

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

10/27/2009  
 900146305

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Change of domicile from New Jersey to Arizona

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Apache Nitrogen Products, Incorporated		12/31/2007	CORPORATION:

**RECEIVING PARTY DATA**

<b>Name:</b>	Apache Nitrogen Products, Incorporated
<b>Street Address:</b>	PO BOX 700
<b>City:</b>	Benson
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85602-0700
<b>Entity Type:</b>	CORPORATION: ARIZONA

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	0842298	HI-GLO
Registration Number:	1392292	MINI-CORD
Registration Number:	1018742	
Registration Number:	3185669	
Registration Number:	0874969	PRIMEX

**CORRESPONDENCE DATA**

Fax Number: (602)586-5278  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Email: kliepmann@stinson.com  
 Correspondent Name: Karen L. Liepmann, Esq.  
 Address Line 1: 1850 North Central Avenue  
 Address Line 2: Suite 2100  
 Address Line 4: Phoenix, ARIZONA 85004-4584

<b>NAME OF SUBMITTER:</b>	Karen L. Liepmann, Attorney of Record
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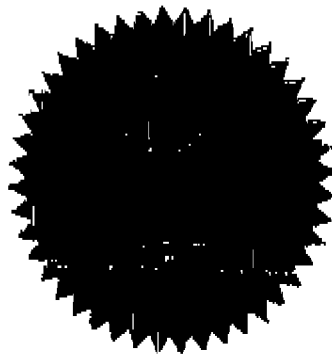
**TRADEMARK**

Signature:	/Karen L. Liepmann/
Date:	10/27/2009
<b>Total Attachments: 10</b> source=New Jersey Certificate of Dissolution#page1.tif source=New Jersey Certificate of Dissolution#page2.tif source=Arizona Articles of Domestication#page1.tif source=Arizona Articles of Domestication#page2.tif source=Arizona Articles of Domestication#page3.tif source=Arizona Articles of Domestication#page4.tif source=Arizona Articles of Domestication#page5.tif source=Arizona Articles of Domestication#page6.tif source=Arizona Articles of Domestication#page7.tif source=Arizona Articles of Domestication#page8.tif	

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
CERTIFICATE RELATIVE - DISSOLUTION

APACHE NITROGEN PRODUCTS, INCORPORATED  
With the Previous or Alternate Name  
APACHE POWDER COMPRNY

*I, the Treasurer of the State of New Jersey, do hereby certify, that the above-named New Jersey Domestic Profit Corporation did on the 19th of December, 2007, file and record in this department a Certificate Relative to a Dissolution in the home state, thereby terminating existence of APACHE NITROGEN PRODUCTS, INCORPORATED as required by the statutes of this State.*



IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
19th day of December, 2007

Michellene Davis  
Acting State Treasurer

TRADEMARK

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DIV OF TAXATION

Fax:609-633-2681

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State of New Jersey  
DEPARTMENT OF THE TREASURY  
DIVISION OF TAXATION  
December 13, 2007

Certificate No. B-DPP40660  
Application No. TT

Fee Paid \$25.00

TAX CLEARANCE CERTIFICATE

This is to certify that all State taxes, fees, penalties, and interest levied upon or assessed against:

APACHE NITROGEN PRODUCTS, INCORPORAT  
1493-2010-00  
D

by the State of New Jersey, under Title 54 of the Revised Statutes and all acts amendatory thereof, or antecedent or supplementary thereto, have been paid or provided for.

This Certificate is VOID after 45 days from the date herein.

WITNESS my hand and official seal at Trenton,

this 13th day of December A.D. 2007

Maureen Adams, Acting Director  
New Jersey Division of Taxation

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New Jersey is an Equal Opportunity Employer

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~~CORPORATION~~ COMMISSION  
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AZ CORPORATION COMMISSION  
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SEP 28 2007

ARTICLES OF DOMESTICATION  
OF

OCT 31 2007

FILE NO. 0014490

APACHE NITROGEN PRODUCTS, INCORPORATED

FILE NO. 20014490

**Article 1.** The name of the corporation is Apache Nitrogen Products, Incorporated (the "Corporation").

**Article 2.** The Corporation was originally incorporated in the State of New Jersey on May 19, 1920.

**Article 3.** The official in charge of corporate filings in the State of New Jersey will be provided with a copy of these Articles of Domestication filed in the State of Arizona.

