

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/30/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Trisler Seed Farms, Inc.		06/30/2006	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Central Illinois Production LLC
Street Address:	3274E 800 North Road
City:	Fairmount
State/Country:	ILLINOIS
Postal Code:	61841
Entity Type:	LIMITED LIABILITY COMPANY: ILLINOIS

**PROPERTY NUMBERS Total: 4**

Property Type	Number	Word Mark
Registration Number:	1847824	
Registration Number:	1851639	TRISOY
Registration Number:	1856895	TRISLER
Registration Number:	3020999	IT'S NOT JUST SEED..IT'S AN INVESTMENT!

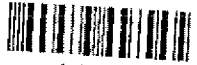
**CORRESPONDENCE DATA**

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

CH \$115.00 1847824

Signature:	/bbs/
Date:	09/08/2006
Total Attachments: 4 source=Trisler merger#page1.tif source=Trisler merger#page2.tif source=Trisler merger#page3.tif source=Trisler merger#page4.tif	



Form **LLC-37.25**

LC0830498

Illinois

This space for use by Secretary of State

**Limited Liability Company Act  
Articles of Merger**

Jesse White  
Secretary of State  
Department of Business Services  
Limited Liability Company Division  
Room 359, Howlett Building  
Springfield, IL 62756  
http://www.sos.state.il.us

**SUBMIT IN DUPLICATE**

Must be typewritten

This space for use by Secretary of State

**FILED**

JUN 30 2006

JESSE WHITE  
SECRETARY OF STATE

Remit payment in check or money order,  
payable to "Secretary of State."  
Filing Fee is \$100, but if merger of more  
than two entities, \$50 for each additional  
entity.

Date 6/30/2006  
Assigned File #  
Filing Fee \$ 01904051  
Approved:

**PAID**

JUL 05 2006

1. Names of the entities proposing to merge, and the state or country of their organization:

Name of Entity	Type of Entity (Corporation Limited Liability Company, Limited Partnership, General Partnership or other permitted entity)	Domestic State or Country	Illinois Secretary of State File # (if any)
<u>Trisler Seed Farms, Inc.</u>	<u>corporation</u>	<u>Illinois</u>	<u>35358625</u>
<u>Central Illinois Production LLC</u>	<u>limited liability company</u>	<u>Illinois</u>	<u>0190.405-1</u>

2. The plan of merger has been approved and signed by each limited liability company and other entity that is to merge. If a corporation is a party to the merger, a copy of the plan as approved is attached to these articles of merger.

3. (a) Name of the surviving entity: Central Illinois Production LLC 0190-405-1  
(b) Address of the surviving entity: 3274E 800 North Road, Fairmount, IL 61841

4. Effective date of merger: (check one)  
a) \_\_\_\_\_ the filing date, or  
b)  a later date, but not more than 30 days subsequent to the filing date:  
June 30, 2006  
*(month, day and year)*

5. All limited liability companies that are parties to this merger and were on record with the Illinois Secretary of State prior to January 1, 1998, have elected in their operating agreements to be governed by the amendatory Act of 1997.

**LLC-37.25**

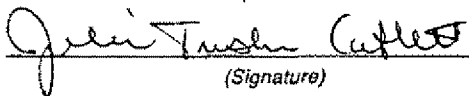
6. If the survivor is a limited liability company, stated below are changes that are necessary to its articles of organization by reason of this merger:

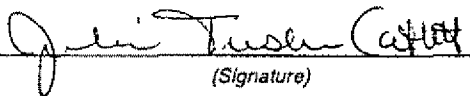
7. For the limited liability companies that are parties to the merger, complete the following:

Name of LLC	Jurisdiction	Organization Date	Date of Admission to Illinois (foreign LLC's)
Central Illinois Production LLC	Illinois	6/29/06	

8. If the surviving entity is not a limited liability company, it agrees that it may be served with process in this State and is subject to liability in any action or proceeding for the enforcement of any liability or obligation of a Limited Liability Company previously subject to suit in this State which is to merge, and for the enforcement, as provided in this Act, of the right of members of any limited liability company to receive payment for their interest against the surviving entity.

