

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM708122

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/29/2021
RESUBMIT DOCUMENT ID:	900666583

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Benson Hill, Inc.		09/29/2021	Corporation: DELAWARE
STPC II Merger Sub Corp.		09/29/2021	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Benson Hill Holdings, Inc.
Street Address:	1001 N. Warson Road, Suite 200
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63132
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 21

Property Type	Number	Word Mark
Registration Number:	5091431	BENSON HILL
Registration Number:	6149307	BENSON HILL
Registration Number:	5576353	BENSON HILL
Registration Number:	5576352	BENSON HILL BIOSYSTEMS
Serial Number:	88751199	BENSON HILL SEEDS
Serial Number:	88751182	BENSON HILL SEEDS
Registration Number:	5734305	BREED POWERED BY CROPOS
Serial Number:	90794019	BRIGHT DAY
Serial Number:	90795462	BRIGHT DAY
Registration Number:	6149306	
Registration Number:	5466456	CLOUD BIOLOGY
Registration Number:	5313857	CROPOS
Registration Number:	6381396	EMERGE
Serial Number:	90808310	MADE FROM BETTER
Serial Number:	90808320	PROTEIN AGRONOMICS
Registration Number:	4869407	PSKBASE

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	90771626	VERI
Serial Number:	90771629	VERI BRAND COOKING OIL
Serial Number:	97070573	NIBBLEROOT
Serial Number:	88983225	BENSON HILL SEEDS
Serial Number:	88983216	BENSON HILL SEEDS

CORRESPONDENCE DATA

Fax Number: 3146215065

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: 3146215070

Email: iptm@armstrongteasdale.com

Correspondent Name: Donna F. Schmitt

Address Line 1: 7700 Forsyth Blvd., Ste. 1800

Address Line 4: St. Louis, MISSOURI 63105

ATTORNEY DOCKET NUMBER:	42140-2
NAME OF SUBMITTER:	Donna F. Schmitt
SIGNATURE:	/Donna F. Schmitt/
DATE SIGNED:	02/14/2022

Total Attachments: 7

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Delaware

The First State

Page 1

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:

"STPC II MERGER SUB CORP.", A DELAWARE CORPORATION,
WITH AND INTO "BENSON HILL, INC." UNDER THE NAME OF "BENSON HILL, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2021, AT 9:34 O`CLOCK A.M.



5756921 8100M
SR# 20213372734

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

A handwritten signature in black ink, appearing to read "JBULLOCK", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204278931
Date: 09-29-21

TRADEMARK
REEL: 007558 FRAME: 0937

**CERTIFICATE OF MERGER OF
STPC II MERGER SUB CORP.
WITH AND INTO
BENSON HILL, INC.**

Pursuant to the provisions of Section 251 of the Delaware General Corporation Law (the "DGCL"), Benson Hill, Inc., a corporation organized and existing under the laws of Delaware (the "Company"), hereby certifies the following information relating to the merger (the "Merger") of STPC II Merger Sub Corp., a Delaware corporation ("Merger Sub") and wholly-owned Subsidiary of Star Peak Corp II, a Delaware corporation ("STPC"), with and into the Company, with the Company as the surviving corporation of the Merger:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Benson Hill, Inc.	Delaware
STPC II Merger Sub Corp.	Delaware

SECOND: The Agreement and Plan of Merger (the "Agreement"), dated May 8, 2021, by and among the Company, STPC and Merger Sub, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to, and in accordance with, Section 251 of the DGCL.

THIRD: The name of the surviving corporation, upon the effectiveness of the Merger, shall be Benson Hill Holdings, Inc., a Delaware corporation.

FOURTH: The certificate of incorporation of the Company shall be amended and restated in its entirety, effective as of immediately following the consummation of the Merger, substantially in the form set forth on Exhibit A.

FIFTH: This Certificate of Merger and the Merger shall become effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

SIXTH: The executed Agreement is on file at 1001 N Warson Rd., Suite 200 St. Louis, MO 63132, an office of the surviving corporation.

SEVENTH: A copy of the Agreement will be furnished by the surviving corporation on request, without cost, to any stockholder of either of the Constituent Corporations.

[THE REMAINDER OF THIS PAGE IS BLANK INTENTIONALLY]

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer on the 29th day of September, 2021.

BENSON HILL, INC.

By: 
Name: Matthew Crisp
Title: Chief Executive Officer

Exhibit A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
BENSON HILL HOLDINGS, INC.**

ARTICLE 1

The name of the corporation is Benson Hill Holdings, Inc. (hereinafter called the "Corporation").

ARTICLE 2

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

ARTICLE 3

The total number of shares which the Corporation shall have the authority to issue is One Hundred (100) shares, all of which shall be shares of Common Stock, with a par value of \$0.01 (One Cent) per share.

ARTICLE 4

The directors shall have the power to adopt, amend or repeal bylaws, except as may otherwise be provided in the bylaws.

ARTICLE 5

The Corporation expressly elects not to be governed by Section 203 of the General Corporation Law of the State of Delaware.

ARTICLE 6

To the fullest extent permitted by the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to

the Corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article 6 shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE 7

The Corporation reserves the right to amend or repeal any provisions contained in this Amended and Restated Certificate of Incorporation from time to time and at any time in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights conferred upon stockholders and directors are granted subject to such reservation.

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