

**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 Agribusiness, Inc.		08/31/2006	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	Royster-Clark, Inc.
Street Address:	11283 West Green Road
City:	Baileyville
State/Country:	ILLINOIS
Postal Code:	61007
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 26**

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:	0692647	HARVEST KING
Registration Number:	0662425	HYDRO-PAK
Registration Number:	2610575	INFUSE
Registration Number:	0746806	INTERNATIONAL
Registration Number:	2984727	NUTRITION MAX
Registration Number:	2574440	POP

OP \$665.00 2407230

Registration Number:	0078690	RAINBOW
Registration Number:	3041781	ROYSTER CLARK
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
Registration Number:	1666345	SUL-TECH
Registration Number:	0729597	SUPER RAINBOW

**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

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

Total Attachments: 2  
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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:39 PM 08/31/2006  
FILED 02:41 PM 08/31/2006  
SRV 060813312 - 2252639 FILE

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERCING  
ROYSTER-CLARK AGRIBUSINESS, INC.  
INTO  
ROYSTER-CLARK, INC.**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware

ROYSTER-CLARK, INC., a corporation organized and existing under the laws of the State of Delaware, does hereby certify:

**FIRST:** That Royster-Clark, Inc. was incorporated on the 22nd day of January, 1991, pursuant to the General Corporation Law of the State of Delaware.

**SECOND:** That Royster-Clark, Inc. owns one hundred percent (100%) of the outstanding shares of capital stock of Royster-Clark Agribusiness, Inc., a corporation incorporated on the 14th day of November, 1984, pursuant to the General Corporation Law of the State of Delaware.

**THIRD:** That Royster-Clark, Inc., by resolutions duly adopted by its Board of Directors on August 30, 2006, determined to, and at the "Effective Time" (as defined below) does, merge into itself said Royster-Clark Agribusiness, Inc., which resolutions are as follows:

**WHEREAS,** the Board of Directors believes that it is advisable and in the best interests of Royster-Clark, Inc. that Royster-Clark Agribusiness, Inc. be completely liquidated in accordance with Section 332 of the Internal Revenue Code of 1986, as amended, by way of a merger pursuant to the Agreement and Plan of Merger in the form submitted to the Board of Directors on the date hereof;

**NOW, THEREFORE, BE IT RESOLVED,** that pursuant to Section 253 of the General Corporation Law of the State of Delaware, this corporation shall merge its wholly-owned subsidiary, Royster-Clark Agribusiness, Inc., into this corporation (the "Merger"), effective as of 11:58 P.M. on August 31, 2006 (the "Effective Time"); and

**FURTHER RESOLVED,** that at the Effective Time, this corporation shall assume all of the obligations of Royster-Clark Agribusiness, Inc., including, without limitation, all obligations for taxes; and

**FURTHER RESOLVED,** that the officers of this corporation be, and they hereby are, directed to make and execute a Certificate of Ownership and Merger in the manner and form provided by law, setting forth the resolutions to merge Royster-Clark Agribusiness, Inc. into this corporation, and to file same in the office of the Secretary of State of Delaware and thereafter to file a certified copy thereof in the offices of the recorders of deeds of the appropriate counties; and

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**FURTHER RESOLVED**, that the officers of this corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever which may be in any way necessary or proper to effect the Merger.

**FOURTH:** That Royster-Clark, Inc. shall be the surviving corporation.

**IN WITNESS WHEREOF**, Royster-Clark, Inc. has caused this Certificate of Ownership and 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, 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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