9. The undersigned entities caused these articles to be signed by the duly authorized person, each of whom affirms, under penalty of perjury, that the facts stated herein are true.

1.   
 (Signature)  
Julie Trisler Catlett, President  
 (Type or print name and title)  
Trisler Seed Farms, Inc.  
 (Name if a corporation or other entity)

2.   
 (Signature)  
Julie Trisler Catlett, President  
 (Type or print name and title)  
Central Illinois Production LLC  
 (Name if a corporation or other entity)

3. \_\_\_\_\_  
 (Signature)  
 \_\_\_\_\_  
 (Type or print name and title)  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

4. \_\_\_\_\_  
 (Signature)  
 \_\_\_\_\_  
 (Type or print name and title)  
 \_\_\_\_\_  
 (Name if a corporation or other entity)

If additional space is needed, it must be continued in the same format on a plain white 8 1/2X11" sheet, which must be stapled to this form.

(Signatures must be in ink on an original document. Carbon copy, photocopy or rubber stamp signatures may only be used on conformed copies.)

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of June 29, 2006, between Trisler Seed Farms, Inc., an Illinois corporation ("Trisler"), and Central Illinois Production LLC, an Illinois limited liability company ("Central Illinois" or the "Surviving Entity").

### WITNESSETH:

WHEREAS, the parties have determined that it is advisable and in each of their best interests that Trisler be merged with and into Central Illinois pursuant to Section 37-20 of the Illinois Limited Liability Company Act, as amended (the "ILLCA"), and Section 11.39 of the Illinois Business Corporation Act of 1983, as amended (collectively with the ILLCA, the "Illinois Acts"), and on the terms and conditions hereinafter set forth.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Terms of Merger.** Subject to the terms and conditions hereof, as of the Effective Time, as set forth in Section 2 hereof, Trisler shall be merged with and into Central Illinois, all in accordance with the applicable provisions of the Illinois Acts. The merger of Trisler into Central Illinois is hereinafter referred to as the "Merger."

2. **Effective Time and Time.** As soon as practicable, the parties hereto shall cause articles of merger, and any other necessary or desirable documents, to be filed with the Illinois Secretary of State. The Merger of Trisler into Central Illinois shall be effective as of 7:00 p.m., local time, on June 30, 2006. (the "Effective Time").

3. **Effects of the Merger.** The Merger shall have the effects set forth in the applicable provisions of the Illinois Acts.

4. **No Consideration: Cancellation of Interests.** The sole shareholder of Trisler, being the sole member of Central Illinois, shall not receive any consideration in connection with the Merger, and all issued and outstanding shares of capital stock of Trisler shall be cancelled at the Effective Time. The sole member of Central Illinois shall continue to own one hundred percent (100%) of the membership interests in Central Illinois.

5. **Surviving Entity.**

(a) As of the Effective Time, the Articles of Organization of Central Illinois shall be the Articles of Organization of the Surviving Entity;

(b) As of the Effective Time, the Operating Agreement of Central Illinois shall be the Operating Agreement of the Surviving Entity;

(c) As of the Effective Time, the officers of Trisler shall become the officers of the Surviving Entity until their successors are duly elected and qualified in accordance with the Operating Agreement of the Surviving Entity and Illinois law; and

(d) As of the Effective Time, the street address of the principal place of business of Central Illinois shall be the address of the principal place of business of the Surviving Entity, and such address shall be 3274E 800 North Road, Fairmount, Illinois 61841.

6. **Termination.** This Agreement may be terminated and the Merger abandoned at any time prior to the Effective Time by the consent of the Board of Directors of Trisler and the sole member of Central Illinois.

IN WITNESS WHEREOF, this Agreement has been duly executed on behalf of each of the parties hereto on the date first above written.

TRISLER SEED FARMS, INC, an Illinois corporation

By: Julie Trisler Catlett  
Julie Trisler Catlett, President

CENTRAL ILLINOIS PRODUCTION LLC, an Illinois limited liability company

By: Trisler Seeds, Inc., a Delaware corporation, its sole member

By: Julie Trisler Catlett  
Julie Trisler Catlett, President