

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM416408

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	12/21/2015
<b>SEQUENCE:</b>	2

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Penford Carolina, LLC	FORMERLY Carolina Starches, LLC	12/21/2015	Limited Liability Company:

## RECEIVING PARTY DATA

<b>Name:</b>	Penford Products Co., LLC
<b>Street Address:</b>	345 Inverness Drive South
<b>Internal Address:</b>	Building B, Suite 200
<b>City:</b>	Englewood
<b>State/Country:</b>	COLORADO
<b>Postal Code:</b>	80112
<b>Entity Type:</b>	Corporation: DELAWARE

## PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
<b>Registration Number:</b>	3072582	CAROCAT
<b>Registration Number:</b>	4128213	CS

## CORRESPONDENCE DATA

Fax Number:

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

Phone: 9085756152  
 Email: trademarks@ingredion.com  
 Correspondent Name: Karen G. Kaiser  
 Address Line 1: 10 Finderne Avenue  
 Address Line 4: Bridgewater, NEW JERSEY 08807

<b>NAME OF SUBMITTER:</b>	Karen G. Kaiser
<b>SIGNATURE:</b>	/KAREN G. KAISER/
<b>DATE SIGNED:</b>	02/16/2017

Total Attachments: 8

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# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"PENFORD CAROLINA, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "PENFORD PRODUCTS CO., LLC" UNDER THE NAME OF "PENFORD PRODUCTS CO., LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-THIRD DAY OF DECEMBER, A.D. 2015, AT 8:38 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2016 AT 12:02 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

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SR# 20151504858

Authentication: 10675362  
Date: 12-23-15

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

**TRADEMARK**  
**REEL: 005990 FRAME: 0567**

STATE OF DELAWARE  
CERTIFICATE OF MERGER  
OF  
PENFORD CAROLINA, LLC  
(a Delaware limited liability company)

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:38 AM 12/23/2015  
FILED 08:38 AM 12/23/2015  
SR 20151504858 - File Number 772056

INTO

PENFORD PRODUCTS CO., LLC  
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger:

1. The name of the surviving limited liability company is Penford Products Co., LLC and the name of the limited liability company being merged into this surviving limited liability company is Penford Carolina, LLC.
2. The Agreement and Plan of Merger has been approved and executed by both limited liability companies.
3. The name of the surviving limited liability company is Penford Products Co., LLC.
4. The Certificate of Formation of the surviving limited liability company as in effect immediately prior to the merger shall be the Certificate of Formation of the surviving limited liability company.
5. The merger is to become effective at 12:02 a.m. on January 1, 2016.
6. The executed Agreement and Plan of Merger is on file at 345 Inverness Drive South, Building B, Suite 200, Englewood, CO 80112, an office of the surviving limited liability company.
7. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of either of the limited liability companies.
8. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Managers of Penford Products Co., LLC at any time prior to the time that this Certificate of Merger filed with the Secretary of State of the State of Delaware becomes effective.

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## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, dated as of December 21, 2015 (this "Agreement"), is made and entered into by and between Penford Products Co., LLC, a Delaware limited liability company (the "Company") and Penford Carolina, LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company ("Penford Carolina").

### RECITALS

WHEREAS, the respective sole members of the Company and Penford Carolina deem it advisable that Penford Carolina be merged with and into the Company (the "Merger"), with the Company continuing as the surviving limited liability company (the "Surviving LLC");

NOW, THEREFORE, the Company and Penford Carolina agree that Penford Carolina will be merged with and into the Company and that the terms and conditions of the Merger shall be as follows:

### ARTICLE I MERGER

**Section 1.1 *Merger.*** Subject to the terms and conditions of this Agreement, at the Effective Time Penford Carolina shall be merged with and into the Company in accordance with the Delaware Limited Liability Company Act (the "DLLCA"). The separate existence of Penford Carolina shall cease and the Company as the Surviving LLC shall continue its existence under the laws of the State of Delaware. The Surviving LLC shall succeed, insofar as provided by law, to all rights, assets, liabilities and obligations of Penford Carolina in accordance with the DLLCA.

**Section 1.2 *Effective Date.*** The effective date of the Merger shall be January 1, 2016, or if later, the date as specified in the Certificate of Merger filed with the Secretary of State of the State of Delaware (the "Effective Time").

### ARTICLE II NAME, CERTIFICATE OF FORMATION AND MANAGERS AND OFFICERS OF THE SURVIVING CORPORATION

**Section 2.1 *Name.*** The name of the Surviving LLC shall continue to be "Penford Products, Co., LLC" following the Merger.

**Section 2.2 *Certificate of Formation and Limited Liability Company Agreement.*** The Certificate of Formation and Limited Liability Company Agreement, in each case, of the Company in effect immediately prior to the Effective Time, shall become the Certificate of Formation and Limited Liability Company Agreement of the Surviving LLC, respectively, until duly amended in accordance with applicable law.

**Section 2.3 *Managers and Officers.*** The managers and officers of the Company immediately prior to the Effective Time, if any, shall be the managers and officers,

respectively, of the Surviving LLC until the expiration of the current term of each manager or officer as such or his or her prior death, resignation or removal.

**ARTICLE III  
TREATMENT OF SECURITIES**

**Section 3.1 *Penford Products LLC Interests.*** The membership interests of Penford Products outstanding immediately prior to the Effective Time shall be unaffected by the Merger and shall remain outstanding as membership interests of the Surviving LLC.

**Section 3.2 *Penford Carolina LLC Interests.*** As of the Effective Time, by virtue of the Merger and without any action on the part of Penford Carolina, each of the issued and outstanding equity interests of Penford Carolina (the "Equity Interests") will no longer be outstanding, will automatically be cancelled, and will cease to exist and each certificate previously representing such Equity Interests will be cancelled.

**ARTICLE IV  
GENERAL**

**Section 4.1 *Conditions to Merger.*** The Merger is subject to the following conditions:

- (a) Approval of the Merger as provided for in this Agreement by the respective sole members of the Company and of Penford Carolina and the board of managers of the Company;
- (b) Receipt of all consents, approvals and authorizations, if any, required to be obtained prior to the consummation of the Merger.

**Section 4.2 *Amendment.*** This Agreement may be amended at any time prior to the Effective Time with the mutual consent of the parties hereto.

**Section 4.3 *Governing Law.*** This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflict of law provisions.

**Section 4.4 *Counterparts.*** This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one instrument.

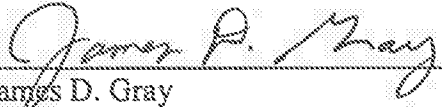
*[Remainder of page intentionally left blank; signature page follows.]*

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf as of the date first written above.

**PENFORD PRODUCTS CO., LLC**

By:   
Name: James P. Zallie  
Title: President

**PENFORD CAROLINA, LLC**

By:   
Name: James D. Gray  
Title: Vice President

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CHICAGO, ILLINOIS

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IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be signed by an authorized person, this 23rd day of December, 2015.

**PENFORD PRODUCTS CO., LLC**

By: /s/ James P. Zalle

Name: James P. Zalle

Title: President

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