

11-30-2005

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

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DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

103128276

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

11/23/05

1. Name of conveying party(ies): Cebeco International Seeds, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: July 1, 2003

2. Name and address of receiving party(ies) Name: DLF International Seeds, Inc.

Internal Address:

Street Address: PO Box 229

City: Halsey State: OR Zip: 97348

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State Oregon

Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1400589

Additional number(s) attached? Yes No

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

Name: James K. Coons

Internal Address:

Street Address: 777 High Street, Suite 200 Eugene, OR 97401

City: State: Zip:

6. Total number of applications and registrations involved:

18

7. Total fee (37 CFR 3.41): \$ 465

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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.

James K. Coons Name of Person Signing

Signature

11-2-05 Date

Total number of pages including cover sheet, attachments, and document: 10

11/29/2005 BYRNE 00000010 1400589

01 FC:8521 02 FC:8522

40.00 OP 425.00 OP

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

RECORDATION FORM COVER SHEET – PAGE 2

1. Additional name of conveying parties:

DLF-Trifolium (USA), Inc.

4.B. Additional trademark registration numbers:

1,400,588
2,761,603
2,505,503
2,507,962
2,589,150
2,559,679
2,081,806
1,742,459
2,298,473
1,941,381
2,877,155
2,730,050
2,456,270
1,211,788
2,919,738
1,589,224
2,792,168

ASSIGNMENT OF REGISTERED TRADEMARKS

The Oregon corporations known as DLF-Trifolium (USA), Inc. and Cebeco International Seeds, Inc. entered into a merger transaction effective July 1, 2003. As a result of the merger transaction the surviving entity was Cebeco International Seeds, Inc. which, as part of the merger transaction, changed its name to DLF International Seeds, Inc. A copy of the Certificate and Articles of Merger duly certified by the Secretary of State of Oregon is attached hereto.

As part of the merger transaction the following trademarks previously registered either to DLF-Trifolium (USA), Inc. or to Cebeco International Seeds, Inc. have now been assigned to DLF International Seeds, Inc.:

- 1,400,589
- 1,400,588
- 2,761,603
- 2,505,503
- 2,507,962
- 2,589,150
- 2,559,679
- 2,081,806
- 1,742,459
- 2,298,473
- 1,941,381
- 2,877,155
- 2,730,050
- 2,456,270
- 1,211,788
- 2,919,738
- 1,589,224
- 2,792,168

All right, title and interest in and to the above trademark registrations together with all associated goodwill, rights of action, powers and benefits to said marks have been duly assigned to DLF International Seeds, Inc.

Dated this 20th day of October, 2005.

DLF INTERNATIONAL SEEDS, INC.

By: 
Claus Sass, President

CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, **BILL BRADBURY**, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

The attached copy of the
**Articles of
Merger**
filed on
June 27, 2003
with at stated effective date of
July 1, 2003
for
DLF-TRIFOLIUM (USA), INC.
merging with and into
CEBECO INTERNATIONAL SEEDS, INC.
changing its name to
DLF INTERNATIONAL SEEDS, INC.
is a true copy of the original document
that has been filed with this office.

*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

BILL BRADBURY, Secretary of State



By Debra L. Virag
Debra L. Virag
October 12, 2005

FILED

JUN 27 2003

**OREGON
SECRETARY OF STATE**

097810-14

ARTICLES OF MERGER

**Merger of DLF-Trifolium (USA), Inc., dba DLF-Jenks
(Registry No. 237936-00)
into**

**Cebeco International Seeds, Inc.
(Registry No. 097810-14)**

In accordance with ORS 60.494, these Articles of Merger are executed for filing by the Secretary of State of Oregon.

1. The Plan of Merger is as set forth in the attached Agreement and Plan of Merger of DLF-Trifolium (USA), Inc. and Cebeco International Seeds, Inc.
2. The approval of the shareholders of each corporation is required. The merger was duly approved by the shareholders of each corporation pursuant to ORS 60.487.

