

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
Name of Person Signing
Assistant Secretary

August 17, 2001
Date

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09/05/2001
01 FC:481

BBYRNE 00000167 210043 1647831 Total number of pages including cover sheet, attachments, and document:

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

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 24th 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 24th day of November, 1997.

CPC INTERNATIONAL INC.

By: 

Name: Hanes A. Heller

Title: Vice President and
General Counsel