**Article 4.** The purpose for which the Corporation is organized is the transaction of any lawful business for which corporations may be incorporated under the Arizona Business Corporation Act (the "Business Corporation Act"), as it may be amended from time to time.

**Article 5.** The character of the business carried on by the Corporation in the State of Arizona is the manufacture and sale of powders, fertilizers, and explosives and chemicals of all kinds, and all ingredients and compounds thereof, and any and all manner of activity related thereto.

**Article 6.** The Corporation is authorized to issue up to 100,000 shares of common stock, no par value, and up to 100,000 shares of preferred stock, of which 1,541.4 shares are designated as "Series A Preferred Stock," and the remainder of which are undesignated, and may be issued, from time to time, in one or more series, with such designations, preferences and relative, participating, optional or other rights, qualifications, limitations or restrictions thereof as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors from time to time, pursuant to the authority herein given, a copy of which resolution or resolutions shall have been set forth in a certificate made, executed, acknowledged, filed and recorded in a manner required by the laws of the State of Arizona in order to make the same effective. Each such series shall consist of such number of shares as shall be stated and expressed in such resolution or resolutions providing for the issuance of the stock of such series. All shares of any one series of preferred stock shall be alike in every particular.

At all meetings of the shareholders of the Corporation each shareholder of common stock shall be entitled to one vote, either in person or by proxy, for each share held of record by such person. At all elections of directors each shareholder holding common stock shall be entitled to as many votes as shall equal the number of shares of stock held multiplied by the number of directors to be elected by the holders of the common stock, and the shareholder may cast all of such votes for a single director or may distribute them among the number to be voted for or any two or more of them as the shareholder may see fit. The foregoing notwithstanding, the directors may upon designation of a series of preferred stock grant such voting rights, including super voting rights or the right to elect a specified number of directors, to the holders of such series as determined by the directors.

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**Series A Preferred Stock.** The shares of Series A Preferred Stock and the holders thereof shall have the rights, preferences, privileges, and restrictions set forth below:

**Section 1. Definitions.** For purposes of this Article 6, the following definitions shall apply:

"**Accrual Date**" shall mean each January 1, April 1, July 1 and October 1 commencing on January 1, 1999 for so long as any Shares remain outstanding.

"**Board**" shall mean the Board of Directors of the Company.

"**Common Stock**" shall mean the common stock, no par value, of the Company.

"**Company**" shall mean Apache Nitrogen Products, Incorporated or any successor thereto.

"**Cumulative Dividend**" shall mean a dividend with respect to the Shares at the rate of \$80.00 per annum.

"**Distribution**" shall mean the transfer of cash or property without consideration, by way of dividend or otherwise (except a dividend in shares of the capital stock of the Company), or the purchase or redemption of shares of capital stock of the Company for cash or property.

"**Liquidation Event**" shall mean any liquidation, dissolution or winding up of the Company, a merger or consolidation of the Company in which its Shareholders do not retain a majority of the voting power in the surviving corporation, or the sale or transfer of all or substantially all of the assets of the Company, whether voluntary or involuntary.

"**Person**" shall mean an individual, a partnership, a joint venture, a limited liability company, a corporation, a trust, an unincorporated organization or government or any department or any agency thereof.

"**Preference Amount**" shall mean \$1,000.00 per Share.

"**Record Holder**" shall mean any Person who has legal title to the Series A Preferred Stock as set forth by the stock ownership records of the Company as of the particular record date.

"**Redemption Date**" shall mean January 1, 2006 and each January 1 thereafter on which Shares will be redeemed by the Company whereby the rights of the Record Holders will cease with respect to the Shares redeemed for the Redemption Price.

"**Redemption Price**" shall mean \$1,000.00 per Share.

"**Series A Preferred Stock**" shall mean all of the Series A Preferred Stock of the Company which shall consist of up to 1,451.4 shares, the rights and privileges of which are set forth in this Resolution of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of Apache Nitrogen Products, Incorporated.

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"Share" shall mean a share of Series A Preferred Stock.

"Shareholder" shall mean any Person who has legal title to the Common Stock, Series A Preferred Stock, or any other series of preferred stock of the Company designated with the right to receive liquidation proceeds of the Company as set forth by the stock ownership records of the Company as of the particular record date.

