

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	CHANGE OF NAME
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Verdicon, Inc.		10/25/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	UAP Distribution, Inc.
Street Address:	7251 W. 4th Street
City:	Greeley
State/Country:	COLORADO
Postal Code:	80634
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1		
Property Type	Number	Word Mark
Serial Number:	78467082	PROSPECT PLUS PREMIUM FERTILIZER ADDITIVE

CORRESPONDENCE DATA	
Fax Number:	(303)447-7800
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	303-447-7700
Email:	trademarkbldr@faegre.com
Correspondent Name:	Faegre & Benson LLP
Address Line 1:	1900 Fifteenth Street
Address Line 4:	Boulder, COLORADO 80302

NAME OF SUBMITTER:	Kathleen S. Herbert
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Total Attachments: 2 source=verdicon#page1.tif source=verdicon#page2.tif

OP \$40.00 78467082

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:36 PM 10/27/2004
FILED 01:13 PM 10/27/2004
SRV 040775580 - 3678416 FILE

**STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF CERTIFICATE OF INCORPORATION**

Verdicon, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware

DOES HEREBY CERTIFY:

FIRST: That by unanimous written consent in lieu of a meeting of the Board of Directors of Verdicon, Inc., resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and recommending to the sole stockholder of the corporation the consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of the corporation be amended so that, as amended, the paragraph setting forth the name of the corporation shall read as follows:

NAME: The name of the Corporation shall be UAP Distribution, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the sole stockholder of the corporation, by written consent in lieu of a special meeting, voted all of its shares in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, Verdicon, Inc. has caused this certificate to be signed by Todd A. Suko, an Authorized Officer, this 25 day of October, 2004.

VERDICON, INC.

By: [Signature]
Name: Sica President & Secretary
Authorized Officer

OCT. 27. 2004 3:00PM

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NO. 4658 P. 2

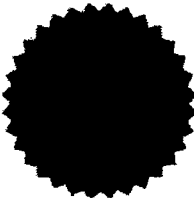
Delaware

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 AMENDMENT OF "VERDICON, INC.", CHANGING ITS NAME FROM "VERDICON, INC." TO "UAP DISTRIBUTION, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2004, AT 1:13 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

3678416 8100

AUTHENTICATION: 3438779

040775580

DATE: 10-27-04