

FORM PTO-1594	<b>RECORDATION FORM COVER SHEET</b> <b>TRADEMARKS ONLY</b>	Docket Nos.: 04-116; 04-117; 04-117-A; 04-121; and 04-122						
To The Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.								
<p>1. Name of conveying party(ies):</p> <p style="text-align: center;"><b>Stoneville Pedigreed Seed Company</b></p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - State  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Emergent Genetics USA, Inc.</u></p> <p>Internal Address: _____</p> <p>Street Address: <u>6625 Lenox Park Drive, Suite 117</u></p> <p>City: <u>Memphis</u> State: <u>TN</u> ZIP: <u>38115</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input checked="" type="checkbox"/> Corporation - State <u>Delaware</u>  <input type="checkbox"/> Other _____</p> <p><small>If assignee is not domiciled in the United States, a domestic designation is attached (designation must be a separate document from Assignment).  <input type="checkbox"/> Yes <input type="checkbox"/> No</small></p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input checked="" type="checkbox"/> Merger  <input type="checkbox"/> Security Agreement              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>August 21, 2003</u></p>						
<p>4. Application number(s) or registration number(s):</p> <p>If this document is being filed together with a new application, the execution date of the application is:</p> <table style="width:100%; border: none;"> <tr> <td style="width:50%; border: none;"> <p>A. Trademark Application No.(s)</p> <p><u>76/213,413</u></p> </td> <td style="width:50%; border: none;"> <p>B. Trademark Registration No.(s)</p> <p><u>1,617,821</u>  <u>1,620,248</u>  <u>2,493,850</u>  <u>2,651,319</u></p> </td> </tr> </table> <p style="text-align: center;">Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			<p>A. Trademark Application No.(s)</p> <p><u>76/213,413</u></p>	<p>B. Trademark Registration No.(s)</p> <p><u>1,617,821</u>  <u>1,620,248</u>  <u>2,493,850</u>  <u>2,651,319</u></p>				
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Alison J. Baldwin</u></p> <p>Internal Address: <u>McDonnell Boehnen Hulbert &amp; Berghoff LLP</u></p> <p>Street Address: <u>300 South Wacker Drive</u></p> <p>City: <u>Chicago</u> State: <u>IL</u> ZIP: <u>60606</u></p>	<p>6. Total number of applications and registrations involved:</p> <p style="text-align: center;"><b>Five (5)</b></p> <p>7. Total Fee (37 CFR 3.41).....\$185.00</p> <p><input type="checkbox"/> Enclosed - any excess or insufficiency should be credited or debited to the deposit account. A duplicate copy of this sheet is enclosed for this purpose.</p> <p><input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>13-2490</u></p>							
DO NOT USE THIS SPACE								
<p>9. Statement and signature.  <i>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.</i></p> <p style="text-align: center;"> <table style="width:100%; border: none;"> <tr> <td style="width:30%; text-align: center;"><u>Alison J. Baldwin</u></td> <td style="width:30%; text-align: center;"></td> <td style="width:40%; text-align: center;"><u>July 26, 2004</u></td> </tr> <tr> <td style="text-align: center;">Name of Person Signing</td> <td style="text-align: center;">Signature</td> <td style="text-align: center;">Date</td> </tr> </table> </p> <p style="text-align: center;">Total number of pages including cover sheet, attachments, and document: <b>6</b></p>			<u>Alison J. Baldwin</u>		<u>July 26, 2004</u>	Name of Person Signing	Signature	Date
<u>Alison J. Baldwin</u>		<u>July 26, 2004</u>						
Name of Person Signing	Signature	Date						

CH \$185.00 132490 76213413

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, 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:

"PREMIUM Acala COTTON SEEDS, INC.", A DELAWARE CORPORATION, WITH AND INTO "STONEVILLE PEDIGREED SEED COMPANY" UNDER THE NAME OF "EMERGENT GENETICS USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF AUGUST, A.D. 2003, AT 9:04 O'CLOCK P.M.

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



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

3139045 8100M

030547109

AUTHENTICATION: 2596028

DATE: 08-21-03

TRADEMARK  
REEL: 002934 FRAME: 0271

**CERTIFICATE OF MERGER  
MERCING  
PREMIUM ACALA COTTON SEEDS, INC.  
INTO  
STONEVILLE PEDIGREED SEED COMPANY**

(Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware)

Stoneville Pedigreed Seed Company, a Delaware corporation (the "Corporation"), for the purpose of merging Premium Acala Cotton Seeds, Inc., a Delaware corporation ("Premium Acala"), into the Corporation (the "Merger"), does hereby certify as follows:

FIRST: That both the Corporation and Premium Acala are incorporated pursuant to the General Corporation Law of the State of Delaware ("DGCL").

