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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
C/O THE QUAKER OATS COMPANY
321 NORTH CLARK STREET, 25-3
CHICAGO IL 60604

Mailing Address
C/O THE QUAKER OATS COMPANY
321 N. CLARK STREET, 25-3
CHICAGO IL 60604-7114
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 <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 Suite, Apt. #, etc. 22 City & State 23 Zip 24 Country	2a. Mailing Address 26 Suite, Apt. #, etc. 27 City & State 28 Zip 29 Country
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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
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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		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD MACLEOD, BRUCE G 10 STATE STREET FAIRPORT NY <input type="checkbox"/> DELETE	1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	<i>see attached</i> <input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D VANBENTHUYSEN, WALTER 321 N. CLARK STREET CHICAGO IL <input type="checkbox"/> DELETE	2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPTD COOPER, JANET K. 321 N. CLARK STREET CHICAGO IL <input type="checkbox"/> DELETE	3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	AS LAZ, MARCIA 321 N. CLARK STREET CHICAGO IL <input type="checkbox"/> DELETE	4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S CASSIOPPI, GERALD A 321 N. CLARK STREET CHICAGO IL <input type="checkbox"/> DELETE	5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE	6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

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

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