

01-02-2001

FORM PTO-1618A  
Expires 06/30/99  
OMB 0651-0027

101568127

U.S. Department of Commerce  
Patent and Trademark Office  
**TRADEMARK****RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

12-14-00

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

**Submission Type**

New



Resubmission (Non-Recordation)

Document ID #



Correction of PTO Error

Reel #

Frame #



Corrective Document

Reel #

Frame #

**Conveyance Type**

Assignment



License



Security Agreement



Nunc Pro Tunc Assignment



Merger

Effective Date  
Month Day Year

12 31 99



Change of Name



Other

**Conveying Party**

Mark if additional names of conveying parties attached

Name Pacific Grain Products, Inc.

Execution Date  
Month Day Year

12 20 99

Formerly



Individual



General Partnership



Limited Partnership



Corporation



Association



Other



Citizenship/State of Incorporation/Organization

California

**Receiving Party**

Mark if additional names of receiving parties attached

Name AC Humko Corp.

DBA/AKA/TA

Composed of

Address (line 1)

7171 Goodlet Farms Parkway

Address (line 2)

Address (line 3)

Memphis

City

TN

State/Country

38018-4909

Zip Code



Individual



General Partnership



Limited Partnership



If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)



Corporation



Association



Other



Citizenship/State of Incorporation/Organization

Delaware

FOR OFFICE USE ONLY

12/28/2000 DNGUYEN 00000248 75933896

01 FC:401  
02 FC:44240.00 DP  
500.00 DPPublic burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.  
Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231**TRADEMARK**  
**REEL: 002203 FRAME: 0456**

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number 713-758-2732

Name

Peter E. Mims

Address (line 1)

Vinson & Elkins L.L.P.

Address (line 2)

2300 First City Tower

Address (line 3)

1001 Fannin Street

Address (line 4)

Houston, Texas 77002-6760

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

8

**Trademark Application Number(s) or Registration Number(s)**



Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75/933896

75/702096

73/673347

1753352

1754582

1894217

75/770782

75/933897

74/339482

2283524

2243225

2200321

74/339484

74/339485

2247869

2246270

2246260

**Number of Properties**

Enter the total number of properties involved.

#

21

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

540.00

Method of Payment:

Enclosed



Deposit Account



Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

22-0365

Authorization to charge additional fees:

Yes



No



**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. Charges to deposit account are authorized, as indicated herein.

PETER E. MIMS

Peter E. Mims

12/7/00

Name of Person Signing

Signature

Date Signed

RECORDATION FORM COVER SHEET  
CONTINUATION  
TRADEMARKS ONLY

U.S. Department of Commerce  
Patent and Trademark Office  
TRADEMARK

**Conveying Party**

Enter Additional Conveying Party

☐ Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

☐ Individual ☐ General Partnership ☐ Limited Partnership ☐ Corporation ☐ Association

☐ Other

☐ Citizenship State of Incorporation/Organization

**Receiving Party**

Enter Additional Receiving Party

☐ Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

☐ Individual ☐ General Partnership ☐ Limited Partnership

☐ Corporation ☐ Association

☐ Other

☐ Citizenship/State of Incorporation/Organization

☐ If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached (Designation must be a separate document from the Assignment.)

**Trademark Application Number(s) or Registration Number(s)**

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**


2374915	1905100	1983724
2042680		

*Office of the Secretary of State*

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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:

"PACIFIC GRAIN PRODUCTS, INC.", A CALIFORNIA CORPORATION, WITH AND INTO "AC HUMKO CORP." UNDER THE NAME OF "AC HUMKO CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1999, AT 2:45 O'CLOCK P.M.

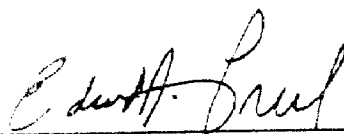
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2531427 8100M

991567400

  
\_\_\_\_\_  
Edward J. Freel, Secretary of State

AUTHENTICATION:

0170519

DATE:

12-29-99

TRADEMARK  
REEL: 002203 FRAME: 0459

**CERTIFICATE OF OWNERSHIP AND MERGER**  
**of**  
**PACIFIC GRAIN PRODUCTS, INC.**  
**with and into**  
**AC HUMKO CORP.**

(Pursuant to Section 253 of the  
General Corporation Law of the State of Delaware)

AC HUMKO CORP., a Delaware corporation (the "Corporation"), for the purpose of merging Pacific Grain Products, Inc., (the "Subsidiary"), with and into the Corporation, hereby certifies as follows:

**FIRST:** The name and the state of incorporation of each of the constituent corporations of the merger is as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
AC HUMKO CORP.	Delaware
Pacific Grain Products, Inc.	California

**SECOND:** The Corporation owns all of the issued and outstanding capital stock of the Subsidiary.

**THIRD:** Attached hereto as Exhibit A is a true and correct copy of the resolutions adopted on December 20, 1999 by the Board of Directors of the Corporation approving the merger of the Subsidiary with and into the Corporation.

This instrument and the merger of the Corporation and the Subsidiary shall be effective December 31, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its officer thereunto duly authorized on the 20th day of December, 1999.

AC HUMKO CORP.

