

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported) **June 13, 2007**

**MGP Ingredients, Inc.**

(Exact name of registrant as specified in its charter)

**KANSAS**  
(State or other jurisdiction  
of incorporation)

**0-17196**  
(Commission  
File Number)

**48-0531200**  
(IRS Employer  
Identification No.)

**100 Commercial Street  
Box 130  
Atchison, Kansas 66002**  
(Address of principal executive offices) (Zip Code)

**(913) 367-1480**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(a)-(d) Not applicable.

(e) On June 14, 2007, the Human Resources and Compensation Committee recommended and the Board of Directors approved base salaries for fiscal 2008 for the CEO, the CFO, other Named Executive Officers and other Executive Officers as follows:

<u>Name</u>	<u>Title</u>	<u>Amount</u>
Ladd Seaberg	Chairman & Chief Exec. Officer	\$ 473,500
Tim Newkirk	President & Chief Operating Officer	\$ 263,000
Randy Schrick	Vice President Manufacturing & Engineering	\$ 213,417
Sukh Bassi	Vice President- Scientific Affairs	\$ 210,944
Brian Cahill	Chief Financial Officer	\$ 206,232
Other Executive Officers as a group(5)		\$ 614,379

The Committee also recommended and the Board approved in concept a new, five year, annual cash incentive program under which annual awards will be based on improvements in what we call modified economic profit ("MEP"). MEP equals income from operations, net of taxes, less the product of total capital employed in our business multiplied by our estimated cost of capital. Total capital represents working capital (excluding cash) plus the book value of property, plant and equipment, plus goodwill and other long term assets. The Committee may determine whether any non-recurring or extraordinary item will be included in income from operations, and must approve and may modify any award prior to its payment.

Although it is anticipated that the annual targeted growth rate for MEP will be the same for each year of the program, the Committee may change the targeted growth rate from year to year.

In summary, the annual cash incentive program would be applied as follows:

1. On a consolidated basis, if annual growth in MEP is positive, bonuses earned would be equal to the annual growth in MEP.
2. Bonuses earned would be paid in cash annually up to the targeted amount. Bonuses earned in excess of the targeted amount would be deferred to a bonus pool. In addition, one third of the bonus pool, adjusted for current year deferrals, would be paid annually.
3. For purposes of reducing year-to-year volatility as it relates to cash bonuses paid, the bonus pool would have an initial imputed balance. Cash bonuses paid would be reduced by a five year amortization of the imputed balance.
4. In years where annual growth is negative, bonuses earned would be equal to zero. Additionally, the bonus pool would be reduced by an amount equal to the negative growth up to the designated targeted amount. Nonetheless, a cash bonus could still be paid depending upon the adjusted balance remaining within the bonus pool.
5. The annual cash incentive program is intended to incentivize management to create value for the Company's shareholders. Accordingly, in order for the annual cash incentive program to be accretive to shareholders, MEP, as defined herein, is net of, and includes the accrual for the annual cash incentive.

The Board also approved in concept a new restricted stock program, which will be administered under the Company's 2004 Stock Incentive Plan and under which amounts awarded will be based in part on improvements to MEP. Under the program, subject to the availability of shares under the 2004 Stock Incentive Plan, restricted stock awards will be made each year and generally will be a function of the increase in MEP over the prior year. However, the maximum grant date market value of the awards made for any year to all participants will be \$4.5 million and the minimum grant date market value made in any year to all participants, including years in which the change in MEP is negative, will be \$1.5 million. Shares awarded will vest in 5 years and will pay dividends during the vesting period. Provisions for forfeiture and accelerated and pro rata vesting are to be determined, but are expected to be generally similar to those under the guidelines for the company's outstanding performance accelerated restricted stock awards.

Participation levels of named executive officers under both programs have yet to be determined and will be subject to Committee and Board approval. It is anticipated the definitive programs, when approved, will have additional terms and conditions.

On June 14, we memorialized the award of restricted shares that was made to our non-employee directors on the date following our annual meeting in 2006 with a restricted stock award agreement in the form filed herewith as an exhibit. The awards were made pursuant to our Non-Employee Directors Restricted Stock Plan, which was approved by stockholders at the annual meeting. As described in our proxy statement for our 2006 annual meeting and incorporated by reference to our 10-K for the fiscal year ended June 30, 2006, each year each non-employee director receives an automatic grant of restricted shares having a fair market value of \$12,500. The award date is the first business day following the annual meeting. The shares vest upon the expiration of three years, the death of a director or a change in control, as defined in the Plan. Accelerated vesting may be

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permitted if a director retires or does not stand for reelection at the end of his or her term or if the Director's service is terminated because of physical or mental disability. If a director resigns during his or her term and prior to the end of the vesting period, the shares are forfeited.

- (f) Not applicable

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) On June 14, 2007 the Board of Directors amended Sections 8.1 and 8.2 of the Bylaws to permit shares to be held and transferred in uncertificated form. Conforming changes were made to Section 6.2 and 6.4. Section 8.3 was amended to correct a reference to Delaware law to Kansas law. Section 1.1 was amended to reflect the change in address of the Company's executive offices.

- (b) Not applicable.

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

(a) On June 13, 2007 the Audit Review Committee of the Board of Directors amended the Conflict of Interest provision of our Code of Conduct in the following respects.

1. The Code of Conduct gives examples of situations which might involve a conflict of interest. One example is conducting business on our behalf with family members. We amended this provision to define what we mean by the term "family member". We also amended it to explain that conducting business with an entity in which a family member has a material interest may be a conflict of interest.

2. We amended the Code of Conduct to require any transaction which is approved by a disinterested member of management to be reported to a specified officer and summarized by him at least annually in a report to the Audit Committee. We also amended the Code of Conduct to require that any transaction involving a director or executive officer and having a value of \$50,000 or more be preapproved by the Audit Committee.

- (b)-(c) Not applicable

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- \* 3(b). Bylaws, as amended.
- \* 10.1 Non-Employee Directors Restricted Share Award Agreement for fiscal 2007 of Cloud L. Cray. Similar agreements were made for the same number of shares with Michael Braude, John Byom, Gary Gradinger, Linda Miller, Daryl Schaller and John Speirs.
- 10.2 Non-Employee Directors' Restricted Stock Plan (incorporated by reference from Ex. 4.3 of the Registrant's Form S-8 Registration Statement filed September 26, 2006 (File No. 333-137593).
- \* 14. Code of Conduct, as amended.
- \* - filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**MGP INGREDIENTS, INC.**

Date: June 19, 2007

By: /s/ Laidacker M. Seaberg  
Laidacker M. Seaberg  
Chairman of the Board and Chief Executive Officer

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**INDEX TO EXHIBITS**

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\*14. Code of Conduct, as amended.

