### TRADEMARK ASSIGNMENT

Electronic Version v1.1 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	02/27/2005

### **CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Tri-River Chemical Company, Inc.		01/31/2005	CORPORATION: WASHINGTON

### **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:	74263099	JUMP START

### **CORRESPONDENCE DATA**

Fax Number: (612)766-1623

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

6127667000 Phone:

Email: trademarkmpls@faegre.com

Correspondent Name: Faegre & Benson LLP Address Line 1: 90 South Seventh Street Address Line 2: 2200 Wells Fargo Center

Address Line 4: Minneapolis, MINNESOTA 55402-3901

ATTORNEY DOCKET NUMBER:	19661-300143
NAME OF SUBMITTER:	Kerry R. Thompson - Paralegal
Signature:	/Kerry R. Thompson/

TRADEMARK 900046285 **REEL: 003285 FRAME: 0600** 

Date:	04/10/2006
Total Attachments: 10	
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### 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:

"TRI-RIVER CHEMICAL COMPANY, INC.", A WASHINGTON CORPORATION,

WITH AND INTO "UAP DISTRIBUTION, INC." UNDER THE NAME OF
"UAP DISTRIBUTION, INC.", A CORPORATION ORGANIZED AND EXISTING
UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED
IN THIS OFFICE THE FOURTH DAY OF FEBRUARY, A.D. 2005, AT 4:10
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2005.

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

3678416 8100M

050094174

Darriet Smith Windson

Harriet Smith Windsor, Secretary of State **AUTHENTICATION:** 3666944

DATE: 02-07-05

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:02 PM 02/04/2005
FILED 04:10 PM 02/04/2005
SRV 050094174 - 3678416 FILE

### STATE OF DELAWARE CERTIFICATE OF MERGER OF FOREIGN CORPORATION INTO A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the indersigned corporation executed the following Certificate of Merger:
FIRST: The name of the surviving corporation is UAP Distribution, Inc.  . a Delaware corporation, and the name
of the corporation being merged into this surviving corporation is Tri-River Chemical Company, Inc.
corporation.  SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.  THIRD: The name of the surviving corporation is UAP Distribution, Inc.
FOURTH: The Certificate of Incorporation of the surviving corporation shall be its
Certificate of Incorporation. (If amendments are affected please set forth)
FIFTH: The authorized stock and par value of the non-Delaware corporation is 50,000 shares, Common Stock, no par value
SIXTH: The merger is to become effective on February 27, 2005
SEVENTH: The Agreement of Merger is on file at
7251 West 4th Street, Greeley, Colorado 80634 , an office of
the surviving corporation.  EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.  IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the3!
Name: Charles M. Owen
Print or Type
Title: Assistant Secretary

# AGREEMENT OF MERGER of TRI-RIVER CHEMICAL COMPANY, INC. a Washington corporation and UAP DISTRIBUTION, INC., a Delaware corporation

This AGREEMENT OF MERGER is entered into on January 31, 2005 by TRI-RIVER CHEMICAL COMPANY, INC., a business corporation of the State of Washington, and approved by resolution adopted by its Board of Directors on said date, and entered into on January 31, 2005 by UAP DISTRIBUTION, INC., a business corporation of the State of Delaware, and approved by resolution adopted by its Board of Directors on said date.

WHEREAS, Tri-River Chemical Company, Inc. is a business corporation of the State of Washington, with its principal office located at 7251 West 4<sup>th</sup> Street, Greeley, Colorado 80634; and

WHEREAS, the total number of shares of stock which Tri-River Chemical Company, Inc. has authority to issue is 50,000, all of which are of one class and of no par value; and

WHEREAS, the total number of shares of stock which UAP Distribution, Inc. has authority to issue is 1,000, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, the Washington Business Corporation Act permits a merger of a business corporation of the State of Washington with and into a business corporation of another jurisdiction; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Delaware; and

WHEREAS, Tri-River Chemical Company, Inc. and UAP Distribution, Inc. and their respective Boards of Directors declare it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Tri-River Chemical Company, Inc. with and into UAP Distribution, Inc. pursuant to the provisions of the Washington Business Corporation Act and pursuant to the provisions of the General Corporation Law of the State of Delaware upon the terms and conditions hereinafter set forth.

THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Tri-River Chemical Company,

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Inc. and approved by a resolution adopted by its Board of Directors and being thereunto duly entered into by UAP Distribution, Inc. and approved by a resolution adopted by its Board of Directors, the Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter set forth in this Agreement.

- 1. Tri-River Chemical Company, Inc. and UAP Distribution, Inc. shall, pursuant to the provisions of the Washington Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, UAP Distribution, Inc., which shall be the surviving corporation from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name, pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Tri-River Chemical Company, Inc. which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Washington Business Corporation Act.
- 2. The Certificate of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for, as amended, shall continue to be the Certificate of Incorporation of said Surviving Corporation until further amended pursuant to the provisions of the General Corporation Law of the State of Delaware.
- 3. The present Bylaws of the Surviving Corporation shall be the Bylaws of the said Surviving Corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
- 4. The directors and officers in office of the Surviving Corporation at the effective time of the merger shall be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
- 5. The issued shares of the Terminating Corporation will not be converted or exchanged in any manner. All of the issued shares of stock of the Terminating Corporation shall, upon the effective date of the merger, be surrendered and extinguished. The shares of stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of the Surviving Corporation.
- 6. In the event that this Agreement of Merger shall have been fully approved and adopted on behalf of the Terminating Corporation in accordance with the provisions

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of the Washington Business Corporation Act and on behalf of the Surviving Corporation in accordance with the provisions of the General Corporation Law of the State of Delaware, the said corporations agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Washington and by the laws of the State of Delaware, and that they will cause to be performed any and all necessary acts within the State of Washington and the State of Delaware and elsewhere to effectuate the merger herein provided for.

- 7. The Board of Directors and the proper officers of the Terminating Corporation and the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the Agreement of Merger or the merger herein provided for.
- 8. The effective date of this Agreement of Merger and the date upon which the merger herein agreed upon shall become effective in the State of Delaware shall be February 27, 2005.

IN WITNESS WHEREOF, this Agreement of Merger is hereby executed on behalf of each of the constituent corporations parties thereto, this 31 day of January, 2005.

### SURVIVING CORPORATION:

UAP DISTRIBUTION, INC., a Delaware corporation

Todd A. Suko, Vice President

### **TERMINATING CORPORATION:**

TRI-RIVER CHEMICAL COMPANY, INC., a Washington corporation

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Todd A. Suko, Vice President

### CERTIFICATE OF ASSISTANT SECRETARY

The undersigned, being the Assistant Secretary of UAP Distribution, Inc. and the Assistant Secretary of Tri-River Chemical Company, Inc., does hereby certify that the foregoing Agreement of Merger was submitted to the sole stockholder of UAP Distribution, Inc. and to the sole stockholder of Tri-River Chemical Company, Inc. for the purpose of acting on the Agreement of Merger. Written consent has been given to the adoption of the foregoing Agreement of Merger by the sole holder of all of the outstanding stock of UAP Distribution, Inc. and by the sole holder of all of the outstanding stock of Tri-River Chemical Company, Inc. in accordance with the provisions of the Washington Business Corporation Act and the General Corporation Law of the State of Delaware.

UAP DISTRIBUTION, INC., a Delaware corporation

By:

Charles M. Owen, Assistant Secretary

TRI-RIVER CHEMICAL COMPANY, INC., a Washington corporation

By:

Charles M. Owen, Assistant Secretary

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FILED SECRETARY OF STATE SAM REED

**FEBRUARY 4, 2005** 

**STATE OF WASHINGTON** 

02/04/2005 561339 \$60.00 Credit Card #303541. Tracking ID: 852174 Doc No: 561339-002

ARTICLES OF MERGER
of
TRI-RIVER CHEMICAL COMPANY, INC.,
a Washington corporation
and
UAP DISTRIBUTION, INC.
a Delaware corporation

To the Secretary of State State of Washington

Pursuant to the provisions of the Washington Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following Articles of Merger.

