



RE

05-01-2003



102436677

4.28.03

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1 Name of conveying party(ies): D&PL Technology Holding Corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State - Delaware
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):

Name: D&PL Technology Holding Company, LLC

Internal Address: P.O. Box 157

Street Address: One Cotton Row

City: Scott State: Mississippi Zip: 38772

3 Name of Conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: December 27, 2002

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company - Delaware

If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & addresses(es) attached? Yes No

4 Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/477,309
76/468,194

B. Trademark Registration No.(s)

708,234	1,911,657	2,147,814
1,617,823	590,502	2,243,695
1,521,179	358,440	
1,615,962	2,014,471	

Additional numbers attached? Yes No

5 Name and address of party to whom correspondence concerning document should be mailed:

Name: G. Franklin Rothwell
 Internal Address: Rothwell, Figg, Ernst & Manbeck Suite 800
 Street Address: 1425 K St., N.W.
 City: Washington,
 State: D.C. Zip: 20005
 Telephone No.: 202/783-6040
 Facsimile No.: 202/783-6031

Attorney Docket No. : 1760-266

6. Total number of applications and trademarks involved: 12

7. Total fee (37 CFR 3.41): . . . \$ 315

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: 02-2135

Attach duplicate copy of this page if paying by deposit account

04/30/2003 LNUELLER 00000164 76477309

#1 FO:0521 40.00 OP
 #2 FO:0522 275.00 OP

DO NOT USE THIS SPACE

9. 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.

G. Franklin Rothwell
 Name of Person Signing

G. F. Rothwell
 Signature

April 28, 2003
 Date

Total number of pages including cover sheet, attachments and documents: 2

**CERTIFICATE OF CONVERSION
TO
LIMITED LIABILITY COMPANY
OF
D&PL TECHNOLOGY HOLDING COMPANY, LLC**

The undersigned hereby certifies that:

FIRST: The name of the corporation to be converted is D&PL Technology Holding Corp. (the "**Corporation**"). The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on February 29, 1996 under the name "SG Seed, Inc." The Corporation filed a Certificate of Amendment of Certificate of Incorporation with the Secretary of State of the State of Delaware on November 20, 1998, changing the Corporation's name from SG Seed, Inc. to D&PL Technology Holding Corp.

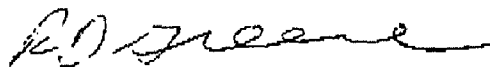
SECOND: The name of the limited liability company into which D&PL Technology Holding Corp. is to be converted is D&PL Technology Holding Company, LLC.

THIRD: The conversion of the Corporation into a limited liability company is to be effective as of January 1, 2003.

FOURTH: The conversion of the Corporation into a limited liability company has been approved in accordance with the provisions of Delaware General Corporation Law Section 266.

IN WITNESS WHEREOF, Delta and Pine Land Company, the sole shareholder of D&PL Technology Holding Corp., has executed this Certificate of Conversion to Limited Liability Company of D&PL Technology Holding Company, LLC, this 27th day of December, 2002.

DELTA AND PINE LAND COMPANY,
sole shareholder of D&PL Technology Holding Corp.

By: 
Name: Ricky D. Greene
Title: Vice President - Finance