

08-02-2001

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

1. Name of conveying Party(ies):

Ralston Foods, Inc.

7-13-01

- Individual(s)
- General partnership
- Corporation-State Nevada
- 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: January 29, 1997

2. Name and address of receiving Party(ies)

Name: Ralcorp Holdings, Inc.

Internal Address: L.M. Mullen

Street Address: 800 Market Street, Floor 29

City: St. Louis State: MO ZIP: 63101

- 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

1,961,182

Additional numbers attached? Yes No

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

Name: Roxana Wizorek

Internal Address: Bryan Cave LLP

08/02/2001 BYRNE 00000001 180085 1961182

01 FC:481 40.00 CH

Street Address:
211 North Broadway, Suite 3600

City: St. Louis State: MO ZIP: 63102

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)

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.

Roxana Wizorek

Name of Person Signing

Signature

Date

7/13/01

Total number of pages comprising this cover sheet: 8

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
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.

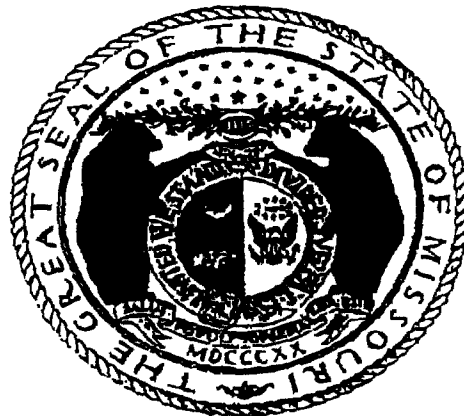
NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

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

FILED AND CERTIFICATE
ISSUED

JAN 30 1997

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

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

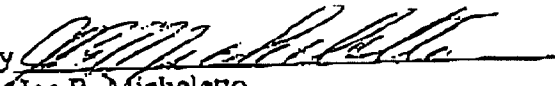
By James A. Nichols
James A. Nichols
President

ATTEST:

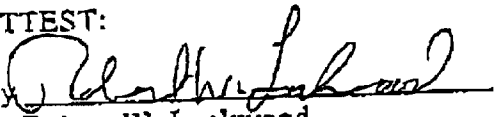
By Robert W. Lockwood
Robert W. Lockwood
Secretary

NEW RALCORP HOLDINGS, INC.

SEAL

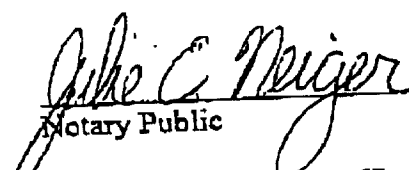
By 
Joe R. Micheletto
President

ATTEST:

By 
Robert W. Lockwood
Secretary

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

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.

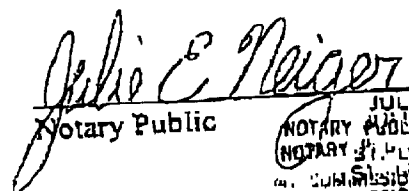


Notary Public

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

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

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.



Notary Public

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

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION
CERTIFICATE OF AMENDMENT

WHEREAS,

RALCORP HOLDINGS, INC.

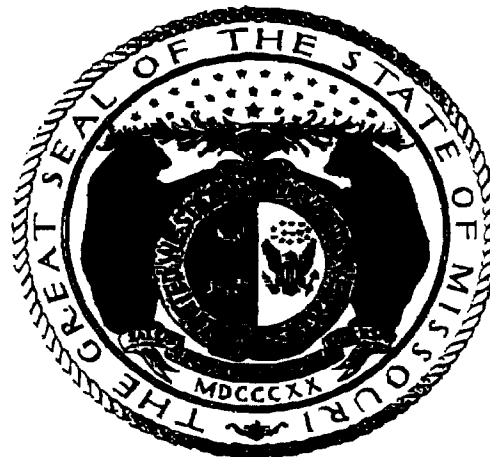
FORMERLY,

NEW RALCORP HOLDINGS, INC.

A CORPORATION ORGANIZED UNDER THE GENERAL AND BUSINESS CORPORATION LAW HAS DELIVERED TO ME A CERTIFICATE OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH THE REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE GENERAL BUSINESS CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 31ST DAY OF JANUARY, 1997.

Rebecca McDowell Cook
Secretary of State



\$25.00

AMENDMENT OF ARTICLES OF INCORPORATION
OF
NEW RALCORP HOLDINGS, INC.

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporation certifies the following:

(1) The present name of the corporation is New Ralcorp Holdings, Inc. The name under which it was originally organized was New Ralcorp Holdings, Inc.

(2) The following amendment to the corporation's Articles of Incorporation was adopted by the sole shareholder on December 18, 1996.

(3) Article One is hereby amended to read as follows:

ARTICLE ONE

The name of the corporation is Ralcorp Holdings, Inc.

(4) Of the 1,000 shares outstanding, 1,000 shares were entitled to vote on such amendment. The number of outstanding shares entitled to vote thereon as a class was as follows:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common	1,000

(5) The number of shares voted for and against the amendment was as follows:

<u>Class</u>	<u>No. Voted For</u>	<u>No. Voted Against</u>
Common	1,000	0

(6) The effective date of this amendment shall be January 31, 1997.

IN WITNESS WHEREOF, the undersigned, President has executed this instrument and its Secretary has attested to said instrument on the 29th day of January, 1997.

NEW RALCORP HOLDINGS, INC.

(CORPORATE SEAL)

ATTEST:

By [Signature]
Joe R. Micheletto
President

[Signature]
Robert W. Lockwood
Secretary

FILED AND CERTIFICATE
ISSUED

JAN 31 1997

STATE OF MISSOURI)
CITY OF ST. LOUIS) SS.

[Signature]
SECRETARY OF STATE

I, JULIE E. NEIGER, a notary public, do hereby certify that on this 29th day of January, 1997, personally appeared before me Joe R. Micheletto who, being by me first duly sworn, declared that he is the President of New Ralcorp Holdings, Inc., that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

[SEAL]

[Signature]
Notary Public

My Commission Expires:

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