By: Daniel S. Antonelli

Daniel S. Antonelli

President & Chief Executive Officer

VEHOU05:139213.1

TRADEMARK  
REEL: 002203 FRAME: 0461

**EXHIBIT A****UNANIMOUS CONSENT OF DIRECTORS  
IN LIEU OF SPECIAL MEETING  
of  
AC HUMKO CORP.**

The undersigned, being all of the directors of AC HUMKO CORP., a Delaware Corporation (the "Corporation"), and acting pursuant to the provisions of Section 253 of the General Corporation Laws of the State of Delaware, as amended, do hereby consent to, approve and adopt the following resolutions:

WHEREAS, the Corporation is the ultimate owner of all of the issued and outstanding shares of common stock of Pacific Grain Products, Inc., a California corporation (the "Subsidiary");

WHEREAS, the Corporation desires to merge the Subsidiary with and into itself and to possess of all the estate, property, rights, privileges and franchises of the Subsidiary; and

WHEREAS, the Board of Directors of the Corporation believes it is in the best interests of the Corporation to merge the Subsidiary with and into itself;

NOW, THEREFORE, IT IS RESOLVED, that the Corporation merge the Subsidiary with and into the Corporation, that the separate existence of the Subsidiary ceases at the Effective Time (hereafter defined), and that the Corporation, as the surviving corporation of the merger pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), continue to exist by virtue of and be governed by the laws of the State of Delaware (such actions, collectively, being called the "Merger").

RESOLVED, that the Merger be, and hereby is, approved.

RESOLVED, that the Plan of Merger attached hereto as Annex 1 is hereby approved and adopted;

RESOLVED, that the Merger be effective (the "Effective Time") on December 31, 1999 and upon the filing of a Certificate of Ownership and Merger relating to the Merger with the Secretary of State of the State of Delaware in accordance Sections 103 and 253 of the DGCL.

RESOLVED, that, at the Effective Time, the Corporation, without further action, as provided by the laws of the State of Delaware, shall succeed to and possess all the rights, privileges, powers, and franchises of a public as well as of a private nature, of the Subsidiary; and all property, real, personal and mixed, and all debts due on whatsoever account, including subscriptions to shares, and

all and every other interest, of or belonging to or due to the Subsidiary shall be vested in the Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall thereafter be as effectively the property of the Corporation as they were of the Subsidiary; and the title to any real estate, or any interest therein, vested in the Corporation or the Subsidiary by deed or otherwise shall not revert or be in any way impaired by reason of the Merger. The Corporation shall thenceforth be responsible and liable for all debts, liabilities, and duties of the Subsidiary, which may be enforced against the Corporation to the same extent as if those debts, liabilities, and duties had been incurred or contracted by the Corporation. Neither the rights of creditors nor any liens upon the property of the Subsidiary or the Corporation shall be impaired by the Merger.

RESOLVED, that the Certificate of Incorporation and the Bylaws of the Corporation as in effect immediately before the Effective Time shall be, respectively, the Certificate of Incorporation and the Bylaws of the Corporation at and after the Effective Time until amended as provided by law.

RESOLVED, that, at the Effective Time, each share of Common Stock of the Subsidiary be canceled.

RESOLVED, that the person who was serving as an officer of the Corporation immediately before the Effective Time shall be an officer of the Corporation at and after the Effective Time, with the same title as previously held.

RESOLVED, that the person who was serving as a director of the Corporation immediately before the Effective Time shall be a director of the Corporation at and after the Effective Time.

RESOLVED, that any officer of the Corporation be, and each of them hereby is, authorized and directed to execute and acknowledge in the name and on behalf of the Corporation a Certificate of Ownership and Merger setting forth, among other things, a copy of these resolutions and the date of their adoption; and that each such officer is hereby authorized and directed to cause the executed Certificate of Ownership and Merger to be filed in the Office of the Secretary of State of the State of Delaware and to cause certified copies of that Certificate to be recorded in the Offices of the Recorder of Deeds of the appropriate counties, all in accordance with Sections 103 and 253 of the DGCL.

RESOLVED, that the officers of the Corporation be, and each hereby is, authorized in the name and on behalf of the Corporation to do and perform or to cause to be done and performed all acts and things as such officer or officers shall deem necessary, advisable, or appropriate to implement the foregoing resolutions; and to execute and deliver any agreement, certificates, directions, representations, issuances, and other instruments or documents of every character, and to do and perform or cause to be done or performed any other acts and things as such officer or officers of the Company shall deem necessary, advisable, or appropriate to comply with the purposes and intent of the foregoing resolutions.

RESOLVED, that any and all action taken by any proper officer of the Corporation prior to the date this Consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.



IN WITNESS WHEREOF, the undersigned directors have executed this Consent the 20th day of December, 1999.

David S. Anzorelli  
David S. Anzorelli

**Michael J. O'Neill**

**John Kingston**

**IN WITNESS WHEREOF**, the undersigned directors have executed this Consent the 30th day of December, 1999.

David S. Antonelli  
David S. Antonelli

Michael J. O'Neill  
Michael J. O'Neill

John Benson  
John Benson

IN WITNESS WHEREOF, the undersigned directors have executed this Consent the 30th day of December, 1939.

Donald S. Antenell  
Donald S. Antenell

Michael J. O'Neill  
Michael J. O'Neill

John Mason  
John Mason

**Annex 1****PLAN OF MERGER****OF**

**PACIFIC GRAIN PRODUCTS, INC.,  
a California corporation**

**INTO**

**AC HUMKO CORP.,  
a Delaware corporation**

1. The name of the parent and surviving corporation is:

**AC HUMKO CORP., a Delaware corporation ("ACH").**

2. The name of the wholly-owned subsidiary corporation is:

**Pacific Grain Products, Inc., a California corporation ("PacGrain").**

3. The manner and basis of converting the shares of the subsidiary corporation into shares, cash or other property obligations or other securities of the parent is as follows:

Each share of Common Stock of PacGrain issued and outstanding immediately prior to December 31, 1999 (the "Effective Date") shall be canceled and no cash consideration shall be received therefor, as of the Effective Date. Each share of Common Stock of ACH issued and outstanding immediately prior to the Effective Date, and each such share (if any) held by ACH as treasury stock immediately prior to the Effective Date, shall not upon the Effective Date be affected or changed in any manner and shall continue to be issued and outstanding shares of ACH.