

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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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.		08/30/2006	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: FLORIDA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	78554402	TRIBUTE

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
 Address Line 2: Suite 2B
 Address Line 4: Annapolis, MARYLAND 21403

ATTORNEY DOCKET NUMBER:	25065
NAME OF SUBMITTER:	Lawrence E. Laubscher, Jr.
Signature:	/l/ljr/

OP \$40.00 78554402

Date:

04/14/2008

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
MORGING
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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