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Expires 06/30/99
OMB 0651-0027



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U.S. Department of Commerce
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID #
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of conveying parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Corporation Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only

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Address (line 2)

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Address (line 4)

Correspondent Name and Address Area Code and Telephone Number

212-310-8442

Name

Address (line 1)

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Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1617821"/>	<input type="text" value="1620248"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved

#

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment Enclosed Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number #

Authorization to charge additional fees: Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Dawn Harrington
Name of Person Signing


Signature

May 10, 2001
Dated Signed

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"STONEVILLE PEDIGREED SEED COMPANY", A MISSISSIPPI CORPORATION,

WITH AND INTO "SPSC MERGERSUB, INC." UNDER THE NAME OF "STONEVILLE PEDIGREED SEED COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 1999, AT 6 O'CLOCK P.M.



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0313270

DATE: 03-14-00

TRADEMARK

REEL: 002296 FRAME: 0830

12-30-99

CERTIFICATE OF MERGER
OF
STONEVILLE PEDIGREED SEED COMPANY
INTO
SPSC MERGERSUB, INC.
(Pursuant to Section 252 of
the General Corporation Law of the State of Delaware)

The undersigned corporation DOES HEREBY CERTIFY:

FIRST: That the names and states of incorporation of each of the constituent corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
Stoneville Pedigreed Seed Company ("Stoneville")	Mississippi
SPSC Mergersub, Inc.	Delaware

SECOND: That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the General Corporation Law of Delaware.

THIRD: That the name of the surviving corporation (as such, the "Surviving Corporation") of the merger is SPSC Mergersub, Inc., which name shall herewith be changed to Stoneville Pedigreed Seed Company.

FOURTH: No amendments or changes in the Certificate of Incorporation of the Surviving Corporation are to be effected by the merger, except that Article First thereof shall be amended to read in its entirety as follows:

"FIRST: The name of the Corporation is STONEVILLE PEDIGREED SEED COMPANY."

FIFTH: That the executed Agreement and Plan of Merger is on file at the principal place of business of the Surviving Corporation, the address of which is 200 Crescent Court, Suite 1600, Dallas, Texas 75201.

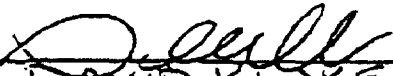
SIXTH: That a copy of the Agreement and Plan of Merger will be furnished, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: That the authorized capital stock of Stoneville consists of 10,000 shares of common stock, par value \$10.00 per share, of which 9,000 shares are issued and outstanding.

EIGHTH: That this Certificate of Merger shall be effective upon filing.

DATED: December 30, 1999

SPSC MERGERSUB, INC.

By: 
Name: DAVID KISKEL
Title: SECRETARY

WEIL, GOTSHAL & MANGES LLP

767 FIFTH AVENUE • NEW YORK, NY 10153-0119

(212) 310-8000

FAX: (212) 310-8007

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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

Commissioner of Patents & Trademarks
Washington, D.C. 20231

BOX: ASSIGNMENTS

TRADEMARK ASSIGNMENT

The enclosed Certificate of Merger changing the State of Incorporation for Stoneville Pedigreed Seed Company from Mississippi to Delaware, dated December 30, 1999, is submitted for recordation.

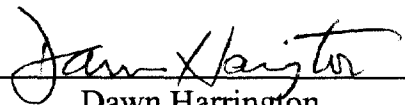
It is requested that the enclosed self-addressed and stamped post card be marked "Received" and mail.

Please charge the total fee of \$65.00 for two (2) property and any additional fees to **Deposit Account No. 23-0800 (Attorney Docket No. 76192.0001)**.

Respectfully submitted,
WEIL, GOTSHAL & MANGES LLP

Date: May 10, 2001

By:



Dawn Harrington
Trademark Specialist

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RECORDED: 05/11/2001

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