

09-06-2001



Form PTO-1594  
(Rev. 03/01)  
OMB No. 0651-0027 (exp. 5/31/2002)  
Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

101834743

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

1. Name of conveying party(ies): Best Foods  
Best Foods Merger Co. with and into  
CPC International Inc.  
 Individual(s)  Association  
 General Partnership  Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_  
Additional name(s) of conveying party(ies) attached?  Yes  No

2. Name and address of receiving party(ies)  
Name: Bestfoods  
Internal  
Address: \_\_\_\_\_  
Street Address: 700 Sylvan Avenue  
Englewood  
City: Cliffs State: N.J. Zip: 07632  
 Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 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

3. Nature of conveyance:  
 Assignment  Merger  
 Security Agreement  Change of Name  
 Other \_\_\_\_\_  
Execution Date: November 24, 1997

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
B. Trademark Registration No.(s)  
1,647,831  
Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence  
concerning document should be mailed:  
Name: Mitchell A. Frank  
Internal Address: Trademark Counsel  
Bestfoods  
Street Address: 700 Sylvan Avenue  
International Plaza  
Englewood  
City: Cliffs State: N.J. Zip: 07632

6. Total number of applications and  
registrations involved: ..... 1  
7. Total fee (37 CFR 3.41).....\$ 40  
 Enclosed  
 Authorized to be charged to deposit account  
8. Deposit account number:  
21-0043  
(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.*  
Mitchell A. Frank  
Assistant Secretary  
Signature: Mitchell A. Frank  
Date: August 17, 2001  
Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

09/05/2001  
01 FC:481

BBYRNE 00000167 210043 1647831

40.00 CH

TRADEMARK  
REEL: 002361 FRAME: 0990

*State of Delaware*  
*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

981051837

AUTHENTICATION: 8912277

DATE: 02-10-98

TRADEMARK

REEL: 002361 FRAME: 0991

11-25-97

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
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