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**BYLAWS**  
**OF**  
**MGP INGREDIENTS, INC.**

Adopted June 15, 1989  
Amended March 3, 2005, March 16, 2006, June 8, 2006 and June 14, 2007

**TABLE OF CONTENTS**

<b><u>Article/Section</u></b>	<b><u>Page</u></b>
ARTICLE I Offices	1
Section 1.1.    Principal Office	1
Section 1.2.    Registered Office	2
Section 1.3.    Other Offices	2
ARTICLE II Meeting of Stockholders	3
Section 2.1.    Annual Meetings	3
Section 2.2.    Special Meetings	4
Section 2.3.    Place and Time of Special Meetings	4
Section 2.4.    Notice of Meetings	5
Section 2.5.    Adjourned Meetings and Notice Thereof	6
Section 2.6.    Quorum and Vote Required	8
Section 2.7.    Chairman and Minutes	9
Section 2.8.    Order of Business	10
Section 2.9.    Voting and Ballots	11
Section 2.10.   Proxies	13
Section 2.11.   Inspection of Stock List	14
Section 2.12.   Inspectors of Votes	15
Section 2.13.   Action Without Meeting	21
ARTICLE III Board of Directors	22
Section 3.1.    Powers	22
Section 3.2.    Number, Election Term, Qualification and Removal	23
Section 3.3.    Meetings	24
Section 3.4.    Adjourned Meetings and Notice Thereof	26
Section 3.5.    Quorum and Manner of Acting	27
Section 3.6.    Action by Consent	28
Section 3.7.    Vacancies	29
Section 3.8.    Inspection of Books and Records	31
ARTICLE IV Committees	32
ARTICLE V Officers	34

Section 5.1.	Number	34
Section 5.2.	Election and Term	35
Section 5.3.	Absence or Disability	36
Section 5.4.	Removal and Resignation	37
Section 5.5.	Vacancies	38
Section 5.6.	Compensation of Officers	38

---

Section 5.7.	Bond	39
ARTICLE VI Duties of Officers		40
Section 6.1.	Chairman of the Board	40
Section 6.2.	The President	41
Section 6.3.	Vice Presidents	45
Section 6.4.	The Secretary	46
Section 6.5.	Assistant Secretary	49
Section 6.6.	The Treasurer	50
Section 6.7.	Assistant Officers	52
ARTICLE VII Signature Authority and Representation		53
Section 7.1.	Contracts, Checks, etc	53
Section 7.2.	Proxies in Respect of Securities of Other Corporations	54
ARTICLE VIII Certificates of Stock, Bonds, and Records		56
Section 8.1.	Form & Signature	56
Section 8.2.	Transfers	57
Section 8.3.	Record Owner	58
Section 8.4.	Lost Certificates	59
Section 8.5.	Books and Records	60
Section 8.6.	Record Dates	60
Section 8.7.	Closing Stock Books	66
ARTICLE IX Dividends		67
ARTICLE X Indemnification		69
Section 10.1.	Right to Indemnification	69
Section 10.2.	Certain Limits on Indemnity	73
Section 10.3.	Rights to Indemnity Shall be Contractual and Continuing	75
Section 10.4.	Certain Procedural Matters	76
Section 10.5.	Non-Exclusivity of Rights	81
Section 10.6.	Insurance	81
ARTICLE XI Miscellaneous		82
Section 11.1.	Seal	82
Section 11.2.	Fiscal Year	83
Section 11.3.	Amendments	83
Section 11.4.	Waiver of Notice	84
Section 11.5.	Interpretation	85
Section 11.6.	Inoperative Portion	86
Section 11.7.	Inapplicability of Control Share Acquisition Act	87

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BYLAWS  
OF  
MGP INGREDIENTS, INC.  
(A KANSAS CORPORATION)

(Restated for Filing Purposes in Accordance with Rule 102(c) of Regulation S-T)

ARTICLE I

Offices

Section 1.1. Principal Office. — The principal office for the transaction of business by MGP Ingredients, Inc. (formerly Midwest Grain Products, Inc.) (hereinafter called the “Corporation”) shall be at 100 Commercial Street, Atchison, Atchison County, Kansas 66044.[As amended effective March 3, 2005 and June 14, 2007]

Section 1.2. Registered Office. — The Corporation, by resolution of the Board of Directors, may change the location of the registered office that it has designated in the Articles of Incorporation to any other place in Kansas. By similar resolution, the Corporation may change its resident agent to any other person or corporation, including itself.

Section 1.3. Other Offices. — The Corporation may have offices at any other place or places, within or without the state of Kansas, as from time to time the Board of Directors may decide necessary or the business of the Corporation may require.

## ARTICLE II

### Meeting of Stockholders

Section 2.1. Annual Meetings. — The annual meeting of the stockholders for the election of Directors and for the transaction of such other business as may be properly brought before the meeting, shall be held on the second Wednesday in October in each year or on such other day as shall be determined in advance by the Board of Directors. The hour and place of the meeting, within or without the State of Kansas, shall be fixed by the Board of Directors.

Section 2.2. Special Meetings. — Special meetings of the stockholders may be called at any time by the Chairman of the Board, the President or the Board of Directors.

Section 2.3. Place and Time of Special Meetings. — The stockholders of the Corporation shall hold each special meeting at the place and at the hour, within or without the state of Kansas, that the person or persons calling the meeting have fixed.

Section 2.4. Notice of Meetings. — Written notice of the date, time and place (and, in the case of a special meeting, the general nature of the business to be transacted) of each annual or special stockholders' meeting shall be given to each stockholder of record entitled to vote at that meeting (except as provided by Kansas Statutes Annotated ("K.S.A.") § 17-6520 and any and all amendments thereto), not less than ten (10) nor more than sixty (60) days before the date of the meeting. Such notice shall be deemed delivered to a stockholder when personally delivered to

1

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the stockholder or when deposited in the United States mail, postage paid, addressed to the stockholder at such person's address as it appears on the Corporation's records, or, if there is no record of a stockholder's address, at the stockholder's last address known to the Secretary of the Corporation, or when transmitted to the stockholder at such address by telegraph, telecopier, cable, facsimile, wireless or other form of recorded communication. Except as the law expressly requires, notice of a meeting of stockholders need not be published. [As amended effective March 16, 2006]

Section 2.5. Adjourned Meetings and Notice Thereof. — Any stockholders' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the shares, the holders of which are either present in person or represented by proxy, but in the absence of a quorum, no other business may be transacted at such meeting. When any stockholders' meeting, either annual or special, is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting, if the time and place are announced at the meeting at which such adjournment is taken.

Section 2.6. Quorum and Vote Required. — The presence in person or by proxy of persons entitled to vote a majority of the issued and outstanding stock of each class of stock entitled to vote shall constitute a quorum for the transaction of business. The stockholders present at a meeting at which a quorum is present may continue to do business until adjournment, despite the withdrawal of enough stockholders to leave less than a quorum. When a quorum is present at a meeting, any question brought before such meeting shall be decided by the vote of the holders of a majority of each class of stock entitled to vote on the question present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which by express provision of statute or of the Articles of Incorporation, a different vote is required in which case such express provision shall govern and control the decision of such question.

Section 2.7. Chairman and Minutes. — At each meeting of the stockholders, the Chairman of the Board, or in the Chairman's absence or if requested by the Chairman of the Board, the President, or in the President's absence the chief financial officer, or in the chief financial officer's absence, another officer of the Corporation chosen by the vote of a majority in voting interest of the stockholders present in person or by proxy, or if all the officers of the Corporation are absent, a stockholder so chosen, shall act as Chairman and preside at the meeting. The Secretary of the Corporation, or if the Secretary is absent or required under this section to act as Chairman, the person (who shall be an Assistant Secretary of the Corporation, if an Assistant Secretary is present) whom the Chairman of the meeting shall appoint shall act as Secretary of the meeting and keep the minutes. [As amended effective March 16, 2006.]

Section 2.8. Order of Business. — The Chairman of each meeting of the stockholders shall determine the order of business, provided that the order of business may be changed by the vote of a majority in voting interest of the stockholders present in person or by proxy.