The designation, number of outstanding shares, number of votes entitled to be cast on the plan, and the number of votes cast for and against the plan, for each corporation was as follows:

DLF-Trifolium (USA), Inc.

Designation:	Common Stock
Number of Outstanding Shares:	1,000
Number of Votes Entitled to be Cast:	1,000
Number of Votes Cast for Plan	1,000
Number of Votes Cast Against Plan:	-0-

OFFLE-27

1 - ARTICLES OF MERGER -- DLF-TRIFOLIUM (USA) AND CEBECO INTERNATIONAL SEEDS
FD07100710/1330400DL/1100202.1

TRADEMARK

REEL: 003262 FRAME: 0872

Cebeco International Seeds, Inc.

Designation:	Class A Common Stock
Number of Outstanding Shares:	580
Number of Votes Entitled to be Cast:	580
Number of Votes Cast for Plan	580
Number of Votes Cast Against Plan:	0-

3. The merger is to be effective under the Agreement and Plan of Merger on the later of the close of business on June 30, 2003 or the date of filing of these Articles of Merger by the Secretary of State of Oregon.

DLF-Triblium (USA), Inc., dba DLF-Jenks

By: *Axel Nissen*
Axel Nissen, President

Cebeco International Seeds, Inc.

By: *Brad Dozier*
Bradford Dozier, President

2 - ARTICLES OF MERGER - DLF-TRIPOLIUM (USA) AND CEBECO INTERNATIONAL SEEDS
FD02768718/137344/002/A 100208.1

**AGREEMENT AND PLAN OF MERGER
OF
DLF-TRIFOLIUM (USA), INC., dba DLF-JENKS
INTO
CEBECO INTERNATIONAL SEEDS, INC.**

The undersigned corporations in accordance with the applicable corporation law of Oregon hereby adopt the following Agreement and Plan of Merger:

Article 1

The parties hereto agree to effect this Merger.

Article 2

The corporation to survive the Merger is Cebeco International Seeds, Inc., an Oregon corporation.

Article 3

The parties to this Agreement and Plan of Merger are DLF-Trifolium (USA), Inc., dba DLF-Jenks (hereinafter "DLF-Jenks"), and Cebeco International Seeds, Inc. (hereinafter "Survivor"). Both DLF-Jenks and Survivor are incorporated in the State of Oregon.

Article 4

Article I of the Articles of Incorporation of the surviving corporation is revised to read as follows:

"Article I

The name of the corporation is DLF International Seeds, Inc. and its duration shall be perpetual."

Article 5

The total number of outstanding shares of stock of all classes of the respective parties are as follows:

<i>Corporation</i>	<i>Class of Stock</i>	<i>Number of Shares Outstanding</i>
DLF-Jenks	Common	1,000
Survivor	Common	580

1 - AGREEMENT AND PLAN OF MERGER - DLF-JENKS INTO CEBECO INTERNATIONAL
FD37100710/1330440.DL/130000.1

TRADEMARK

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Article 6

The manner and basis of exchanging and converting the issued stock of DLF-Jenks is as follows: Each share of issued and outstanding common stock of DLF-Jenks will be surrendered and cancelled in the Merger. The certificates representing shares of DLF-Jenks stock will be surrendered by holders thereof and cancelled. The effective date of the surrender and cancellation will be the effective date of this Merger.

Shares of Survivor common stock outstanding at the date of this Merger will not be converted or exchanged but will remain outstanding as shares of common stock of the surviving corporation.

Article 7

This Agreement and Plan of Merger were duly adopted and approved by the boards of directors and stockholders of DLF-Jenks and Survivor, respectively, in each case by written consent of all directors and all stockholders in the manner and by the vote required by the laws of Oregon.

Article 8

The Plan of Merger is as follows:

9.1 The Articles of Incorporation of Survivor, as in effect on the effective date of the Merger and after revision in accordance with Article 4 above, will continue in full force and effect as the Articles of Incorporation of Survivor.

9.2 Survivor reserves the right and power, after the effective date of the Merger, to alter, amend, change or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on officers, directors, or stockholders herein are subject to this reservation.

