

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REGISTRATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

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

1. Name of conveying party(ies):

MCF Development Corp.

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

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

3. Nature of conveyance:

- Assignment, Security Agreement, Other, Merger, Change of Name

Execution Date: 12-29-1998

2. Name and address of receiving party(ies)

Name: Miller Chemical & Fertilizer Corporation

Internal

Address:

Street Address: 120 Radio Road, P.O. Box 333

City: Hanover State: PA Zip: 17331

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State Pennsylvania, Other

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) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,306,645

Additional number(s) attached Yes No

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

Name: Stanley B. Kita

Internal Address:

Street Address: HOWSON AND HOWSON

Spring House Corporate Center, Box 457

City: Spring House State: PA Zip: 19477

6. Total number of applications and registrations involved:

1

7. Total fee (37 CFR 3.41) \$ 40.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

08-3040

DO NOT USE THIS SPACE

9. Signature.

Stanley B. Kita

Name of Person Signing

Handwritten signature of Stanley B. Kita

Signature

Handwritten date: March 31, 2004

Date

Total number of pages including cover sheet, attachments, and document:

4

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

CERTIFICATE OF FACSIMILE TRANSMISSION UNDER CFR 1.8(a) I hereby certify that this correspondence is being facsimile transmitted to the United States Patent & Trademark Office on March 31, 2004

Signature: [Handwritten] TRADEMARK REGISTRATION NO. 002824 FRAME: 0430

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MAR-10-2004 09:30AM FROM-MILLER CHEMICAL

717-632-9638

T-135 P.004/005 F-243

DEC-31-1998 11:10

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**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

**MCF DEVELOPMENT CORP.**

**INTO**

**MILLER CHEMICAL & FERTILIZER CORPORATION**

.....  
Miller Chemical & Fertilizer Corporation, a corporation organized and existing under the laws of Pennsylvania,

**DOES HEREBY CERTIFY:**

**FIRST:** That this corporation was incorporated on 23<sup>rd</sup>, day of January, 1984, pursuant to 15 Pa.C.S. Section 1915 of the State of Pennsylvania.

**SECOND:** That this corporation owns all of the outstanding shares of the stock of MCF Development Corp. Delaware corporation incorporated on the 13<sup>th</sup> day of March, 1992 pursuant to the 253 of the General Corporation Law of the State of Delaware.

**THIRD:** That this corporation, by the following resolutions of its Board of Directors, duly adopted by Unanimous written consent of its members on December 29, 1998, filed with the minutes of the Board, determined to and did merge into itself said MCF Development Corp.

**RESOLVED,** that Miller Chemical & Fertilizer Corporation merge, and it hereby does merge into itself said MCF Development Corp. and assumes all of its obligations and

**FURTHER RESOLVED,** that the merger shall become effective upon filing with the Secretary of State of Pennsylvania. However, for all tax and accounting purposes, the effective date of the merger shall be as of October 1, 1998.

**FOURTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of Miller Chemical & Fertilizer Corporation at any time prior to the time that this merger filed with the Secretary of State becomes effective.

**FIFTH:** That Miller Chemical & Fertilizer Corporation, survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent Delaware corporation as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and it does hereby irrevocably appoint

the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address in which a copy of such process shall be mailed by the Secretary of State of Delaware is 1400 South Trooper Road, Valley Forge, PA 19482 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

IN WITNESS WHEREOF, said Miller Chemical & Fertilizer Corporation has caused this Certificate to be signed by John E. Young its Vice President, this 29th day of December, 1998.

John E. Young

*State of Delaware*  
*Office of the Secretary of State*

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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 OWNERSHIP, WHICH MERGES:

"MCF DEVELOPMENT CORP.", A DELAWARE CORPORATION,

WITH AND INTO "MILLER CHEMICAL & FERTILIZER CORPORATION" UNDER THE NAME OF "MILLER CHEMICAL & FERTILIZER CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF PENNSYLVANIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998, AT 4:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel, Secretary of State*

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RECORDED: 03/31/2004

AUTHENTICATION: 9502749

DATE: 01-05-99

TRADEMARK

REEL: 002824 FRAME: 0433