

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2006

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Royster-Clark Resources LLC		08/31/2006	LIMITED LIABILITY COMPANY: DELAWARE
Royster-Clark Agribusiness Realty LLC		08/31/2006	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Royster-Clark Agribusiness, Inc.
Street Address:	13131 Lake Fraser Drive S.E.
City:	Calgary
State/Country:	CANADA
Postal Code:	T2J 7E8
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Registration Number:	2407230	AMAZE GOLD
Registration Number:	0099641	BONANZA
Registration Number:	2692802	CROP MARKING SYSTEMS
Registration Number:	2879978	CROP MARKING SYSTEMS
Registration Number:	2695300	CROP MARKING SYSTEMS
Registration Number:	2610574	DAZZLE
Serial Number:	76605960	DEFEND PLUS
Registration Number:	2610575	INFUSE
Registration Number:	2984727	NUTRITION MAX
Registration Number:	2574440	POP
Registration Number:	3041781	ROYSTER CLARK

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Registration Number:	3050457	ROYSTER CLARK
Registration Number:	3050458	ROYSTER CLARK
Registration Number:	3050460	ROYSTER CLARK
Registration Number:	3108921	ROYSTER CLARK
Registration Number:	3111443	ROYSTER CLARK
Registration Number:	3290294	ROYSTER CLARK
Registration Number:	3128835	ROYSTER CLARK
Registration Number:	2610573	SPARK
Registration Number:	1288544	SULFACAL

CORRESPONDENCE DATA

Fax Number: (410)280-6758
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 410-280-6608
Email: llaubscher@laubscherlaw.com
Correspondent Name: LAWRENCE E. LAUBSCHER, JR.
Address Line 1: 1160 Spa Road, Suite 2B
Address Line 4: Annapolis, MARYLAND 21403

DOMESTIC REPRESENTATIVE

Name: Lawrence E. Laubscher, Jr.
Address Line 1: 1160 Spa Road, Suite 2B
Address Line 4: Annapolis, MARYLAND 21403

NAME OF SUBMITTER:	Lawrence E. Laubscher, Jr.
Signature:	/l/ljr/
Date:	03/20/2008

Total Attachments: 1
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State of Delaware
Secretary of State
Division of Corporations
Delivered 02:39 PM 08/31/2006
FILED 02:40 PM 08/31/2006
SRV 060813300 - 2048417 FILE

**CERTIFICATE OF MERGER
OF
ROYSTER-CLARK RESOURCES LLC
AND
ROYSTER-CLARK AGRIBUSINESS REALTY LLC
INTO
ROYSTER-CLARK AGRIBUSINESS, INC.**

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Royster-Clark Agribusiness, Inc., a Delaware corporation, and the names of the limited liability companies being merged into this surviving corporation are Royster-Clark Resources LLC and Royster-Clark Agribusiness Realty LLC, both of which are Delaware limited liability companies.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability companies.

THIRD: The name of the surviving corporation is Royster-Clark Agribusiness, Inc.

FOURTH: The merger is to become effective as of 11:57 P.M. on August 31, 2006.

FIFTH: The Agreement of Merger is on file at 13131 Lake Fraser Drive S.E., Calgary, Alberta, Canada, T2J 7E8, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement of Merger will be furnished by the corporation on request, without cost, to any stockholder of any constituent corporation or member of any constituent limited liability company.

SEVENTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, Royster-Clark Agribusiness, Inc. has caused this Certificate of Merger to be signed by Richard L. Gearheard, its Chief Executive Officer, and Gary J. Daniel, its Corporate Secretary, this 30th day of August, 2006.

ROYSTER-CLARK AGRIBUSINESS, INC.

By: /s/ Richard L. Gearheard
Name: Richard L. Gearheard
Title: Chief Executive Officer

ATTEST:

By: /s/ Gary J. Daniel
Name: Gary J. Daniel
Title: Corporate Secretary

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