Section 2.9. Voting and Ballots. — Except where otherwise provided by law, or by the Articles of Incorporation of the Corporation, the exercise of voting rights by stockholders shall

2

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be governed by the following provisions: Each stockholder (whether a holder of Common Stock or Preferred Stock) entitled to vote shall, at each meeting of the stockholders, be entitled to one vote for each share of capital stock held by such stockholder as of the record date. No cumulative voting shall be permitted. All elections of directors shall be by written ballot; unless demanded by a stockholder of the Corporation present in person or by proxy at any meeting of the stockholders and entitled to vote thereat, or so directed by the chairman of the meeting, the vote on any other question at such meeting need not be by written ballot. Upon a demand of any such stockholder for a vote by written ballot on any question, or at the direction of the chairman that a vote by ballot be taken on any question, such vote shall be so taken. On a vote by written ballot, each ballot shall be signed by the stockholder voting, or by such person's proxy, if there be such a proxy, and shall state the number of shares voted. [As amended effective March 16, 2006.]

Section 2.10. Proxies. — Every person entitled to vote or execute consents shall have the right to do so either in person or by one or more agents authorized by a written proxy executed by such person or such person's duly authorized agent and filed with the Secretary of the Corporation. Provided, however, that no such proxy shall be valid after the expiration of three (3) years from the date of its execution, unless the proxy instrument provides for a longer period. [As amended effective March 16, 2006.]

Section 2.11. Inspection of Stock List. — The Secretary of the Corporation, or the other officer of the Corporation who shall have charge of the stock ledger, either directly, through another officer of the Corporation that the Secretary designates, or through a transfer agent that the Board of Directors appoints shall prepare, at least ten (10) days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting. The officer responsible for the list will arrange it in

alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each. The list shall be open to inspection by any stockholder, for any purpose germane to the meeting, during ordinary business hours for a period of at least ten (10) days prior to the meeting, at the Corporation's principal place of business. The list shall also be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present. [As amended effective March 16, 2006.]

Section 2.12. Inspectors of Votes.

(a) Prior to each meeting of the stockholders, the Corporation shall appoint one or more inspectors to act at the meeting and make a written report thereof. If no inspector is able to act at a meeting, the person presiding at the meeting shall appoint one or more inspectors to act at the meeting. Before entering upon the discharge of the duties of inspector, each inspector shall subscribe an oath faithfully to execute the duties of an inspector with strict impartiality and according to the best of the inspector's ability. The inspectors shall take charge of the ballots at the meeting. After the balloting on any question, they shall count the ballots cast and make a report in writing to the Secretary of the meeting of the results of that vote. An inspector need not be a stockholder of the Corporation, and any officer of the Corporation may be an inspector on any question other than a vote for or against such officer's election to any position with the Corporation or on any other question in which such officer may be directly interested. The

3

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inspectors may appoint or retain other persons or entities to assist the inspectors in the performance of their duties.

(b) The inspectors shall

- (1) ascertain the number of shares outstanding and the voting power of each;
- (2) determine the shares represented at the meeting and the validity of proxies and ballots;
- (3) count all votes and ballots;
- (4) determine and retain for a reasonable period a record of the disposition of any challenges made to any determination by the inspectors; and
- (5) certify their determination of the number of shares represented at the meeting, and their count of all votes and ballots.

(c) The date and time of the opening and the closing of the polls for each matter upon which the stockholder will vote at a meeting shall be announced at the meeting. No ballot, proxies or votes, nor any revocations thereof or changes thereto, shall be accepted by the inspectors after the closing of the polls unless the district court upon application by a stockholder determines otherwise.

(d) In determining the validity and counting of proxies and ballots, except as may otherwise be permitted by law the inspectors shall be limited to an examination of the proxies, any envelopes submitted with those proxies, any information provided in accordance with subsection (f) of K.S.A. 17-6501 or subsection (c)(2) of 17-6502, and amendments thereto, or any information provided pursuant to subsection (a)(2)(B)(i) or (iii) of K.S.A. 17-6501, and amendments thereto, ballots and the regular books and records of the Corporation, except that the inspectors may consider other reliable information for the limited purpose of reconciling proxies and ballots submitted by or on behalf of banks, brokers, their nominees or similar persons which represent more votes than the holder of a proxy is authorized by the record owner to cast or more votes than the stockholder holds of record. If the inspectors consider other reliable information for the limited purpose permitted herein, the inspectors at the time they make their certification pursuant to subsection (c) (5) above shall specify the precise information considered by them, including the persons or persons from whom they obtained the information, when the information was obtained, the means by which the information was obtained and the basis for the inspectors' belief that such information is accurate and reliable. [As amended effective March 16, 2006.]

Section 2.13. Action Without Meeting. — Any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if a consent or consents in writing, setting forth the action so taken, are signed (personally or by duly authorized attorney) by all persons who would be entitled to vote upon such action at a meeting, and filed with the minutes of the meetings of the stockholders. Such consent or consents shall be delivered in a manner prescribed by law to the Corporation by delivery to its registered office in Kansas, its

4

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principal place of business or an officer or agent of the Corporation having custody of the books in which proceedings of meetings of stockholders are recorded. [As amended effective March 3, 2005.]

ARTICLE III

Board of Directors

Section 3.1. Powers. — The property, business, and affairs of the Corporation shall be managed by or under the direction of a Board of Directors.

Section 3.2. Number, Election Term, Qualification and Removal. — There shall be nine (9) directors, of which four (4) shall be Group A directors, and five (5) shall be Group B directors. The nine (9) directors shall also be divided into three classes consisting of three (3) directors each (Class A, B and C). One class of directors shall be elected to office at each annual meeting of the stockholders. The term of office of each director shall be for three (3) years and until such person's successor is elected and qualified, or until such person's earlier resignation or removal. Class A and Class B shall each consist of two (2) Group B directors and one (1) Group A director, and Class C shall consist of two (2) Group A directors and one (1) Group B director. Directors need not be stockholders. Directors may be removed in such manner as may be provided by the Kansas General Corporation Code (the "Code") or by the Articles of Incorporation. [As amended effective March 16, 2006.]

Section 3.3. Meetings. — Meetings of the Board of Directors of the Corporation may be held within or without the state of Kansas. The Board of Directors shall hold an annual meeting without notice immediately after the final adjournment of and at the same place as each annual meeting of the stockholders. The Board of Directors may hold other regular meetings with or without notice at such times and places as the Board may provide. The Board may hold special meetings at any time upon the call of any member of the Board or the President. Notice of any special meeting, including the time and place of the meeting, shall be given to each director by any of the following means: (a) by a writing deposited in the United States mail, postage paid, addressed to the director at the director's residence or principal business office, at least five (5) days prior to the date of the meeting; (b) by telegraph, cable, wireless, telecopier, facsimile or other form of recorded communication sent not later than the day before the date of the meeting; or (c) by oral communication, personally or by telephone, not later than the day before the date of the meeting. [As amended effective March 16, 2006.]

Section 3.4. Adjourned Meetings and Notice Thereof. — Any meeting of the Board of Directors may be adjourned from time to time, whether or not a quorum is present, by the vote of a majority of directors present. Notice of any adjourned meeting need not be given if the Board fixed the time and place at the meeting from which adjournment was taken.

