

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Articles of Entity Conversion from an Indiana Corporation to an Indiana Limited Liability Company

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Stewart Seeds, Inc.		08/31/2005	CORPORATION: INDIANA

RECEIVING PARTY DATA

Name:	S&G Seeds LLC
Street Address:	2230 E. C.R. 300 N.
City:	Greensburg
State/Country:	INDIANA
Postal Code:	47240
Entity Type:	LIMITED LIABILITY COMPANY: INDIANA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Serial Number:	76435471	BEAN SMART
Serial Number:	76614556	GENETIC ORIGINAL
Serial Number:	76643277	PROTECH
Serial Number:	78218120	SECUREKOTE
Serial Number:	76643275	SHIELDKOTE

CORRESPONDENCE DATA

Fax Number: (314)694-9009
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 314-694-5201
 Email: barbara.a.bunning-stevens@monsanto.com
 Correspondent Name: Monsanto Company
 Address Line 1: 800 North Lindbergh Blvd. E2NA
 Address Line 4: St. Louis, MISSOURI 63167

NAME OF SUBMITTER:	Barbara Bunning-Stevens
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CH \$140.00 76435471

Signature:

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Date:

07/13/2006

Total Attachments: 3

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State of Indiana
Office of the Secretary of State

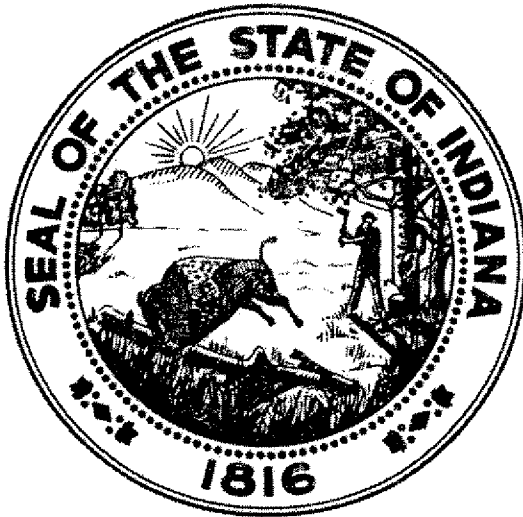
CERTIFICATE OF AMENDMENT
of
STEWART SEEDS INC

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above For-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

S&G SEEDS LLC

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, August 31, 2005.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 31, 2005.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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REEL: 003346 FRAME: 0919

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APPROVED
AND
FILED

Paul Roberts

IND. SECRETARY OF STATE

ARTICLES OF ENTITY CONVERSION
FROM AN INDIANA CORPORATION TO AN
INDIANA LIMITED LIABILITY COMPANY

SECRETARY OF STATE

05 AUG 31 PM 2:25

Pursuant to the provisions of the Indiana Business Corporation Law (the "Act"), Stewart Seeds, Inc. (the "Converting Entity"), an Indiana corporation, hereby certifies as follows:

1. Name of the Converting Entity. The name of the Converting Entity immediately prior to the filing of the Articles of Entity Conversion is:

Stewart Seeds, Inc.

2. Name of the Surviving Entity. The name of surviving entity (the "Surviving Entity") to which the Converting Entity shall be converted is:

S&G Seeds LLC

3. Type of the Surviving Entity. The type of the Surviving Entity to which the Converting Entity shall be converted is an Indiana limited liability company.

4. Shareholder Approval of Plan of Entity Conversion. The Plan of Entity Conversion was duly approved by the Converting Entity's sole shareholder in the manner required by the Act and the Converting Entity's Articles of Incorporation.

5. Organizational Documents of the Surviving Entity. Attached to these Articles of Entity Conversion as Exhibit A is the Surviving Entity's Articles of Organization which are hereby simultaneously filed with the Indiana Secretary of State.

IN WITNESS WHEREOF, the Converting Entity, by its duly authorized officer, has executed these Articles of Entity Conversion as of this 31st day of August, 2005.

STEWART SEEDS, INC.

By: *Thomas Stewart*
Thomas Stewart, President

ARTICLES OF ORGANIZATION
OF
S&G SEEDS LLC

The undersigned, acting as the sole organizer, hereby forms a limited liability company under the Indiana Business Flexibility Act ("Act"), and adopts the following Articles of Organization for such limited liability company:

Article 1. Name. The name of the limited liability company shall be S&G Seeds LLC (the "Company").

Article 2. Registered Office and Agent. The initial registered office of the Company and its registered agent at such office is Thomas C. Stewart, 2230 East County Road 300N, Greensburg, Indiana 47240-0104.

Article 3. Duration. The period during which the Company shall continue is perpetual.

Article 4. Purposes and Powers. The Company shall have unlimited power to engage in and do any lawful act covering any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Indiana, including all powers and purposes now and hereafter permitted by law to a limited liability company.

Article 5. Amendments. The Company reserves the right to amend its Articles of Organization from time to time in accordance with the Act.

Article 6. Adoption of Operating Agreement. The initial Operating Agreement of the Company shall be adopted by its single Member. The Operating Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the Act or these Articles of Organization.

Article 7. Management. The Company shall be managed by its Managers in accordance with the Operating Agreement of the Company.

Article 8. Organizer. The name and address of the organizer is Paul F. Lindemann, Esq., Krieg DeVault LLP, One Indiana Square, Suite 2800, Indianapolis, Indiana 46204.

Dated: August 31, 2005.


Paul F. Lindemann, Organizer

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