

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	CHANGE OF NAME

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
MGP Ingredients, Inc.		01/03/2012	CORPORATION: KANSAS

RECEIVING PARTY DATA

Name:	MGPI Processing, Inc.
Street Address:	100 Commercial Street
City:	Atchison
State/Country:	KANSAS
Postal Code:	66002
Entity Type:	CORPORATION: KANSAS

PROPERTY NUMBERS Total: 13

Property Type	Number	Word Mark
Registration Number:	2926087	MIDWEST GRAIN PRODUCTS
Registration Number:	3086500	FIBERSYM
Registration Number:	3143069	FIBERSYM
Registration Number:	3259490	FIBERRITE
Registration Number:	3265875	TERRATEK
Registration Number:	3450542	WHEATEX
Registration Number:	2681958	ARISE
Registration Number:	3032619	MGP INGREDIENTS
Registration Number:	3020190	MGP INGREDIENTS, INC.
Registration Number:	2076023	WHEATEX
Registration Number:	2083385	FOAM PRO
Registration Number:	3090026	MGPI CHEWTEX
Registration Number:	3090027	MGPI PET-TEX

CORRESPONDENCE DATA

900215089

**TRADEMARK**  
 REEL: 004719 FRAME: 0426

CH \$340.00 2926087

Fax Number: (913)451-0875  
Phone: 913-451-5100  
Email: gkraai@lathropgage.com

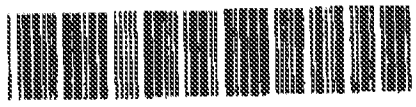
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*

Correspondent Name: Gerald M Kraai  
Address Line 1: 10851 Mastin Blvd, Bldg 82, Suite 1000  
Address Line 4: Overland Park, KANSAS 66210

NAME OF SUBMITTER:	Gerald M Kraai
Signature:	/Gerald M Kraai/
Date:	02/17/2012
Total Attachments: 4 source=MGP Name Change#page1.tif source=MGP Name Change#page2.tif source=MGP Name Change#page3.tif source=MGP Name Change#page4.tif	

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**CERTIFICATE OF MERGER  
OF  
MGPI MERGER SUB, INC.  
(a Kansas corporation)  
INTO  
MGP INGREDIENTS, INC.  
(a Kansas corporation)**

Pursuant to Section 17-6701(g) of the  
General Corporation Code of the State of Kansas

It is hereby certified that:

1. Name of Constituent Corporations. The names and states of incorporation of the constituent corporations to the proposed merger are (a) MGPI Merger Sub, Inc., a Kansas corporation (the "Disappearing Corporation") and (b) MGP Ingredients, Inc., a Kansas corporation (the "Surviving Corporation").
2. Agreement of Merger. An Agreement of Merger and Plan of Reorganization has been approved, adopted, certified, and executed by each of the Surviving Corporation and the Disappearing Corporation in accordance with K.S.A. §17-6701(g), and the conditions specified in the first sentence of §17-6701(g) have been satisfied.
3. Surviving Corporation. The name of the Surviving Corporation is MGP Ingredients, Inc.
4. Certificate of Incorporation and Bylaws. The Second Amended and Restated Articles of Incorporation of the Surviving Corporation shall be amended as follows:

ARTICLE I of such Second Amended and Restated Articles of Incorporation shall be amended so to read in its entirety as follows:

"The name of the Corporation is MGPI Processing, Inc."

ARTICLE VI of such Second Amended and Restated Articles of Incorporation is amended by deleting the first sentence thereof and substituting the following in its place:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Thousand Ten (1,010) shares consisting of:

1. One Thousand (1,000) shares of Common Stock having no par value; and
2. Ten (10) shares of Preferred Stock having a par value of Ten Dollars (\$10.00) per share."

ARTICLE VI of such Second Amended and Restated Articles of Incorporation shall be further amended by adding the following new clause G at the end thereof:

"G. Any act or transaction by or involving this Corporation (other than the election or removal of directors) that requires, for its adoption under Kansas law or these Amended and Restated Articles of Incorporation the approval of the stockholders of this Corporation shall require, in accordance with Kan. Stat. Ann. §17-6701(g)(7)(B), in addition, the approval of the stockholders of MGPI Holdings, Inc. (or any successor by merger), by the same vote as is required by Kansas law or by these Amended and Restated Articles of Incorporation, or both."

The Bylaws of the Surviving Corporation shall remain in effect and not change as a result of the merger.

5. Location of Agreement of Merger. The executed Agreement of Merger and Plan of Reorganization is on file at the principal place of business of the Surviving Corporation, 100 Commercial Street, P.O. Box 130, Atchison, Kansas 66002-0130.
6. Furnishing of Agreement of Merger. A copy of the executed Agreement of Merger and Plan of Reorganization will be furnished by the Surviving Corporation on request and without cost, to any stockholder of the Disappearing Corporation.

I declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.

MGP Ingredients, Inc.  
(Surviving Corporation)

By: Marta L. Myers  
Name: Marta L. Myers  
Title: Secretary

MGP Merger Sub, Inc.  
(Disappearing Corporation)

By: Marta L. Myers  
Name: Marta L. Myers  
Title: Secretary



I hereby certify this to be a true and correct copy of the original on file.  
Certified on this date: Jan. 26, 2012  
KRIS W. KOBACH  
Secretary of State Kris W. Kobach

1031509

*Signature Page to Certificate of Merger*