Section 3.5. Quorum and Manner of Acting. — Five (5) of the nine directors shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any meeting at which a quorum shall be present shall be the act of the Board of Directors. The directors present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment, despite the withdrawal of enough

5

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directors to leave less than a quorum. Members of the Board, or of any committee the Board designates, may participate in a meeting of the Board or of that committee by means of conference telephone or similar communications equipment through which all persons participating in the meeting can hear one another. Such participation shall constitute presence in person at the meeting.

Section 3.6. Action by Consent. — Any action required or permitted to be taken at a meeting of the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent to such action in writing and the writing or writings are filed with the minutes of proceedings of the Board or the committee.

Section 3.7. Vacancies. — A majority of the directors then in office, although less than a quorum, or a sole remaining director may fill vacancies on the Board. If at any time the Corporation should have no directors in office, then any officer, stockholder, executor, administrator, trustee, or guardian of a stockholder, or other fiduciary entrusted with responsibility for the person or estate of a stockholder may call a special meeting of the stockholders in accordance with the provisions of these bylaws for the purpose of electing directors.

A vacancy on the Board shall exist in case of the death, resignation, or removal of any director, if the stockholders increase the number of directors, if the stockholders fail at any meeting at which they elect directors to elect the full number of directors for which they are voting at that meeting, or if a director refuses to serve. If a director resigns, effective at a future date, the Board, including any directors whose resignations are not yet effective, shall have the power to fill that vacancy, the successor to take office when the resignation becomes effective.

Each director chosen as this section provides shall hold office until the next regular election of directors or of the class of which such director is a part and until the election and qualification of such person's successor. No reduction in the authorized number of directors shall have the effect of removing any director prior to the expiration of such person's term of office. [As amended effective March 16, 2006.]

Section 3.8. Inspection of Books and Records. — Any director shall have the right to examine the Corporation's stock ledger, a list of its stockholders entitled to vote and its other books and records for a purpose reasonably related to such director's position as a director. When there is any doubt concerning the inspection rights of a director, the parties may petition the District Court which may, in its discretion, determine whether an inspection may be made and whether any limitations or conditions should be imposed upon the same.

## ARTICLE IV

### Committees

Executive and Other Committees. — The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate an Executive Committee and one or more other committees, each to consist of one (1) or more directors. The Executive Committee shall not have authority to make, alter, or amend bylaws, or to fill vacancies in its

6

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own membership or that of the Board, but it shall exercise all other powers of the Board between meetings of that body. Other committees of the Board shall have the powers of the Board to the extent their authorizing resolutions provide. The Executive and such other committees shall meet at stated times or on notice to all committee members by any one of them. The committees shall fix their own rules of procedure. A majority shall constitute a quorum, but the affirmative vote of a majority of the whole committee shall be necessary for any action. The Executive and other committees shall keep regular minutes of their proceedings and report these to the Board of Directors.

## ARTICLE V

### Officers

Section 5.1. Number. — The Officers of the Corporation shall be a President, Chairman of the Board, Secretary, Treasurer and such other officers, including one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers and other assistant officers, as the Board of Directors may from time to time elect. The Board shall designate an Officer as chief executive officer and an Officer as chief financial officer, and may provide such other designations, such as chief operating officer or chief accounting officer, as it may deem appropriate. If more than one Vice President be elected, the Board may designate one or more of them as Executive Vice President or Senior Vice President. Additionally, the chief executive officer may appoint one or more divisional or segment vice presidents. Any two or more offices may be held by the same individual. [As amended effective March 16, 2006.]

Section 5.2. Election and Term. — The Officers of the Corporation shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the stockholders and shall hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. At any meeting, the Board of Directors may elect such other officers to hold office until such officer's successor is elected and qualified or until such officer's earlier resignation or removal. A division or segment vice president appointed by the chief executive officer may be appointed at any time, and any person so appointed shall hold such office until such person's resignation or removal. Each Officer of the Corporation and each division or segment vice president shall be subject to the control of, and shall hold office at the pleasure of, the Board of Directors. [As amended effective March 16, 2006.]

Section 5.3. Absence or Disability. — In the event of the absence or disability of any officer of the Corporation and of any person authorized to act in such officer's place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of that officer to any other officer, or any director or any other person whom it may select. [As amended effective March 16, 2006.]

Section 5.4. Removal and Resignation. — Any officer may be removed with or without cause at any time by the Board of Directors, and any segment or division vice president appointed by the chief executive officer may be removed with or without cause at any time by the chief executive officer. Any officer may resign at any time



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Section 5.5. Vacancies. — In case any office filled by the Board of Directors pursuant to Section 5.1 shall become vacant by reason of death, resignation, removal or otherwise, the directors then in office, although less than a majority of the entire Board of Directors, may, by a majority vote of those voting, choose a successor or successors for the unexpired term. [As amended effective March 16, 2006.]

Section 5.6. Compensation of Officers. — The Board of Directors, a committee of the Board of Directors or such officer as the Board or such committee may designate, may fix or provide the method for determining the compensation for officers. [As amended effective March 16, 2006.]

Section 5.7. Bond. — The Board of Directors, by resolution, may require any and all of the officers to give bond to the Corporation, with sufficient surety or sureties, conditioned for the faithful performance of the duties of their respective offices, and to comply with such other conditions as may from time to time be required by the Board of Directors.

## ARTICLE VI

### Duties of Officers

Section 6.1. Chairman of the Board. — The Chairman of the Board shall preside at all meetings of the Board of Directors and shall also have such further authority and duties as the Board of Directors may from time to time direct and as may be provided in these bylaws.. In the absence of the President or upon the death, resignation or removal of the President, the Chairman of the Board shall have the duties of the President. [As amended effective March 16, 2006.]

Section 6.2. The President. — The President shall have such authority and duties as the Board of Directors may from time to time direct and as may be provided in these bylaws. Unless the Board otherwise provides, the President shall be the chief executive officer of the Corporation with such general executive powers and duties of supervision and management as are usually vested in the office of the chief executive officer of a corporation. [As amended effective March 16, 2006.]

The President shall see that all orders and resolutions of the Board of Directors are carried into effect, subject to the right of the directors to delegate any specific powers to any other officer or officers of the Corporation. [As amended effective March 16, 2006.]

In the absence the Chairman of the Board, the President shall preside at meetings of the Board of Directors, and in the absence of or if requested by the Chairman of the Board, shall preside at meetings of stockholders.

The President, alone or with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, may sign certificated shares of the Corporation, deeds, conveyances, bonds, mortgages, contracts or other instruments which the Board of Directors has authorized to be executed, and unless the Board of Directors shall order otherwise by resolution, may borrow such funds, make such contracts, and execute such agreements,

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financing statements, certificates, documents and other instruments as may be incident thereto, as the ordinary conduct of the Corporation's business may require.

Unless the Board otherwise provides, the President or any person designated in writing by the President may (i) attend meetings of stockholders of other corporations to represent the Corporation thereat and to vote or take action with respect to the shares of any such corporation owned by this Corporation in such manner as the President or the President's designee may determine, and (ii) execute and deliver written consents, waivers of notice and proxies for and in the name of the Corporation with respect to any such shares owned by this Corporation.

The President shall, unless the Board provides otherwise, be ex-officio a member of all standing committees.

In the absence, disability or inability to act of the Chairman of the Board, the President shall perform the duties and exercise the powers of the Chairman of the Board. [As amended effective March 16, 2006; June \_\_ 2007.]

