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Mar 12 1997 8:00am
Secretary of State

PROFIT CORPORATION
 ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State
 DIVISION OF CORPORATIONS

DOCUMENT # P34920 (9)
 1. Corporation Name
RICHARDSON FOODS CORPORATION



Principal Place of Business Mailing Address
C/O THE QUAKER OATS COMPANY
321 NORTH CLARK STREET, 25-3
CHICAGO IL 60604
C/O THE QUAKER OATS COMPANY
321 N. CLARK STREET, 25-3
CHICAGO IL 60610-4714
US

3. Date Incorporated or Qualified **08/01/1991** 3a. Date of Last Report **06/18/1996**
 4. FEI Number **16-0607690** Applied For Not Applicable
 5. Certificate of Status Desired **\$8.75 Additional Fee Required**
 6. Election Campaign Financing Trust Fund Contribution **\$5.00 May Be Added to Fees**
 8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes Yes No

2. Principal Place of Business 2a. Mailing Address
 21 Suite, Apt. #, etc. 26 Suite, Apt. #, etc.
 22 City & State 27 City & State
 23 Zip 28 Zip Country 29 Zip Country 30

9. Name and Address of Current Registered Agent
CT CORPORATION SYSTEM
1200 S. PINE ISLAND ROAD
PLANTATION FL 33324

10. Name and Address of New Registered Agent
 81 Name
 82 Street Address (P.O. Box Number is Not Acceptable)
 83
 84 City **FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS
 TITLE DELETE
 NAME **PD MACLEOD, BRUCE G**
 STREET ADDRESS **10 STATE STREET**
 CITY, ST, ZIP **FAIRPORT NY**
 TITLE DELETE
 NAME **D VANBENTHUYSEN, WALTER**
 STREET ADDRESS **321 N. CLARK STREET**
 CITY, ST, ZIP **CHICAGO IL**
 TITLE DELETE
 NAME **VPTD COOPER, JANET K.**
 STREET ADDRESS **321 N. CLARK STREET**
 CITY, ST, ZIP **CHICAGO IL**
 TITLE DELETE
 NAME **AS LAZ, MARCIA**
 STREET ADDRESS **321 N. CLARK STREET**
 CITY, ST, ZIP **CHICAGO IL**
 TITLE DELETE
 NAME **S CASSIOPPI, GERALD A**
 STREET ADDRESS **321 N. CLARK STREET**
 CITY, ST, ZIP **CHICAGO IL**
 TITLE DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12
 1.1 TITLE Change Addition
 1.2 NAME *see attached*
 1.3 STREET ADDRESS
 1.4 CITY - ST - ZIP
 2.1 TITLE Change Addition
 2.2 NAME
 2.3 STREET ADDRESS
 2.4 CITY - ST - ZIP
 3.1 TITLE Change Addition
 3.2 NAME
 3.3 STREET ADDRESS
 3.4 CITY - ST - ZIP
 4.1 TITLE Change Addition
 4.2 NAME
 4.3 STREET ADDRESS
 4.4 CITY - ST - ZIP
 5.1 TITLE Change Addition
 5.2 NAME
 5.3 STREET ADDRESS
 5.4 CITY - ST - ZIP
 6.1 TITLE Change Addition
 6.2 NAME
 6.3 STREET ADDRESS
 6.4 CITY - ST - ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *[Signature]* 3/4/97 312-222-7829
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (9/96)

**RICHARDSON FOODS CORPORATION
OFFICERS AND DIRECTORS**

Directors

Janet K. Cooper

321 N. Clark Street, Chicago, Illinois 60610

W. Stephen Perry

321 N. Clark Street, Chicago, Illinois 60610

Stephen A. Diamond

321 N. Clark Street, Chicago, Illinois 60610

Officers

Stephen A. Diamond, President

321 N. Clark Street, Chicago, Illinois 60610

W. Stephen Perry, Vice President

321 N. Clark Street, Chicago, Illinois 60610

Janet K. Cooper, Vice President and Treasurer

321 N. Clark Street, Chicago, Illinois 60610

Gerald A. Cassioppi, Secretary

321 N. Clark Street, Chicago, Illinois 60610

Marcia S. Laz, Assistant Secretary

321 N. Clark Street, Chicago, Illinois 60610