- 1. Attached hereto is the Plan of Merger for merging Tri-River Chemical Company, Inc. with and into UAP Distribution, Inc., as adopted by resolution in lieu of a meeting by the Board of Directors of Tri-River Chemical Company, Inc. on January 31, 2005 and by resolution in lieu of a meeting by the Board of Directors of UAP Distribution, Inc. on January 31, 2005.
- 2. With respect to Tri-River Chemical Company, Inc., the merger was duly approved by the sole shareholder of said Tri-River Chemical Company, Inc., pursuant to RCW 23B.11.030.
- 3. The merger of Tri-River Chemical Company, Inc. with and into UAP Distribution, Inc. is permitted by the General Corporation Law of the State of Delaware and has been authorized in compliance with said laws.
- 4. The effective time and date of the merger herein provided for in the State of Washington shall be 8:00 a.m. on February 27, 2005.

Executed on January 31, 2005.

TRI-RIVER CHEMICAL COMPANY, INC., a Washington corporation

. .

Charles M. Owen, Assistant Secretary

UAP DISTRIBUTION, INC., a Delaware corporation

Charles M. Owen, Assistant Secretary

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### PLAN OF MERGER

PLAN OF MERGER adopted by Tri-River Chemical Company, Inc., a business corporation organized under the laws of the State of Washington, by resolution of its Board of Directors on January 31, 2005, and adopted by UAP Distribution, Inc., a business corporation organized under the laws of the State of Delaware, by resolution of its Board of Directors on January 31, 2005.

- 1. Tri-River Chemical Company, Inc. and UAP Distribution, Inc. shall, pursuant to the provisions of the Washington Business Corporation Act and the provisions of the General Corporation Law of the State of Delaware, be merged with and into a single corporation, to wit, UAP Distribution, Inc., which shall be the surviving corporation in the jurisdiction of its organization; and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the General Corporation Law of the State of Delaware. The separate existence of Tri-River Chemical Company, Inc., which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease in the jurisdiction of its organization; in accordance with the provisions of the Washington Business Corporation Act.
- 2. The certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation of said Surviving Corporation in the State of Delaware; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the General Corporation Law of the State of Delaware.
- 3. The bylaws of the Surviving Corporation in the State of Delaware will be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.
- 4. The directors and officers in office of the Surviving Corporation shall be the members of the Board of Directors and the officers of the Surviving Corporation in the State of Delaware, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.
- 5. The issued shares of the Non-Surviving Corporation will not be converted or exchanged in any manner. All of the issued shares of the Non-Surviving Corporation shall, upon the effective date of the merger, be surrendered and extinguished. The shares of stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of the Surviving Corporation.
- 6. This Plan of Merger shall be submitted to the sole shareholder of the Non-Surviving Corporation for its approval or rejection in the manner prescribed by the provisions of the Washington Business Corporation Act, and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the General Corporation Law of the State of Delaware.
- 7. In the event that the Plan of Merger shall have been approved by the sole shareholder entitled to vote of the Non-Surviving Corporation in the manner prescribed by the provisions of

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the Washington Business Corporation Act, and in the event that the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the General Corporation Law of the State of Delaware, the Non-Surviving Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Washington and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

- 8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.
- 9. The effective time and date of the merger herein provided for shall be effective in the State of Washington at 8:00 a.m. on February 27, 2005.

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## Secretary of State

### CERTIFICATE OF MERGER

I, Sam Reed, Secretary of State of the State of Washington and custodian of its seal, hereby certify that documents meeting statutory requirements have been filed and processed with the Secretary of State merging the listed "Merging Entities" into:

UAP DISTRIBUTION, INC.

DE Profit Corporation UBI: 602-317-501

Filing Date: February 4, 2005

Merging Entities:

600-161-813

TRI-RIVER CHEMICAL COMPANY, INC.



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed, Secretary of State

TRADEMARK REEL: 003285 FRAME: 0611

**RECORDED: 04/10/2006**