Section 6.3. Vice Presidents. — Any Vice President elected by the Board of Directors shall perform such duties as shall be assigned to such person and shall exercise such powers as may be granted to such person by the Board of Directors or by the chief executive officer. In the absence of the President and Chairman of the Board, the Vice Presidents elected by the Board of Directors, in order of their seniority, may perform the duties and exercise the powers of the chief executive officer with the same force and effect as if performed by the chief executive officer. Divisional or segment vice presidents appointed by the chief executive officer shall perform such duties and exercise such powers as are approved by the Board of Directors. [As amended effective March 16, 2006.]

Section 6.4. The Secretary. — The Secretary shall keep the minutes of the stockholders, the Board of Directors, and the Executive Committee's meetings in books provided for that purpose.

The Secretary shall be custodian of the corporate records and of the seal of the Corporation. The Secretary shall see that the seal of the Corporation is affixed to certificated shares prior to the issue thereof and to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these bylaws.

The Secretary shall sign with the President, the Chairman of the Board or a Vice President, certificated shares of the Corporation, the issue of which shall have been authorized by resolution of the Board of Directors. Except to the extent delegated by the Board to an institutional stock transfer agent and registrar, the Secretary shall have general charge of the stock transfer books of the Corporation and shall keep a register of the post office address of each stockholder which shall be furnished to the Secretary by such stockholder.

The Secretary shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law and that the voting list is prepared for stockholders' meetings.

In general, the Secretary shall perform all duties incident to the office and such other duties as may from time to time be assigned to the Secretary by the chief executive officer or by the Board of Directors. [As amended effective March 16, 2006; June \_\_, 2007.]

Section 6.5. Assistant Secretary. — At the request of the Secretary, or in the event of the Secretary's absence or disability, any Assistant Secretary appointed by the Board of Directors shall perform any of the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Secretary. Except where by law the signature of the Secretary is required, each of the Assistant Secretaries shall possess the same power as the Secretary to sign certificates, contracts, obligations and other instruments of the Corporation, and to affix the seal of the Corporation to such instruments, and attest the same. [As amended effective March 16, 2006.]

Section 6.6. The Treasurer. — The Treasurer shall have responsibility for the funds and securities of the Corporation, shall receive and give receipts for moneys due and payable of the Corporation from any source whatsoever, and shall deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors or by any officer of the Corporation to whom such authority has been granted by the Board of Directors.

The Treasurer shall disburse or permit to be disbursed the funds of the Corporation as may be ordered or authorized generally by the Board.

The Treasurer shall render to the President, the Chairman of the Board and the directors whenever they may require it an account of all such officer's transactions as Treasurer and of those under such officer's jurisdiction and of the financial condition of the Corporation.

In general, the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the chief executive officer or by the Board of Directors. [As amended effective March 16, 2006.]

Section 6.7. Assistant Officers. — Each assistant officer that may be selected pursuant to these bylaws shall hold office at the pleasure of the Board of Directors. In the absence or nonavailability of the principal, the assistant may perform the duties and exercise the powers of the principal with the same force and effect as if performed by the principal. The assistant shall also have such lesser or greater authority and perform such other duties as the Board of Directors may prescribe.

## ARTICLE VII

### Signature Authority and Representation

Section 7.1. Contracts, Checks, etc. — All contracts and agreements authorized by the Board of Directors, and all checks, drafts, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents, as may from time to time be authorized by these bylaws, designated by the Board of Directors, or as may be designated by such officer or

officers as the Board of Directors may appoint, which designation or designations may be general or confined to specific instances. The Board of Directors may authorize the use of facsimile signatures on any such document.

Section 7.2. Proxies in Respect of Securities of Other Corporations — Unless the Board of Directors provides otherwise, the President, Chairman of the Board, or a Vice President may from time to time appoint an attorney or an agent to exercise, in the name and on behalf of the Corporation, the powers and rights which the Corporation may have as the holder of stock or other securities in any other corporation to vote or to consent in respect of that stock or those securities. The President, Chairman of the Board, or Vice President may instruct the person or persons such officer appoints as to the manner of exercising the powers and rights, and the President or Chairman of the Board may execute or cause to be executed in the name and on behalf of the Corporation all written proxies, powers of attorney, or other written instruments that such officer deems necessary in order for the Corporation to exercise those powers and rights. [As amended effective March 16, 2006.]

## ARTICLE VIII

### Certificates of Stock, Bonds, and Records

Section 8.1. Form & Signature. — The shares of the Corporation shall be represented by certificates or, if and to the extent the Board of Directors determines, shall be uncertificated shares. Notwithstanding any such determination by the Board of Directors, every stockholder shall be entitled to a certificate or certificates of stock bearing the holder's name and number of shares and signed by or in the name of the Corporation by the Chairman of the Board, the President or a Vice President, and the Secretary or an Assistant Secretary; provided, however, that any or all of the other signatures on the certificate may be a facsimile. In case any officer of the Corporation, transfer agent or registrar who shall have signed or whose facsimile signature shall have been placed upon a certificate ceases to be such officer, transfer agent or registrar before such certificate is issued, the Corporation may nevertheless issue the certificate with the same effect as though the person were an officer, transfer agent or registrar at the date of issuance. [As amended June \_\_, 2007]

Section 8.2. Transfers. — Certificated shares of stock may be transferred on the books of the Corporation by the registered holders thereof or by their attorneys legally constituted or their legal representatives by surrender of the certificates therefor for cancellation and a written assignment of the shares evidenced thereby. Uncertificated shares shall be transferred in the share register of the Corporation upon an instruction originated by the appropriate person to transfer the shares. The Board of Directors may from time to time appoint such Transfer Agents and Registrars of stock as it may deem advisable and may define their powers and duties. [As amended June \_\_, 2007]

Section 8.3. Record Owner. — The Corporation shall be entitled to recognize the exclusive right of a person on its books as the owners of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such shares on the part of any other person, whether or not it shall have express or other notice

thereof, except as otherwise provided by the laws of the State of Kansas. [As corrected June \_\_, 2007]

Section 8.4. Lost Certificates. — Any person applying for a certificate of stock to be issued in lieu of one alleged to be lost or destroyed shall furnish to the

Corporation such information as it may require to ascertain whether a certificate of stock has been lost or destroyed and shall furnish such bond as the Board may deem sufficient to indemnify the Corporation and its transfer agent and registrar against any claim that may be made on account of the alleged loss.

Section 8.5. Books and Records. — The Corporation may keep its books and records at any places within or without the state of Kansas that the Board of Directors may from time to time determine.

Section 8.6. Record Dates. — Record dates may be set as follows:

(1) In order for the Corporation to determine the stockholders entitled to notice of or to vote at any meeting, the Board of Directors may fix, in advance, a record date which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and not be more than sixty (60) days nor less than ten (10) days before the date of a meeting. If the Board of Directors does not fix a record date, the record date for determining stockholders entitled to notice of or to vote at a meeting shall be the close of business on the day that next precedes the day on which notice of the meeting is given or, if notice is waived, the close of business on the day that next precedes the day on which the stockholders meet.

(2) In order for the Corporation to determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix, in advance, a record date which shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If the Board does not fix a record date, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action of the Board is necessary, shall be the date on which the first written consent is delivered to the Corporation by delivery to its registered office within the state of Kansas, its principal place of business, or Secretary. Delivery made to the Corporation's registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action of the Board of Directors is required, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts a resolution taking such other action.

