

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	09/09/2005

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
FP-A-US II, Inc.		09/09/2005	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Dekalb Genetics Corporation
Street Address:	800 North Lindbergh Blvd. E2NA
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63167
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	1448768	INTERSTATE

**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: Dekalb Genetics Corporation  
 Address Line 1: 800 North Lindbergh Blvd. E2NA  
 Address Line 4: St. Louis, MISSOURI 63167

NAME OF SUBMITTER:	Barbara Bunning-Stevens
Signature:	/bbs/
Date:	10/31/2006

CH \$40.00 1448768

Total Attachments: 3

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# Delaware

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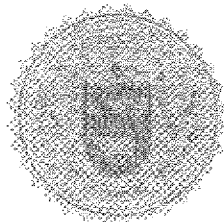
*The First State*

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:

"FP-A-US II, INC ", A DELAWARE CORPORATION,

WITH AND INTO "DEKALB GENETICS CORPORATION" UNDER THE NAME OF "DEKALB GENETICS CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE NINTH DAY OF SEPTEMBER, A.D. 2005, AT 1:37 O'CLOCK P.M.

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



216-519-8100M

20070914M

*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State  
AUTHENTICATION 4145444

DATE 09-09-05

**TRADEMARK**

**REEL: 003418 FRAME: 0518**

**CERTIFICATE OF MERGER  
OF  
FP-A-US II, INC.  
INTO  
DEKALB GENETICS CORPORATION**

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:16 PM 09/09/2005  
FILED 01:37 PM 09/09/2005  
SRV 050740480 - 2163818 FILE*

dated: August 31, 2005 (for accounting purposes only)

The undersigned company formed and existing under and by virtue of the Delaware General Corporation Law, Article IX of the Constitution of the State of Delaware (the "GCL"),

DOES HEREBY CERTIFY:

FIRST: The name and state of domicile and jurisdiction of formation or organization of each of the constituent entities which is to merge are as follows:

<u>Name</u>	<u>State of Domicile and Jurisdiction of Formation or Organization</u>
FP-A-US II, Inc.	Delaware
Dekalb Genetics Corporation	Delaware

SECOND: An agreement of merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with Section 251 of the GCL and, in the case of the sole stockholder of FP-A-US II, Inc., the Merger Agreement has been approved in accordance with Section 228 of the GCL.

THIRD: The name of the surviving Delaware corporation is Dekalb Genetics Corporation.

FOURTH: The merger of FP-A-US II, Inc. into Dekalb Genetics Corporation shall be effective on August 31, 2005, at 5 o'clock p.m. Central Standard Time for accounting purposes only.

FIFTH: The executed Merger Agreement is on file at a place of business of the surviving Delaware corporation. The address of such place of business of the surviving Delaware corporation is 800 N. Lindbergh Blvd., St. Louis, Missouri 63167.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving Delaware corporation, on request and without cost, to any stockholder of FP-A-US II, Inc. and Dekalb Genetics Corporation.

SEVENTH: The Certificate of Incorporation of the Surviving Company shall be its Certificate of Incorporation.

DEKALB GENETICS CORPORATION

By: Monsanto Company,  
authorized person

By: Sonya M. Davis  
Name: Sonya M. Davis  
Title: Assistant Secretary