### Section 2. Dividends.

(a) *General Obligation.* When and as declared by the Board, the Company shall pay dividends to the Record Holders as of each Accrual Date. Except as otherwise provided herein, Cumulative Dividends on each Share will accrue on each Accrual Date whether or not such dividends have been declared or whether or not there are profits, surplus or other funds of the Company legally available for the payment of such dividends, *provided, however,* dividends will be paid only at such time as both (i) funds of the Company are legally available for payment thereof and (ii) the Board declares and authorizes such payment.

(b) *Distribution of Partial Dividend Payments.* If at any time the Company pays less than the total amount of dividends then accrued with respect to the Series A Preferred Stock, such payment will be distributed *pro rata* among the Record Holders.

(c) *Priority.* The Series A Preferred Stock is senior to all other capital stock of the Company, including specifically the Common Stock and any other series or class of stock as may be designated by the Board from time to time, in right of priority to Distributions paid as dividends or otherwise. Except for the declaration and payment of dividends with respect to the Series A Preferred Stock, no dividends or other Distributions with respect to any other series or class of capital stock of the Company shall be declared or paid prior to the declaration and payment in full of all Cumulative Dividends accrued as of the last preceding Accrual Date.

*Section 3. Liquidation.* The Series A Preferred Stock is senior to all other capital stock of the Company, including specifically the Common Stock and any other series or class of stock as may be designated by the Board from time to time, in right of priority to Distributions paid in liquidation or otherwise. Upon occurrence of a Liquidation Event, the Record Holders will be entitled to be paid before any payment or other Distribution is made upon any other equity securities of the Company an amount in cash equal to the Preference Amount plus any accrued but unpaid Cumulative Dividends thereon up to the date of occurrence of the Liquidation Event. If upon any Liquidation Event the assets of the Company to be distributed among the Record Holders are insufficient to permit such payment in full to each Record Holder, then the entire assets to be distributed will be distributed ratably among such Record Holders. The Company will mail written notices of a Liquidation Event not less than 20 days prior to the payment date stated therein to each Record Holder. After the Preference Amount plus accrued Cumulative Dividends have been paid on all outstanding Shares, and any other preference amount is paid on any other series of preferred stock of the Company in accordance with the rights designated thereto, any remaining funds and

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assets of Company legally available for distribution to Shareholders will be distributed ratably among the Shareholders in accordance with their Common Stock holdings on an as converted basis.

**Section 4. Redemption.** Immediately upon each Redemption Date, the Company shall redeem the number of Shares that constitute 20% of the total number of Shares originally issued for an amount equal to the Redemption Price per share *provided, however*, that Shares shall be redeemed only at such times as funds of the Company are legally available therefor. The amount of Shares redeemed shall be *pro rata* among the Record Holders except that the Company may redeem any fractional shares outstanding to eliminate such fractional shares on any Redemption Date.

**Section 5. Restrictions on Limitations.** So long as any Shares remain outstanding, the Company shall not, and shall not permit any successor by merger or consolidation of the Company, without the approval by vote or written consent of the Record Holders of a majority of the outstanding Shares to:

(a) *No Senior Securities.* Authorize or issue, or obligate itself to issue, any other equity security senior to or on a parity with the Series A Preferred Stock, as to dividend, liquidation preferences or conversion rights;

(b) *No Change in Authorized Shares.* Increase or decrease (other than by redemption or conversion) the total number of authorized shares of Series A Preferred Stock;

(c) *No Change in Rights.* Change, by amending Company's Certificate of Incorporation, Bylaws, or otherwise, any of the rights, preferences, privileges or limitations provided for herein for the benefit of the Series A Preferred Stock; or

(d) *No Preference to Subordinate Stock.* Make any Distribution, as a dividend, in liquidation or otherwise, in preference to the Series A Preferred Stock.

Nothing herein shall be construed as limiting the Company's ability to make any subdivision or combination of the outstanding Common Stock or approving any merger, consolidation, asset sale or stock sale.

**Section 6. Information Rights.** The Company shall provide to all Record Holders an audited annual report containing a balance sheet, income statement and statement of cash flows for the fiscal year as and at the time delivered to the shareholders of the Company's outstanding Common Stock. All Record Holders shall have the right to inspect the records of the Company as provided by law. All notices given hereunder will be deemed to have been given when mailed to the last known address of the Record Holder as set forth on the stock ledger of the Company.



