

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM416402

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2015
SEQUENCE:	1

CONVEYING PARTY DATA

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

RECEIVING PARTY DATA

Name:	Penford Carolina, LLC
Street Address:	345 Inverness Drive South
Internal Address:	Building B, Suite 200
City:	Englewood
State/Country:	COLORADO
Postal Code:	80112
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	4128213	CS
Registration Number:	3072582	CAROCAT

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 Findern Avenue
 Address Line 4: Bridgewater, NEW JERSEY 08807

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

Total Attachments: 12

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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:

"CAROLINA STARCHES, LLC", A SOUTH CAROLINA LIMITED LIABILITY COMPANY,

WITH AND INTO "PENFORD CAROLINA, LLC" UNDER THE NAME OF "PENFORD CAROLINA, 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 8:33 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 12:01 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5062683 8100M
SR# 20151504845

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10675343
Date: 12-23-15

TRADEMARK
REEL: 005991 FRAME: 0466

**STATE OF DELAWARE
CERTIFICATE OF MERGER
OF
CAROLINA STARCHES, LLC
(a South Carolina limited liability company)**

INTO

**PENFORD CAROLINA, 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 Carolina, LLC, a Delaware limited liability company.
2. The name of the limited liability company being merged into this surviving limited liability company is Carolina Starches, LLC. The jurisdiction in which this limited liability company was formed is South Carolina.
3. The Agreement and Plan of Merger has been approved and executed by both limited liability companies.
4. The name of the surviving limited liability company is Penford Carolina, LLC.
5. 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.
6. The merger is to become effective at 12:01 a.m. on January 1, 2016.
7. 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.
8. 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.
9. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the sole Member of Penford Carolina, 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.

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 CAROLINA, LLC

By: /s/ C. Kevin Wilson

Name: C. Kevin Wilson

Title: Treasurer

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 Carolina, LLC, a Delaware limited liability company (the "Company") and Carolina Starches, LLC, a South Carolina limited liability company and a wholly-owned subsidiary of the Company ("Carolina Starches").

RECITALS

WHEREAS, the respective sole members of the Company and Carolina Starches deem it advisable that Carolina Starches 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 Carolina Starches agree that Carolina Starches 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 Carolina Starches shall be merged with and into the Company in accordance with the Delaware Limited Liability Company Act (the "DLLCA") and Title 33 of the South Carolina Code of Laws (the "SCCL"). The separate existence of Carolina Starches 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 Carolina Starches in accordance with the DLLCA and the SCCL.

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 Carolina, LLC" following the Merger.

Section 2.2 *Certificate of Formation and Limited Liability Company Agreement.* The Certificate of Formation and Amended and Restated 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 Amended and Restated 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 *Company LLC Interests.* The membership interests of the Company 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 *Carolina Starches LLC Interests.* As of the Effective Time, by virtue of the Merger and without any action on the part of Carolina Starches, each of the issued and outstanding equity interests of Carolina Starches (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 managing members of the Company and of Carolina Starches;
- (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 CAROLINA, LLC

By: 
Name: James P. Zallie
Title: President

CAROLINA STARCHES, LLC

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

**ARTICLES OF MERGER OF
CAROLINA STARCHES, LLC**
(a South Carolina limited liability company)
AND
PENFORD CAROLINA, LLC
(a Delaware limited liability company)

DEC 23 2015


SECRETARY OF STATE OF SOUTH CAROLINA

Pursuant to Section 33-44-905 of the 1976 South Carolina Code of Laws, as amended, the undersigned as the surviving limited liability company delivers to the Secretary of State these articles of merger executed by each constituent limited liability company party to the merger, and sets forth the following information:

1. The name of the surviving limited liability company is Penford Carolina, LLC. The surviving entity is a Delaware limited liability company.
2. The name and jurisdiction of formation of each of the limited liability companies that are parties to the merger are as follows:
 - a. Carolina Starches, LLC, a South Carolina limited liability company
 - b. Penford Carolina, LLC, a Delaware limited liability company
3. The articles of organization of Carolina Starches, LLC were filed with the South Carolina Secretary of State on July 13, 2004.
4. The Agreement and Plan of Merger has been approved and signed by each limited liability company that is to merge.
5. The merger is to become effective at 12:01 a.m. on January 1, 2016.
6. The certificate of formation of Penford Carolina, LLC was filed with the Delaware Secretary of State on November 8, 2011. No application for authority has been filed by the South Carolina Secretary of State.
7. Because the surviving entity is not a South Carolina entity, it is agreed that the surviving entity may be served with process in South Carolina and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of any limited liability company previously subject to suit in South Carolina which is to merge, and for the enforcement, as provided in Chapter 44 of Title 33 of the 1976 South Carolina Code of Laws, as amended, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.
8. A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any member of any limited liability company that is to merge.

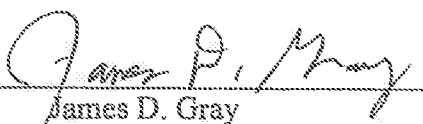
151223-0185 FILED: 12/23/2015
CAROLINA STARCHES, LLC
Filing Fee: \$110.00 ORIG



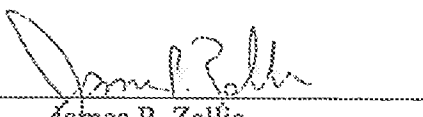
9. Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by Penford Carolina, LLC at any time prior to the time that this Certificate of Merger filed with the Secretary of State of the State of Delaware becomes effective.

Dated: December 21, 2015

CAROLINA STARCHES, LLC


By: James D. Gray
Title: Vice President

PENFORD CAROLINA, LLC


By: James P. Zallie
Title: President

