



TRADEMARKS ONLY

101358426

Tab settings * * * *

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying Party(ies): 5.4.00
Ralston Foods, Inc.

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

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

3. Nature of conveyance.

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: January 31, 1997

2. Name and address of receiving Party(ies)

Name: Ralcorp Holdings, Inc.

Internal Address: _____

Street Address: P.O. Box 618

City: St. Louis State: MO ZIP: 63188

Individual(s) Citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Missouri
 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)

B. Trademark Registration No's

524,634

Additional numbers attached? Yes No

6. Total Number of applications and registrations involved:..... 1

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

Enclosed
 Authorized to be charged to deposit account

8. Deposit Account number:
18-0085

(Attach) duplicate copy of this page if paying by deposit account)

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

Name: L. M. Mullen

Internal Address: Ralcorp Holdings, Inc.

05/15/2000 JMWDAZZ 00000045 100085 524634

01 FC:481 40.00 CH

Street Address:
P.O. Box 618

City: St. Louis State: MO ZIP: 63188

DO NOT USE THIS SPACE

9. State 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.

L. M. Mullen [Signature] 5 2 000

Name of Person Signing Signature Date

Total number of pages comprising this cover sheet: 1

Do not detach this portion

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corproations:
RALSTON FOODS, INC. (#F00393176)

INTO:

NEW RALCORP HOLDINGS, INC. (#00432673)

Organized and Existing Under Law of Missouri, Nevada
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

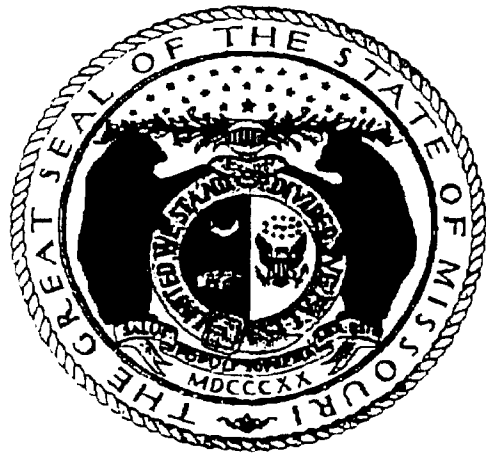
NEW RALCORP HOLDINGS, INC. (#00432673)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
30th DAY OF January, 1997.

Effective date: January 31, 1997

Rebecca McDowell Cook
Secretary of State



\$30.00

ARTICLES OF MERGER
MERGING
RALSTON FOODS, INC.
INTO
NEW RALCORP HOLDINGS, INC.

FILED AND CERTIFICATE
ISSUED
JAN 30 1997

Rebecca McDonald Cook
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations do hereby adopt and execute the following articles of merger:

ARTICLE ONE

The names of the merging corporations are Ralston Foods, Inc., a Nevada corporation and subject to the General Corporation Law of Nevada and New Ralcorp Holdings, Inc., a Missouri corporation and subject to the provisions of The General and Business Corporation Law of Missouri.

ARTICLE TWO

The following is the Plan of Merger for merging Ralston Foods, Inc. with and into New Ralcorp Holdings, Inc.:

PLAN OF MERGER

1. New Ralcorp Holdings, Inc. is the survivor.
2. All of the property, rights, privileges, leases and patents of Ralston Foods, Inc. are to be transferred to and become the property of New Ralcorp Holdings, Inc., the survivor. The officers and the board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of New Ralcorp Holdings, Inc. shall continue in office until their successors are fully executed and qualified under the provisions of the by-laws of the surviving corporation.
4. The present by-laws of the surviving corporation will be the by-laws of said surviving corporation and will continue in full force and effect until altered or amended as therein provided under the authority of The General and Business Corporation Law of Missouri.
5. The articles of incorporation of the survivor are not amended by virtue of this merger.
6. The outstanding shares of Ralston Foods, Inc. shall be exchanged for shares of New Ralcorp Holdings, Inc., the survivor on a one for one basis. The shares of the surviving corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.
7. The effective date of the merger shall be January 31, 1997.

ARTICLE THREE

The Plan of Merger was approved by unanimous written consent of the Board of Directors of Ralston Foods, Inc. on December 18, 1996.

The Plan of Merger was approved at a meeting of the Board of Directors of New Ralcorp Holdings, Inc. on December 18, 1996.

ARTICLE FOUR

The number of outstanding shares of Ralston Foods, Inc. is 1,000; and the number of said outstanding shares which were entitled to vote on the Plan of Merger at the time of the approval of said Plan by the holders of said outstanding shares entitled to vote is 1,000.

The number of outstanding shares of New Ralcorp Holdings, Inc. is 1,000; and the number of said outstanding shares which were entitled to vote on the Plan of Merger at the time of the approval of said Plan by the holders of said outstanding shares entitled to vote is 1,000.

ARTICLE FIVE

The holders of all of the outstanding shares entitled to vote of Ralston Foods, Inc., to wit, 1,000 shares, dispensed with a meeting of shareholders and approved the Plan of Merger by a unanimous consent in writing dated December 18, 1996.

The holders of all of the outstanding shares entitled to vote of New Ralcorp Holdings, Inc., to wit, 1,000 shares, dispensed with a meeting of shareholders and approved the Plan of Merger by a unanimous consent in writing dated December 18, 1996.

Executed on January 29, 1997

RALSTON FOODS, INC.

SEAL

By James A. Nichols
James A. Nichols
President

ATTEST:

By Robert W. Lockwood
Robert W. Lockwood
Secretary

NEW RALCORP HOLDINGS, INC.

SEAL

By [Signature]
Joe R. Micheletto
President

ATTEST:
By [Signature]
Robert W. Lockwood
Secretary

State of Missouri)
)
City of St. Louis) SS

On this 29th day of January in the year 1997, before me JULIE E. NEIGER,
Notary Public in and for said state, personally appeared James A. Nichols, President of Ralston
Foods, Inc. known to me to be the person who executed the within Articles of Merger in behalf
of said corporation and acknowledged to me that he executed the same for the purposes therein
stated.

[Signature]
Notary Public
JULIE E. NEIGER
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES FEB. 21, 1997

State of Missouri)
)
City of St. Louis) SS

On this 29th day of January in the year 1997, before me JULIE E. NEIGER,
Notary Public in and for said state, personally appeared Joe R. Micheletto, President of New
Ralcorp Holdings, Inc. known to me to be the person who executed the within Articles of Merger
in behalf of said corporation and acknowledged to me that he executed the same for the purposes
therein stated.

[Signature]
Notary Public
JULIE E. NEIGER
NOTARY PUBLIC - STATE OF MISSOURI
ST. LOUIS COUNTY
MY COMMISSION EXPIRES FEB. 21, 1997

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