY :  
  : SS.:  
COUNTY OF Bergen :

On this 24<sup>th</sup> day of February 1999, personally appeared Marjory A. Appel, to me known, and known to me, to be the Assistant Secretary of the ASSIGNOR named above, and acknowledged that she executed the foregoing instrument on behalf of said ASSIGNOR pursuant to her authority.

  
Signature of Notary Public

[SEAL]

[STAMP]

**CATHY LOUISE VELONA**  
Notary Public of New Jersey  
Commission Expires April 14, 2008  
ID # 2043217

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.



*Edward J. Freel*

Edward J. Freel, Secretary of State

0533401 8100M

981180188

AUTHENTICATION:

DATE: 9074281  
05-11-98

TRADEMARK  
REEL: 1863 FRAME: 0679

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 24<sup>th</sup> 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 24<sup>th</sup> day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller

Title: Vice President and  
General Counsel