

12/01/2005
700229624

Form TFD-1594 (Rev. 06/04)

USPS Collection 0601-0027 (app. 6/30/2005)

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s): GROWMARK FS, Inc. 1701 Towanda Avenue Bloomington, Illinois 61701 <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 <u>Delaware</u> <input type="checkbox"/> Other _____ Citizenship (see guidelines) _____ Execution Date(s) <u>8-31-05</u> Additional names of conveying parties attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		2. Name and address of receiving party(ies) Additional names, addresses, or citizenship attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No Name: <u>GROWMARK FS, LLC</u> Internal Address: _____ Street Address: <u>1701 Towanda Avenue</u> City: <u>Bloomington</u> State: <u>Illinois</u> Country: <u>USA</u> Zip: <u>61701</u> <input type="checkbox"/> Association Citizenship _____ <input type="checkbox"/> General Partnership Citizenship _____ <input type="checkbox"/> Limited Partnership Citizenship _____ <input type="checkbox"/> Corporation Citizenship _____ <input checked="" type="checkbox"/> Other <u>LLC</u> Citizenship <u>Delaware</u> If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designation must be a separate document from assignment)	
3. Nature of conveyance: <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other _____		4. Application number(s) or registration number(s) and identification or description of the Trademark. A. Trademark Application No.(s) _____ B. Trademark Registration No.(s) <u>See Exhibit A (attached)</u> Additional sheet(s) attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown): <u>See Exhibit A (attached)</u>			
5. Name & address of party to whom correspondence concerning document should be mailed: Name: <u>Julie M. Nichols</u> Internal Address: <u>Wildman Harold Allen & Dixon LLP</u> Street Address: <u>225 West Wacker Drive</u> <u>Suite 2000</u> City: <u>Chicago</u> State: <u>IL</u> Zip: <u>60606-1229</u> Phone Number: <u>312-201-2551</u> Fax Number: <u>312-201-2555</u> Email Address: <u>nichols@wildmanharold.com</u>		6. Total number of applications and registrations involved: <u>10</u>	
7. Total fee (37 CFR 2.0(b)(6) & 3.11) \$ _____ <input type="checkbox"/> Authorized to be charged by credit card <input checked="" type="checkbox"/> Authorized to be charged to deposit account <input type="checkbox"/> Enclosed		8. Payment information: a. Credit Card Last 4 Numbers _____ Expiration Date _____ b. Deposit Account Number <u>23-2126</u> Authorized User Name <u>Julie M. Nichols</u>	
9. Signature: <u>Julie M. Nichols</u> Julie M. Nichols Name of Person Signing		December 7, 2005 Date Total number of pages including cover sheet, attachments, and documents: <u>8</u>	

Documents to be recorded (including cover sheet) should be filed to (703) 295-0958, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22312-1450

700243322

TRADEMARK
REEL: 003259 FRAME: 0033

EXHIBIT A

Mark	Application/Registration Number
EARLY EDGE	1,889,540
FIELD FRESH	1,149,778
N-SUL 32	1,689,714
N-SUL 33	1,641,822
Paddock GREEN	920,443
PRO-GANIC	2,267,034
SHOPWORKS	2,810,891
SILAGE FRESH	1,593,706
SOL-U-GREEN	801,175
TATERBEST	839,427

Delaware

PAGE 1

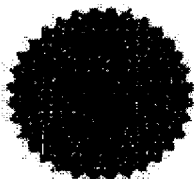
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "GROWMARK ES, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GROWMARK ES, INC." TO "GROWMARK ES, LLC", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005, AT 1:05 O'CLOCK P.M.

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

3579649 8100V

050727168



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4127559

DATE: 08-31-05

EGOS CORPORATION TRUST W/LM TEAM #2

(FRI) 8/31/05 17:30/ST. 17-00-015-00000000 P 2

Secretary of State
Division of Corporations
Delivered 01:53 PM 08/31/2005
FILED 01:05 PM 08/31/2005
SOS 060717188 - 3379649 FILE

**CERTIFICATE OF CONVERSION
FROM A CORPORATION TO A LIMITED LIABILITY COMPANY
PURSUANT TO SECTION 18-214 OF THE
DELAWARE GENERAL CORPORATION LAW**

1. The name of the corporation is **GROWMARK FS, INC.**
2. The state under which the corporation was originally incorporated is **DELAWARE**.
3. The date on which the original Certificate of Incorporation was filed with the Delaware Secretary of State is **October 15, 2002**.
4. The name of the limited liability company into which the corporation is herein being converted is **GROWMARK FS, LLC**.
5. The conversion has been approved in accordance with the provisions of Section 18-214 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Conversion of GROWMARK FS, INC. effective as of August 31, 2005.

GROWMARK FS, INC.

By: Brian D. Bastian
Name: Brian D. Bastian
Its: Vice President & General Counsel

1539994-2

Delaware

PAGE 2

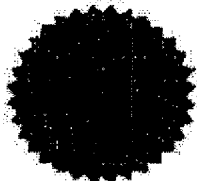
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "GROWMARK ES, LLC" FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF AUGUST, A.D. 2005, AT 1:05 O'CLOCK P.M.

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

3579649 8100V

050717169



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 8127559

DATE: 08-31-05

FROM CORPORATION TRUST N/DA TEXAS 82

(WED) 8:31'05 17:30/ST 17:30/ST 08/31/2005 P 3
Secretary of State
Division of Corporations
Delivered 01:53 PM 08/31/2005
FILED 01:05 PM 08/31/2005
SER 050717100 - 3579649 KLS

**CERTIFICATE OF FORMATION
OF
GROWMARK FS, LLC**

1. The name of the limited liability company is **GROWMARK FS, LLC** (the "Company").
2. The address of the Company's registered office in the State of Delaware is **2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle**. The registered agent at such address is **Corporation Service Company**.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of **GROWMARK FS, LLC** effective as of **August 31, 2005**.

Brent D. Bostrom
Signature of Authorized Person

Brent D. Bostrom
Printed name of Authorized Person

1502038-0