(3) In order for the Corporation to determine the stockholders entitled to receive payment of any dividend, distribution or allotment of, any rights, or to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is

12

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adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts a resolution relating thereto. In connection with the declaration of dividends, the Board may specify a variable payment date which will be the earlier of the sixtieth day following the record date or the date of a future event such as the mailing of a notice or report to stockholders.

Section 8.7. Closing Stock Books. — The Board of Directors may close the books of the Corporation against transfers of shares during the whole or any part of a period not more than sixty (60) days prior to the date of a stockholders' meeting, the date when the right to any dividend, distribution, or allotment of rights vests, or the effective date of any change, conversion, or exchange of shares.

## ARTICLE IX

### Dividends

Subject to the Articles of Incorporation, whenever the Board of Directors decides that the affairs of the Corporation render it advisable, the Board, at any regular or special meeting, may declare and pay dividends in an amount the Board believes proper upon the shares of stock of the Corporation either (1) out of the Corporation's surplus as defined and computed in accordance with the provisions of law, or (2) in case the Corporation shall not have any such surplus, out of the net profits for the fiscal year in which the Board declares the dividend and/or the net profits of the preceding fiscal year.

Before the Corporation pays any dividend or makes any distribution of profits, the Board may set aside out of the surplus or net profits of the Corporation any sum that the directors in their absolute discretion think proper as a reserve to meet contingencies, to equalize dividends, to repair or maintain property of the Corporation, or to accomplish any other purpose the directors think is in the interests of the Corporation.

## ARTICLE X

### Indemnification

Section 10.1. Right to Indemnification. — Each person who was or is made a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a director or officer, of the Corporation, or who, while a director, officer or employee of the Corporation, is or was serving at the request of the Corporation as a director or officer of another enterprise, whether the basis of such proceeding is alleged action in an official capacity as a director or officer, or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the K.S.A., as the same exist or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide

13

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broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expenses, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that, the Corporation shall indemnify any such person seeking indemnity in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this Section shall include the right to be paid by the Corporation the expenses, including attorneys fees, incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a present or former director or officer in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such present or former director or officer, to repay all amounts so advanced if it shall ultimately be determined that such present or former director or officer is not entitled to be indemnified under this Section or otherwise. For purposes of this Article X, the term "enterprise" shall include corporations, both profit and nonprofit, partnerships, joint ventures, trusts, employee plans and associations, and the term "officer" shall include with respect to partnerships, joint ventures, trusts or other enterprises, the offices of general partner, trustee or other fiduciary (as defined in the Employee Retirement Income Security Act, as amended). The Corporation may, by action of its Board of Directors, provide indemnification and expense advances to employees and agents of the Corporation with the same scope and

effect as the foregoing indemnification of present and former directors and officers. [As amended effective March 16, 2006.]

Section 10.2. Certain Limits on Indemnity. — Notwithstanding anything contained in this Article X to the contrary, the Corporation shall not be liable, unless otherwise provided by separate written agreement, by-law or other provision for indemnity, to make any payment in connection with any claim made against the director or officer:

- (1) for an accounting of profits made from the purchase or sale by the officer or director of securities of the Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934 and amendments thereto; or
- (2) for amounts paid in settlement of any proceeding effected without the written consent of the Corporation, which consent shall not be unreasonably withheld.

Section 10.3. Rights to Indemnity Shall be Contractual and Continuing — The provisions of this Article X shall be deemed to be a contract between this Corporation and each person who serves as contemplated as a director or officer at any time while such provisions are in effect; they shall continue as to a person who has ceased to be a director or officer; and they shall inure to the benefit of such person's heirs, executors and administrators. Such provisions may be limited or qualified as to service occurring subsequent to such limitation or qualification by authority of the Board of Directors of this Corporation; provided, however, any such limitation or qualification, or any other repeal or amendment of this Article X shall not affect any right or obligation then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought based in whole or in part upon any such state of facts. [As amended effective March 16, 2006.]

14

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Section 10.4. Certain Procedural Matters —

- (1) In the event of payment under the provisions of this Article, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the director or officer.
- (2) The Corporation shall be entitled to participate at its expense in any proceeding for which a director or officer may be entitled to indemnity, and it may assume the defense thereof with counsel satisfactory to the director or officer unless the officer or director reasonably concludes that there may be a conflict of interest between the Corporation and the director or officer in the conduct of such defense.
- (3) If a claim under this Article is not paid in full by the Corporation within ninety (90) days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense (including reasonable attorneys' fees) of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the K.S.A. for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because such person has met the applicable standard of conduct set forth in the K.S.A., nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant had not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. [As amended effective March 16, 2006.]

Section 10.5. Non-Exclusivity of Rights. — The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Section 10.6. Insurance. — The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person or enterprise against such expense, liability or loss under the K.S.A.

15

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## ARTICLE XI

### Miscellaneous

Section 11.1. Seal. — The seal of the Corporation shall be circular in form and shall contain the following words:

MGP INGREDIENTS, INC.  
CORPORATE  
SEAL  
KANSAS

[As amended effective March 3, 2005.]

Section 11.2. Fiscal Year. — The fiscal year of the Corporation shall end on the 30th day of June in each year until June 30, 2006; thereafter, the fiscal year of the Corporation shall be as fixed by the Board of Directors. [As amended effective June 8, 2006.]

Section 11.3. Amendments. — All bylaws of the Corporation shall be subject to alteration or repeal, and new bylaws may be made, by the Board of Directors subject to the power of the stockholders of the Corporation to alter or repeal any bylaws made by the Board of Directors.

Section 11.4. Waiver of Notice. — Whenever notice of an annual, regular or special meeting of the stockholders, the Board of Directors or any committee of the Board is required to be delivered to a person under any of the provisions of these bylaws, a written waiver of notice signed by such person, whether signed before or after the meeting, shall be deemed equivalent to the timely delivery to such person of written notice of such meeting. Attendance of a person at a meeting also shall be deemed equivalent to the timely delivery to such person of written notice of such meeting, unless such person attends such meeting for the purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened and states such to be such person's purpose at the beginning of the meeting. Neither the business to be transacted at, nor the purpose of, any annual, regular or special meeting of the stockholders, the Board of Directors or any committee of the Board need be specified in any

written waiver of notice of such meeting, regardless whether such specification would be required in the notice of such meeting. [As amended effective March 16, 2006.]

Section 11.5. Interpretation. — Whenever the context indicates, the masculine gender in these bylaws shall include the feminine and neuter, and the singular shall include the plural or vice versa. The table of contents and headings are solely for organization, convenience, and clarity. They do not define, limit, or describe the scope of these bylaws or the intent in any of the provisions.

Section 11.6. Inoperative Portion. — If any portion of these bylaws shall be invalid or inoperative, then, to the extent reasonable and possible, the remainder shall be valid and operative, and effect shall be given to the intent that the portion held invalid or inoperative manifests.

16

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Section 11.7. Inapplicability of Control Share Acquisition Act. — The provisions of Section 17-1286 to 17-1298 of the Kansas Statutes, also known as the Kansas Control Share Acquisition Act, shall not apply to this Corporation.

**SECRETARY'S CERTIFICATE**

The undersigned Secretary of MGP Ingredients, Inc. (the "Company") hereby certifies on June 14, 2007 that the foregoing is a true and correct copy of the Bylaws of the Company, as amended.

MGP Ingredients, Inc.

