

12-01-1999

Reference No. 27295/20011



D.

11-19-1999

Commissioner of Pa

101211954

ed original documents or copies

U.S. Patent & TMOtc/TM Mail RcptDt. #34

1. Name of conveying party(ies): Penick & Ford, Limited

- Individuals
- General Partnership
- Corporation-Delaware
- Other

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

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

Penford Products Co.
1001 First Street, S.W.
Cedar Rapids, Iowa 52404

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other Restated Certificate of Incorporation

Execution Date: November 13, 1987

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)

364,245
687,440
876,675

Additional numbers attached? Yes No

5. Mail correspondence to:

Michael R. Graham, Esq.
MARSHALL, O'TOOLE, GERSTEIN,
MURRAY & BORUN
6300 Sears Tower -- 233 South Wacker Drive
Chicago, Illinois 60606
(312) 474-6300

6. Total number of applications and registrations involved: 3

7. Attached is a check in the amount of \$90.00 the total fee due pursuant to 37 C.F.R. §3.41.

8. Commissioner is hereby authorized to charge any deficiency in the amount enclosed or any additional fees which may be required under 37 C.F.R. §3.41, or credit any overpayment, to Deposit Account No. 13-2855. A copy of this Recordation Form Cover Sheet is enclosed.

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.

Michael R. Graham
Name of Person Signing

Signature

9/22/99
Date

Total number of pages: 5

11/30/1999 DNGUYEN 00000264 364245

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 001993 FRAME: 0942



State of DELAWARE

Office of SECRETARY OF STATE

I, Michael Harkins, Secretary of State of the State of Delaware,
do hereby certify that the attached is a true and correct copy of
~~CERTIFICATE~~ Restated Certificate of Incorporation
filed in this office on November 19, 1987

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TRADE-MARK

RECORDED
PATENT & TRADEMARK OFFICE

APR 11 1988



Michael Harkins
Michael Harkins, Secretary of State

BY: *M. Magnum*

DATE: March 24, 1988

FILED

2PM.

NOV 19 1987



 SECRETARY OF STATE

RESTATED CERTIFICATE OF INCORPORATION
OF
PENICK & FORD, LIMITED

1. That PENICK & FORD, LIMITED was originally incorporated under the name of FORD, INC. by the filing of its Certificate of Incorporation with the Secretary of State of Delaware on May 10, 1971. Its present name is PENICK & FORD, LIMITED.

2. This Restated Certificate of Incorporation was duly adopted by the Board of Directors and Shareholders of this corporation in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the state of Delaware.

3. This Restated Certificate of Incorporation restates, integrates and further amends the provisions of the corporation's Certificate of Incorporation, as theretofore amended or supplemented, and reduces the authorized capital thereof.

4. The provisions of this Restated Certificate of Incorporation are as follows:

ARTICLE I.

The name of the corporation (hereinafter called the "corporation") is

Penford Products Co.

ARTICLE II.

The respective names of the county and of the city within the county in which the registered office of the corporation is to be located in the state of Delaware are the county of New Castle and the city of Wilmington. The name of the registered agent of the corporation is The Corporation Trust Company. The street and number of said registered office and the address by street and number of said registered agent is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801.

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ARTICLE III.

The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any or all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, namely, to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV.

(1) The total number of shares which the corporation is authorized to issue is five thousand (5,000) shares of common stock and the aggregate par value of all of said shares is Five Thousand Dollars (\$5,000) and the par value of each share is One Dollar (\$1.00) per share.

(2) The shares of stock of this corporation may be issued by this corporation from time to time for such consideration, not less than the par value thereof, except as otherwise provided by law, as from time to time may be fixed by the Board of Directors of the corporation; and all issued shares of the capital stock of the corporation shall be deemed fully paid and nonassessable and the holders of such shares shall not be liable thereunder to this corporation or to its creditors.

(3) No shareholder of this corporation shall have any preemptive or preferential right of subscription to any shares of any stock of this corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors of this corporation in its discretion from time to time may determine.

ARTICLE V.

The existence of this corporation is to be perpetual.

ARTICLE VI.

The directors shall have power to make and to alter or amend the By-Laws, to fix the amount to be reserved as working capital, and to authorize and cause to be executed,

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mortgages and liens without limit as to the amount, upon the property and franchise of this corporation.

ARTICLE VII.

To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its shareholders for monetary damages for breach of duty as a director.

We, the undersigned, for the purpose of forming a corporation under the laws of the state of Delaware, do make, file and record this Certificate, do certify that the facts herein stated are true and accordingly have hereunto set our hands and seals.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been duly executed in the corporate name of PENICK & FORD, LIMITED by its Chairman of the Board, duly acknowledged, on this 13th day of November, 1987.

PENICK & FORD, LIMITED
By: Tod R. Hamachek
Tod R. Hamachek
Chairman of the Board

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ATTEST:

Franklin E. Olsen, Jr.
Franklin E. Olsen, Jr., Secretary