SECOND: That an Agreement and Plan of Merger (the "Merger Agreement") relating to the Merger has been approved, adopted, certified, executed, and acknowledged by both the Corporation and Premium Acala in accordance with Section 251 of the DGCL.

THIRD: That the name of the surviving corporation of the Merger shall be "Emergent Genetics USA, Inc." (in such capacity, the "Surviving Corporation").

FOURTH: The certificate of incorporation of the Corporation shall be the certificate of incorporation of the Surviving Corporation, provided, however, that the name of the Surviving Corporation as reflected in the certificate of incorporation shall be changed to "Emergent Genetics USA, Inc."

FIFTH: The fully executed Merger Agreement is on file at an office of the Surviving Corporation at 6625 Lenox Park Drive, Suite 117, Memphis, Tennessee 38115.

SIXTH: A copy of the fully executed Merger Agreement will be furnished by the Surviving Corporation on request and without cost to any stockholder of any constituent corporation.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed as of this 21<sup>st</sup> day of August, 2003.

STONEVILLE PEDIGREED SEED  
COMPANY

By: \_\_\_\_\_  
Name: Thomas F. Hughes  
Title: President



McDonnell Boehnen Hulbert & Berghoff LLP  
Law Offices

## Fax transmittal

To	Assignment Recordation Services	Date	September 10, 2004
Company	Commissioner for Trademarks	From	Alison J. Baldwin
Fax	703-306-5995	Direct	913-0001, ext. 2169
Phone		Email	baldwin@mbhb.com
Pages, with cover	<b>7</b>	C/M	112/004

Re: Certificate of Merger Document  
Attorney Docket Nos. 04-116; 04-117; 04-117-A; 04-121; and 04-122

Dear Sirs:

On July 26, 2004, the attached Assignment Recordation Cover Sheet and Certificate of Merger document (from Stoneville Pedigreed Seed Company to Emergent Genetics USA, Inc.) was submitted via facsimile to the Assignment Division of the USPTO. With the same fax, we sent a second Certificate of Merger document (from Emergent Genetics USA, Inc. to Emergent Genetics, Inc.), to be recorded in connection with the above-identified attorney docket numbers.

We received a Notice from the Assignment Division (copy enclosed) advising that each document be submitted separately via facsimile. Therefore, attached please find a re-submission of the Assignment Recordation Cover Sheet and Certificate of Merger document (from Stoneville Pedigreed Seed Company to Emergent Genetics USA, Inc.). The second Certificate of Merger document (from Emergent Genetics USA, Inc. to Emergent Genetics, Inc.) will be faxed via separate cover.

Please record the documents with the Assignment Division of the U.S. Patent and Trademark Office. If you have any questions, please contact me at 312-913-0001.

Attachments:

- (1) Copy of Notice of Multiple Submissions received from Assignment Division of USPTO
- (2) Recordation Form Cover Sheet dated July 26, 2004 (in duplicate)
- (3) Certificate of Merger document (from Stoneville Pedigreed Seed Company to Emergent Genetics USA, Inc.)

**TRADEMARK**  
**REEL: 002934 FRAME: 0274**

FORM PTO-1594

**RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY**

Docket Nos.: 04-116;  
04-117; 04-117-A; 04-121;  
and 04-122

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

1. Name of conveying party(ies):  
**Stoneville Pedigreed Seed Company**

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation - State  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: **Emergent Genetics USA, Inc.**  
Internal Address: \_\_\_\_\_  
Street Address: **6625 Lenox Park Drive, Suite 117**  
City: **Memphis** State: **TN** ZIP: **38115**

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation - State **Delaware**  
 Other \_\_\_\_\_

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: **August 21, 2003**

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

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**1,620,248**  
**2,493,850**  
**2,651,319**

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: **Alison J. Baldwin**  
Internal Address: **McDonnell Boehnen Hulbert & Berghoff LLP**  
Street Address: **300 South Wacker Drive**  
City: **Chicago** State: **IL** ZIP: **60606**

d. Total number of applications and registrations involved:  
**Five (5)**

7. Total Fee (37 CFR 3.41).....\$185.00  
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 Authorized to be charged to deposit account

8. Deposit account number: **13-2490**

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.

**Alison J. Baldwin**  
Name of Person Signing

  
Signature

**Aug 26, 2004**  
Date

Total number of pages including cover sheet, attachments, and document: 6

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3139045 8100M

030547109

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 2596028

DATE: 08-21-03

TRADEMARK  
REEL: 002934 FRAME: 0276

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be executed as of this 21<sup>st</sup> day of August, 2003.

STONEVILLE PEDIGREED SEED  
COMPANY

By: \_\_\_\_\_  
Name: Thomas F. Hughes  
Title: President