By: /s/ MARTA MYERS  
Marta Myers, Secretary

17

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**MGP INGREDIENTS, INC.**  
**AGREEMENT AS TO AWARD OF RESTRICTED SHARES**  
**GRANTED UNDER THE NON-EMPLOYEE**  
**DIRECTORS' RESTRICTED STOCK PLAN**

Date of Grant: October 13, 2006  
Time of Grant: Close Market

Restricted Shares

In accordance with and subject to the terms and restrictions set forth in the MGP Ingredients, Inc. Non-Employee Directors' Restricted Stock Plan (the "Plan") and this Agreement, MGP INGREDIENTS, INC., a Kansas corporation (the "Company"), hereby grants to the Director named below ("Participant") the number of Restricted Shares of Common Stock of the Company as set forth below:

Participant: CLOUD L. CRAY  
Number of Restricted Shares under the Plan: 582

NOW, THEREFORE, the Company and the Participant hereby agree to the following terms and conditions:

1. Issuance of Restricted Shares. The shares described above are being issued by the Company to the Participant as restricted shares pursuant to the terms and provisions of the Plan, a true copy of which is attached hereto as Exhibit A and incorporated herein by reference. Upon the execution of this Agreement, the Company shall issue in the Participant's name the aggregate number of restricted shares described above, subject to the provisions of the Plan requiring that such certificate or certificates be held in the custody of the Company.
2. Vesting in Restricted Shares. Subject to the provisions of the Plan, restricted shares shall vest in the Participant upon the Participant's completion of three (3) full years of service on the Board of Directors of the Company ("Vesting Period") commencing on October 13, 2006. The restricted shares issued to the Participant shall be forfeited to the Company if the Participant resigns as a director during his or her term and prior to the end of the Vesting Period. The restricted shares are subject to accelerated vesting as provided in the Plan.
3. Restriction on Transfer. The Participant may not sell, assign, transfer, pledge, hypothecate, or otherwise dispose of any restricted shares to any other person or entity during the Vesting Period. Any disposition or purported disposition made in violation of this paragraph shall be null and void, and the Company shall not recognize or give effect to such disposition on its books and records.
4. Legend on Certificates. In order that all potential transferees and others shall be put on notice of this Agreement and so long as the risk of forfeiture exists under the Plan, each certificate evidencing ownership of the restricted shares issued pursuant to the Plan (and any replacements thereto) shall bear a legend in substantially the following form:

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"The shares evidenced by this Certificate have been issued pursuant to the MGP Ingredients, Inc. Non-Employee Directors' Restricted Stock Plan and a related agreement (the "Agreement") between the Company and the registered holder. The holder's rights are subject to the restrictions, terms and conditions of the Plan, which restricts the transfer of the shares and subjects them to forfeiture to the Company under the circumstances referred to in the Agreement. This legend may be removed when the holder's rights to the shares vest under the Plan."

5. Controlling Provisions. The provisions of the Plan shall apply to the award made under this Agreement. In the event of a conflict between the provisions of this Agreement and the Plan, the provisions of the Plan will control.

IN WITNESS WHEREOF, this Instrument has been executed as of this 14th day of June, 2007.

MGP INGREDIENTS, INC.

By: /s/ LADD M. SEABERG  
Laidacker M. Seaberg  
Chairman of the Board and  
Chief Executive Officer

**ACKNOWLEDGEMENT**

I understand and agree that the Restricted Shares to be acquired by me are subject to the terms, provisions and conditions hereof and of the Plan, to all of which I hereby expressly assent. This Agreement shall be binding upon and inure to the benefit of the Company, myself, and our respective successors and legal representatives.

This Agreement constitutes the entire agreement between the parties with respect to the subject matter hereof, and may not be modified, amended, renewed or terminated, nor may any term, condition or breach of any term or condition be waived, except in writing signed by the parties sought to be bound thereby. Any waiver of any term, condition or breach shall not be a waiver of any term or condition of the same term or condition for the future or any subsequent breach. In the event of the invalidity of any part or provision of this Agreement, such invalidity shall not affect the enforceability of any other part or provision of this Agreement.

Signed this 14th day of June, 2007.

/s/ CLOUD L. CRAY, JR.  
Signature of Participant

**MGP INGREDIENTS, INC.**  
**CODE OF CONDUCT**

This Code of Conduct is applicable to all of our directors, designated officers (as defined below) and other officers and employees and provides a general statement of our expectations regarding ethical standards that such persons are expected to adhere to. As used herein, unless the context otherwise requires, “designated officers” means our chief executive officer, chief financial officer and chief accounting officer or controller or persons performing similar functions, “we”, “our”, “us” or the “Company” means MGP Ingredients, Inc. and “you” means a director, officer or employee of the Company, as appropriate.

**Accurate and Timely Periodic Reports**

We are committed to providing investors with full, fair, accurate, timely and understandable disclosure in the periodic reports that we are required to file and in other public communications that we make. We expect our designated officers and others responsible for such matters to:

- comply with generally accepted accounting principles at all times;
- maintain a system of internal accounting controls that will provide reasonable assurances to management that all transactions are properly recorded;
- maintain books and records that accurately and fairly reflect our transactions;
- prohibit the establishment of any undisclosed or unrecorded funds or assets;
- maintain a system of disclosure controls and procedures that will provide reasonable assurances to management that material information about us is made known to management, particularly during the periods in which our periodic reports are being prepared; and
- present information in our periodic reports and other public communications in a full, fair, accurate, timely, clear and understandable manner.

No one should engage in “off the record” transactions and each of you should report accurately and completely all financial transactions to the appropriate accounting department personnel.

**Conflicts of Interest**

You should avoid situations that may involve a conflict between your personal interests and the Company’s interests. In general, conflicts of interest may arise when you have interests that may make it difficult to perform your work for us objectively and effectively. Examples of possible conflicts of interest are when you

- lend material assistance to our competitors;
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- have a significant financial or other interest in, or seek personal loans or services from, a customer, supplier or competitor;
  - conduct business on our behalf with any of your family members<sup>(1)</sup> or with an entity in which you or any of your family members has a material interest<sup>(2)</sup>; or
  - accept money, gifts of more than nominal value or other special accommodations from a supplier, customer or competitor.

In dealing with current or potential customers, suppliers, and competitors, you should act in the Company’s best interests to the exclusion of personal advantage. If your outside interest or activities may be antagonistic with the interests of the Company, then you should either have the activity approved by a disinterested member of management or you should cease engaging in it. Any transaction approved by a member of management must be reported promptly to the Vice President of Human Resources who will at least annually present a summary of such transactions to the Audit Committee. Transactions with a value of \$50,000 or more in which a director or executive officer may have a conflict of interest must be preapproved by the Audit Committee of our Board of Directors.

**Compliance with the Law**

If we do not comply with the law, we will create problems for ourselves as well as those around us. Illegal actions damage reputations and erode the confidence and trust that others have placed in us. Accordingly, it is our policy that all laws be obeyed, however insignificant, and that this requirement must be placed ahead of our own personal interests and the Company’s operating results. The following are generalized comments on certain areas of the law and written Company policies that you should be particularly reminded of because of the nature of the Company’s business.

**Bribery.** Do not take or give a bribe. Under-the-table payments in cash are illegal. Bribes may also be disguised as unusual loans, lavish gifts, illegitimate finders’ fees or commissions, unusual favors and the like. Bribery can result in the voiding of otherwise legitimate contracts and in the imposition of substantial criminal and civil penalties.

