

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/02/1998

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bestfoods Merger Co.		11/24/1997	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CPC International Inc.
Street Address:	700 Sylvan Avenue
City:	Englewood Cliffs
State/Country:	NEW JERSEY
Postal Code:	07632-9976
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	0771212	AMIGOLD
Registration Number:	0067612	BUFFALO
Registration Number:	0154522	BUFFALO
Registration Number:	1039830	BUFFALO
Registration Number:	0082422	CERELOSE
Registration Number:	0411255	CERELOSE
Registration Number:	0418198	CERELOSE
Registration Number:	1027743	CERELOSE
Registration Number:	2030576	FIBERBOND
Registration Number:	1060014	INVERTOSE
Registration Number:	1439388	PEERLESS
Registration Number:	0713930	PRAIRIE GOLD
Registration Number:	0069224	ROYAL

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Registration Number:	0932675	ROYAL-T
Registration Number:	2236186	SNOWFLAKE
Registration Number:	1632071	STABLEBOND
Registration Number:	1526336	SUREBOND
Registration Number:	2110775	ULTRADEX
Registration Number:	1363953	UNIDEX

CORRESPONDENCE DATA

Fax Number: (908)722-0755
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9087220700
Email: ipdept@nmmlaw.com
Correspondent Name: Linda A. Tancs
Address Line 1: 721 Route 202-206
Address Line 2: 2nd Floor
Address Line 4: Bridgewater, NEW JERSEY 08876

NAME OF SUBMITTER:	Linda A. Tancs
Signature:	/lat/
Date:	02/17/2005

Total Attachments: 4
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source=Merger#page3.tif
source=Merger#page4.tif

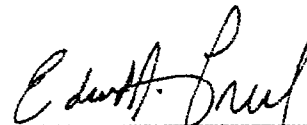
State of Delaware
Office of the Secretary of State

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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:

"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, Secretary of State

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AUTHENTICATION: 0402333

DATE: TRADEMARK
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REEL: 003032 FRAME: 0240

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11-02

**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