

03-28-2002



M COVER SHEET
KS ONLY



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To the Honorable Commission

Please record the attached original

03-18-2002

U.S. Patent & TMO/TM Mail Rcpt Dt. #28

1. Name of conveying party(ies):

Cahokia Flour Company

3.18.02

- Individual
- General Partnership
- Corporation-State Missouri
- Other
- Association
- Limited Partnership

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

2. Name and address of receiver

Name: CSM Subholdings, Inc.

Internal Address: _____

Street Address: 1922 N. Meacham Road, Suite 530

City: Schaumburg State: Illinois Zip: 60173-4343

- 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
Additional names(s) & addresses(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Certificate of Secretary of State of Delaware
- Merger
- Change of Name

Execution Date: December 29, 1998

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 1,969,108

Additional numbers attached? Yes No

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

Name: Polster, Lieder, Woodruff & Lucchesi, L.C.

Internal Address: Suite 230

Street Address: 763 South New Ballas Road

City: St. Louis State: MO Zip: 63141

6. Total number of applications and registrations involved: one

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

- Enclosed
- Authorized to be charged to deposit account in case of any deficiency.

8. Deposit account number: 162201
(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.

William G. Bruns

Name of person Signing

William G. Bruns
Signature

March 13, 2002
Date

Total number of pages including cover sheet, attachments, and document: 5

03/28/2002 TDIAZ1 00000031 1969108

Q. FC:481

40.00 DP

Mail document to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, DC 20231

TRADEMARK
REEL: 002470 FRAME: 0624

State of Delaware
Office of the Secretary of State

PAGE 1

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:

"CAHOKIA FLOUR COMPANY", A MISSOURI CORPORATION,
WITH AND INTO "CSM SUBHOLDINGS INC." UNDER THE NAME OF "CSM SUBHOLDINGS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 1998, 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 FOURTH DAY OF JANUARY, A.D. 1999.

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



Handwritten signature of Edward J. Freel in cursive script.

Edward J. Freel, Secretary of State

2045577 8100M

AUTHENTICATION: 9491807

981504620

DATE: 12-29-98

TRADEMARK
REEL: 002470 FRAME: 0625

CERTIFICATE OF OWNERSHIP AND MERGER**MERGING****CAHOKIA FLOUR COMPANY****INTO****CSM SUBHOLDINGS INC.**

Pursuant to Section 253
of the Delaware General Corporation Law

CSM SUBHOLDINGS, INC., a Delaware corporation (the "Corporation"), does hereby certify:

FIRST: The Corporation was incorporated pursuant to the General Corporation Law of the State of Delaware on October 4, 1984;

SECOND: The Corporation owns 100 shares of Class A Voting Common Stock, par value \$10.00 per share of Cahokia Flour Company, a corporation incorporated pursuant to the laws of the State of Missouri on August 19, 1954 ("Cahokia Flour"), such shares constituting all of the issued and outstanding shares of Cahokia Flour and therefore Cahokia Flour is a wholly-owned subsidiary of the Corporation;

THIRD: The laws of the jurisdiction of organization of Cahokia Flour permit the merger of a business corporation of that jurisdiction with a business corporation of another jurisdiction;

FOURTH: The Corporation, by the following resolutions duly adopted by unanimous written consent of its Board of Directors dated December 16, 1998, determined to merge Cahokia Flour with and into the Corporation, with the Corporation being the surviving corporation of such merger (the "Surviving Corporation"), and to cause the Corporation to assume all of Cahokia Flour's liabilities and obligations.

RESOLVED, that the Board of Directors declares it advisable and in the best interest of the Corporation that Cahokia Flour Company, a Missouri corporation ("Cahokia Flour"), be merged (the "Merger") with and into the Corporation with the Corporation being the surviving corporation of such merger, in accordance with the Plan of Merger attached hereto as Exhibit A

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(the "Plan of Merger") and an Agreement of Merger between the Corporation and Cahokia Flour in the form attached hereto as Exhibit B (the "Merger Agreement"); and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to execute and deliver the Merger Agreement; and further

RESOLVED, that the proper officers of the Corporation be, and each of them hereby is, authorized to file a certificate of ownership and merger with the Secretary of State of Delaware, in such form as may be required by the laws of the State of Delaware, and any such certificates with the Secretary of State of Missouri as required by the laws of the State of Missouri, in such form as may be required by the laws of the State of Missouri; and further

RESOLVED, that the proper officers and agents of the Corporation be, and each of them hereby is, authorized to take all such further actions, to execute and deliver all such further instruments, certificates and documents in the name and on behalf of the Corporation and under its corporate seal or otherwise, to pay all such fees and expenses and to make all such filings, as in their judgment shall be necessary to carry out the intent and to accomplish the purposes of the foregoing resolutions.

FIFTH: The Plan of Merger and Agreement of Merger were adopted by the unanimous written consent of the Board of Directors of the Corporation dated December 16, 1998, to which reference is made in the first of the foregoing resolutions;

SIXTH: The merger of Cahokia Flour with and into the Corporation shall be effective as of 12:01 A.M. on January 4, 1999 (the "Effective Time");

SEVENTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is c/o 1301 Estes Avenue, Elk Grove Village, Illinois 60007;

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation;

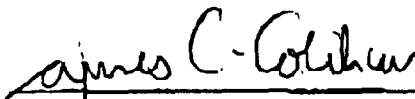
NINTH: The merger, including without limitation the execution of the Agreement of Merger, has been approved by the written consent effective December 28, 1998 of the sole stockholder of the Corporation;

TENTH: Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated or abandoned by the Board of Directors of CSM Subholdings at any time prior to the Effective Time of the certificate of ownership and merger with the Secretary of State.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed and acknowledged by its officer thereunto duly authorized this 28th day of December, 1998.

CSM SUBHOLDINGS INC.

By:



Name: James C. Colihan
Title: Secretary