**Personal Use of Company Property.** Do not use Company property for your own personal interest unless that use has been properly authorized. Company property includes many things such as automobiles, long distance lines, confidential Company information, business opportunities that belong to the Company, and the like. A use is properly authorized only if it has been approved by one or more Company officers who have authority to grant such approval. Do not seek permission from someone whom you know does not have the authority to grant it. As a corollary, do not grant permission if you do not have authority to do so.

- (1) The following are deemed family members: any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister in-law, and any person sharing the same household with you.
- (2) You will not be deemed to have a material interest in another entity if your interest arises only because you are a director of the other entity and/or because you and your family members own less than a 10% equity interest in the other entity, other than a partnership. If the other entity is a partnership, your interest will not be deemed material if your only interest is as a limited partner, your interest is less than 10% of the total interest in the partnership and you are not a general partner and do not hold another position in the partnership.

Confidential information is an item of Company property to be used only for the proper conduct of the Company's business. You should not use it or allow others to use it to promote outside interests. Inappropriate, intentional or inadvertent disclosures may harm the Company's business or other persons who trade in the Company's stock. Such private disclosures can damage customer relationships, give our competitors an edge, create personal anguish or result in illegal stock trading profits generated at the expense of the uninformed.

Trading in the Company's Stock. You should not engage in short sales or in trading the Company's stock on a short term basis.

You should not buy or sell the Company's stock if you possess material information about the Company that has not been released to the public. Information is material if there is a substantial likelihood that a reasonable investor would consider the information as either (i) important in deciding whether to buy, sell or hold a security of an issuer or (ii) as changing the total mix of information in the marketplace about a security or its issuer. Examples include earnings, merger negotiations, a significant sale or acquisition of assets, changes in dividend policy, a stock split or the offering of additional securities, etc. Generally, any information that could reasonably be expected to affect the price of our stock in your favor should be deemed material. The prohibition on insider trading also applies to stock of other companies if you learn of material non-public information about those other companies in the course of performing your duties for us. Using non-public information for personal financial benefit or tipping others who might use it to make an investment decision is both unethical and illegal.

You are encouraged to clear all trades in advance with the CFO.

Anti-trust laws; price fixing; bid rigging. Our activities are subject to the antitrust and competition laws of the United States and the various states and countries in which we do business. In general, those laws prohibit agreements or actions that may restrain trade or reduce competition. Examples of possible violations of these laws include agreements with competitors to fix or control prices, to boycott specified suppliers or to allocate products, territories or markets. Special care should be taken to ensure that any contact with representatives of our competitors, suppliers and others with whom we do business will not be viewed as a violation of any antitrust law. In an antitrust action, both you and the Company can be assessed three times the amount of the actual damages, and violations of the antitrust laws may also result in substantial fines and imprisonment.

Environmental Matters. We are subject to numerous environmental laws and regulations. Our policy is to comply with these requirements wherever we conduct operations. Each employee is responsible for understanding the environmental consequences of his or her job and for performing it in compliance with all applicable environmental laws and regulations. If you have questions or concerns about our environmental compliance, you should direct them to your supervisor or manager. If you become aware of any actual or potential activities that may impact on the company's environmental compliance, you should promptly advise your supervisor or manager so that any necessary corrective action can be taken.

3

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Contacts with Public Officials. When dealing with public officials, avoid any activity which is or appears illegal or unethical. Giving gifts, including meals, entertainment, transportation and lodging, to government officials in the various branches of federal, as well as state and local, governments is restricted by law. You should obtain the CEO's approval before giving anything of value to a government official or employee. The foregoing does not apply to personal lawful political contributions.

In addition, the U.S. Foreign Corrupt practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. Illegal payments to government officials of any country are prohibited.

Alcohol and Drugs. Use of alcohol or drugs which may in any way affect performance on the job can have disastrous consequences on other personnel and on Company property. Personnel found to be under the influence of either while on the job will be subject to immediate dismissal.

Harassment or Mistreatment of Co-Workers. Let's treat our co-workers as we would want to be treated were we in their shoes. All employees should respect the rights and cultural differences of other individuals. It is our policy not to discriminate against any person because of age, race, color, sex, religion, disability, national origin, or other classes protected by applicable federal, state or local law. Harassment of any such type will not be tolerated. You should be particularly familiar with the Company's Harassment Policy and avoid situations that might give rise to harassment claims.

Improper Use of E-mail, Voice Mail, Internet and Other Information Systems You should be familiar with the Company's extensive written policies covering these issues and insure that your use of these systems (a) is efficient, succinct, well thought out and properly motivated, (b) is not for personal purposes except to the extent expressly permitted by the Company's written policies, (c) does not jeopardize the confidentiality of Company confidential information, (d) does not in any way permit or provide access to our systems by unauthorized persons, (e) does not violate the copyrights of licensors or owners of software used by the Company, and (f) does not infect the systems with a virus.

Unsafe Practices. Grain processing presents special opportunities for hazards to personal safety and the safety and health of our employees is very important. There are local, state and national laws which are designed to promote a safe workplace. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions. Everyone should be on the lookout for potentially unsafe conditions and report them when they occur so that they may be promptly remedied.

Family, Friends, and Associates. Do not assist your family or others whom you associate with any activities that would directly or indirectly violate this policy.

## **Reporting Violations**

We encourage all employees to report concerns, including possible violations of this Code of Conduct, so that they can be investigated and evaluated. Concerns may be presented in person or in writing to our Vice President of Human Resources. Concerns may be reported on a

4

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confidential and anonymous basis. Written concerns should be addressed to our Vice President of Human Resources at MGP Ingredients, Inc., 1300 Main, P.O. Box 130, Atchison, Kansas 66002-0130. All violations of this Code of Conduct will be reported to the Chief Executive Officer, who will cause an appropriate investigation of the violation to be made. Any concerns raised about financial accounting practices or the Company's system of internal accounting controls will also be reported to the Chairman of the Audit Committee of the Board of Directors, which will be responsible for overseeing the investigation and resolution of such concerns. Any such investigation will be conducted in a confidential manner to the fullest extent possible, consistent with the need to conduct an adequate investigation.

The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of violation of the Code of Conduct or otherwise as specified in the Sarbanes-Oxley Act of 2002.



**Discipline/Penalties**

The policies reflected in this Code of Conduct are important to the Company. Violations will subject offenders to some manner of disciplinary action, when and as warranted. Discipline will not necessarily be progressive in nature, which means that the first violation will not necessarily begin with the least severe discipline and then move up one level for each subsequent violation. The appropriate discipline will be given considering the nature of the violation and the individual's history with the Company. Possible disciplinary measures may range from a warning to a discharge. In addition, referral of a matter may be made to appropriate government authorities.

**Administration**

The Audit Committee is responsible for setting the standards set forth in this Code of Conduct and may, in its discretion, update it from time to time. Any amendments affecting directors or executive officers will be publicly disclosed in accordance with the rules of the Securities and Exchange Commission. The Audit Committee also may determine to waive violations of this Code of Conduct, but any such waiver which constitutes a material departure from a provision of this Code of Conduct regarding a director or executive officer is also subject to full board approval and will be publicly disclosed in accordance with the rules of the Securities and Exchange Commission.

**Questions**

No code of conduct can replace the thoughtful behavior of an ethical employee or director or provide definitive answers to all questions. If you are in doubt about the best course of action to take in a particular situation, we encourage you to seek guidance from your supervisor, manager or other appropriate person.