9.3 The Bylaws of Survivor are amended and restated to read as set forth on Exhibit 9.3 attached.

9.4 The incumbent directors of Survivor are hereby removed (with the thanks of the Survivor), and the following persons are hereby elected to serve as the directors of Survivor until the next annual meeting of the shareholder of Survivor and until their respective successors are elected:

Aksel Nissen
Truls Damsgaard
Morten Andersen
Gert van Stralen

The incumbent officers of Survivor are hereby removed (with the thanks of the Survivor). Each of the following persons is hereby elected to that office specified below, to serve in such

office until the next annual meeting of the board of directors and until each officer's successor is elected:

Aksel Nissen, Chairman of the Board of Directors
Claus Senn, President
Bradford Dozier, Vice President
Alan Muhl, Secretary and Treasurer

9.5 Each share of the issued and outstanding common stock of DLF-Jenks will be cancelled incident to the Merger.

9.6 Each share of issued and outstanding common stock of Survivor will remain outstanding immediately following the Merger.

9.7 On the effective date of the Merger, the separate existence of DLF-Jenks will cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, will be transferred to, vest in, and devolve upon the surviving corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by Survivor to evidence such transfer, vesting, or devolution of any property, right, privilege, or franchise, will at any time, or from time to time, be made and delivered in the name of DLF-Jenks by the last acting officers thereof, or by the corresponding officers of the surviving corporation.

9.8 The effective date of the Merger will be the date when Articles of Merger are accepted for record by the Secretary of State of Oregon, but in no event earlier than the opening of business on July 1, 2003.

Date: June 24, 2003.

DLF-TRIFOLIUM (USA), INC., dba
DLF-Jenks

By: 
Aksel Nissen, President

CEBSCO INTERNATIONAL SEEDS,
INC.

By: 
Bradford Dozier, President

Attachment:

Exhibit 9.3 - Amended and Restated Bylaws

3 - AGREEMENT AND PLAN OF MERGER - DLF-JENKS INTO CEBSCO INTERNATIONAL
FD37057131132448DL/1100041

TRADEMARK

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**EXHIBIT 9.3
TO
AGREEMENT AND PLAN OF MERGER**

**BYLAWS OF
DLF INTERNATIONAL SEEDS, INC.
(Revised July 1, 2003)**

**ARTICLE 1
DEFINITIONS**

1.1 Articles of Incorporation. "Articles of Incorporation" shall mean the Articles of Incorporation of the corporation.

1.2 Corporation. "Corporation" shall mean DLF-International Seeds, Inc., a business corporation organized and existing under the laws of the State of Oregon.

**ARTICLE 2
SHAREHOLDERS**

2.1 Annual Meeting. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at such hour and on such day during the first six (6) months of each fiscal year as the Chairman of the Board of Directors may designate. Unless the notice of the meeting states otherwise, the first meeting of the shareholders during each fiscal year will be the annual meeting of the shareholders.

2.2 Special Meetings. A special meeting of the shareholders may be called at any time by the Chairman of the Board of Directors or by a majority of the members of the Board of Directors. A special meeting shall be called upon receipt of a written request stating the purpose of the meeting from shareholders who hold not less than one-tenth of the Corporation's shares who are entitled to vote.

2.3 Place of Meetings. Meetings of the shareholders shall be held at such place as may be designated in the notice of the meeting sent to shareholders.

2.4 Notice of Meetings.

(a) Written or printed notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 60 days before the date of the meeting, either personally or by mail, by or at the direction of the Chairman of the Board of Directors to each shareholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, with postage fully prepaid thereon, addressed to the shareholder at its most recent address as it appears on the records of the Corporation.

(b) When a meeting is adjourned for 30 days or more, or when a redetermination of the persons entitled to receive notice of the adjourned meeting is required by law, notice of the adjourned meeting shall be given as for an original meeting. In all other cases,

**1 - BYLAWS OF DLF INTERNATIONAL SEEDS, INC.
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TRADEMARK