

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

Docket No. 1-51346

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original document or copy thereof.

1. Name of conveying party(ies):
 Douglass Fertilizer & Chemical, Inc.

Individual(s)
 Association
 General Partnership
 Limited Partnership
 Corporation - State: Florida
 Limited Liability Company - State:
 Additional name(s) attached? No

2. Name and address of receiving party(ies)
 The Andersons, Inc.
 480 W. Dussel Drive
 Maumee, OH 43537

Individual(s) citizenship:
 Association
 General Partnership
 Limited Partnership
 Corporation - State: Ohio
 Limited Liability Company - State:
 If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 Additional name(s) and address(es) attached? No

3. Nature of Conveyance: Assignment Security Agreement Change of Name Merger
 Other (specify):
 Execution Date: August 31, 2009

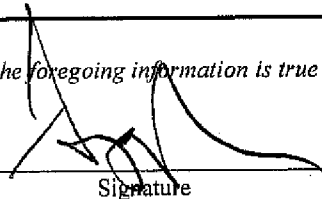
4. Application number(s) and/or registration number(s):
 The document relates to Trademark Application No.(s):
 The document relates to Registration No.(s):
 3300582 TRI OUT
 Additional numbers attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Gregg W. Emch
 MacMillan, Sobanski & Todd, LLC
 One Maritime Plaza, Fifth Floor
 720 Water Street
 Toledo, Ohio 43604

6. Total number of applications and registrations involved: 1
 7. Total Fee (37 CFR 3.14) \$40.00
 Please charge the \$40.00 recordal fees to MacMillan, Sobanski & Todd, Deposit Account No. 13-0005.

8. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Gregg W. Emch
 Name of Person Signing



Signature

October 21, 2009
 Date

CH \$40.00 130005 3300582

Doc ID --> 200923101420



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
08/20/2009	200923101420	MERGER/DOMESTIC (MER)	125.00	.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

THE ANDERSONS INC.
P. O. BOX 119
MAUMEE, OH 43537

**STATE OF OHIO
CERTIFICATE**
Ohio Secretary of State, Jennifer Brunner

707210

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
THE ANDERSONS, INC.
and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200923101420



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 19th day of August, A.D.
2009.

Ohio Secretary of State

Doc ID -->

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Form 661 Prescribed by the Ohio Secretary of State
Central Ohio (614) 466-3910
Toll Free: (877) SOS-FILE (767-3463)
www.sos.state.oh.us
SOSserv@sos.state.oh.us

Expedite this form (select one)	
Not form to one of the following:	
PO Box 1300 Columbus, OH 43216	<input type="checkbox"/> Expedite
-- handling an additional fee of \$100 --	
PO Box 1329 Columbus, OH 43216	<input checked="" type="checkbox"/> Non Expedite

CERTIFICATE OF MERGER
Filing Fee \$125
(164-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

2009 AUG 19 PM 1:05

I. SURVIVING ENTITY

A. Name of the entity surviving the merger The Andersons, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number 707210

Domestic (Ohio) Nonprofit Corporation, charter number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

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- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, _____
- Partnership NOT registered with the state of Ohio _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

ii. **CONSTITUENT ENTITY**
 Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration, or Registration Number	Jurisdiction of Formation	Type of Entity
Douglas Fertilizer & Chemical, Inc.	353374	Florida	For profit corporation
_____	_____	_____	_____
_____	_____	_____	_____

iii. **MERGER AGREEMENT ON FILE**
 The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Noran J. Burchinow 480 West Dusset Drive
 Name Mailing Address
Maumee Ohio 43537
 City State Zip Code

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IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 31-Aug-09 (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT

If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

Ohio
State

Zip Code

VIII. ACCEPTANCE OF AGENT

If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

Signature of Agent

Date

If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

IX. AMENDMENTS

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

X. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

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XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

Name _____		Mailing Address _____	
City _____	Ohio _____ State _____	Zip Code _____	

If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)
(If the qualifying entity is a foreign corporation, the following information must be completed.)

- (a) Name of the corporation in its jurisdiction of formation

- (b) If the corporate name is not available, the trade name under which it will do business in Ohio

- (c) Location and complete address of its principal office
Mailing Address _____
City _____ State _____ Zip Code _____
- (d) Name of the county in which its principal office in Ohio, if any, is to be located

- (e) A brief summary of the corporate purpose to be exercised within Ohio

- (f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper officials, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

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2 Foreign Notice (Section 1703.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

(b) Any trade name(s) under which the corporation will conduct business in Ohio

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address

City

State

Zip Code

(d) Principal office location in Ohio

Mailing Address

City

Ohio
State

Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

(c) The limited liability company was formed on

Date

under the laws of the jurisdiction of

Jurisdiction

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(c) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address

City

State

Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49 (If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) Name of the limited partnership

(b) The limited partnership was formed on

Date

Under the laws of the jurisdiction of

Jurisdiction

(c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address

City

State

Zip Code

(d) Address of the limited partnership's principal office

Mailing Address

City

State

Zip Code

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

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- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

 Mailing Address

 City

 State

 Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (If the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

 Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "R.L.L.P.," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of

- (c) Address of the partnership's chief executive office

 Mailing Address

 City

 State

 Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

 Mailing Address

 City

 Ohio State

 Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

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The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

The Andersons, Inc.
Exact name of entity

By: [Signature]
Signature

Its: Vice President, General Counsel & Corporate Secretary
Title

Date: 17-Aug-09

Douglas Fertilizer & Chemical, Inc.
Exact name of entity

By: [Signature]
Signature

Its: President
Title

Date: 17-Aug-09

Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____

Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____

Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____


An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.30(A), 1776.70(A), 1782.433(A)).

CH 707210

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 9 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 9TH day of SEPTEMBER A.D. 2009



Jennifer Brunner
JENNIFER BRUNNER
Secretary of State

By: *[Signature]*

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