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**Article 7.** The name and street address of the statutory agent of the Corporation are:

Robert E. Cashdollar  
Apache Nitrogen Products, Incorporated  
1436 South Apache Powder Road  
Benson, Arizona 85602

**Article 8.** The street address of the known place of business for the Corporation is:

Apache Nitrogen Products, Incorporated  
1436 South Apache Powder road  
Benson, Arizona 85602

**Article 9.** The Board of Directors currently consists of four directors. The names and addresses of the persons who are to serve as the directors until the next annual meeting of the shareholders or until their successors are elected and qualified are:

Robert E. Cashdollar                      Apache Nitrogen Products, Incorporated  
P. O. Box 700  
Benson, Arizona 85602

Kenneth R. Smith                              The University of Arizona  
Eller College of Management  
McClellan Hall, 430 MM  
Tucson, Arizona 85721-0108

James D. Toole                                 Southwest Energy LLC  
2040 West Gardner Lane  
Tucson, Arizona 85705-2208

Lowell A. Shonk                                Phelps Dodge Corporation  
One North Central  
Phoenix, Arizona 85004

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws.

**Article 10.** The personal liability of any director of the Corporation to the Corporation or its shareholders for money damages for any action taken or any failure to take any action as a director is hereby eliminated to the fullest extent allowed by law.

**Article 11.** The Corporation shall indemnify, and advance expenses to, to the fullest extent allowed by the Arizona Business Corporation Act, any person who incurs liability or expense by reason of such person acting as a director of the Corporation. This indemnification with respect to directors shall be mandatory, subject to the requirements of the Business Corporation Act, in all circumstances in which indemnification is permitted by the Business

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Corporation Act. In addition, the Corporation may, in its sole discretion, indemnify, and advance expenses to, to the fullest extent allowed by the Business Corporation Act, any person who incurs liability or expense by reason of such person acting as an officer, employee or agent of the Corporation, except where indemnification is mandatory pursuant to the Business Corporation Act, in which case the Corporation shall indemnify to the fullest extent required by the Business Corporation Act.

**Article 12.** Before there can be a valid sale or transfer for consideration of any of the shares of Common Stock of the Corporation by any holder thereof, the holder shall first offer those shares to the Corporation or its assignee in the following manner:

A. The offering stockholder shall deliver a notice in writing by mail or otherwise to the secretary of the Corporation stating (i) his bona fide intention to sell or transfer such shares, (ii) the number of such shares to be sold or transferred, (iii) the price for which he proposes to sell or transfer such shares, and (iv) the name, business and/or home address, occupation and relationship to the stockholder of the proposed purchaser or transferee. Within ninety (90) days thereafter, the Corporation or its assignee shall have the prior right to purchase all (but not less than all, unless this requirement is waived by the seller) of the shares offered at the price and upon the terms and conditions stated in such notice. Notwithstanding anything to the contrary contained herein, the right of first refusal contained in this Article 12 shall not apply to a transfer of any shares by a stockholder, either during his lifetime or on death by will or intestacy, to his ancestors, descendants, or spouse, or any custodian or trustee for the account of the stockholder or the stockholder's ancestors, descendants, or spouse; provided that, in each such case, and such transferee shall agree in writing to receive and hold such shares subject to the provisions of this Article 12.

B. If none or only a part of the shares in the offering stockholder's notice to the secretary is purchased by the Corporation or its assignee in accordance with Section 12.A, the offering stockholder may sell or transfer to any person or persons all shares of stock referred to in his notice to the secretary that were not purchased by the Corporation or its assignee, but only within a period of one-hundred-twenty (120) days from the date of his first notice; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the secretary. After said one hundred twenty (120)-day period, the foregoing procedure for first offering shares to the Corporation or its assignee shall again apply.

C. Within the limitations herein provided, the Corporation may purchase the shares of the Corporation from any offering stockholder, provided, however, that at no time shall the Corporation be permitted to purchase all of its outstanding voting shares. Any sale or transfer or purported sale or transfer of the shares of the Corporation shall be null and void unless the terms, conditions, and provisions of this Article 12 are strictly observed and followed.

D. The Corporation shall place an appropriate legend on all certificates of its shares referring to the provisions of this Article 12 restricting the transfer of shares.

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E. The provisions of this Article 12 shall terminate and be of not further force or effect upon the earlier to occur of (i) the effective date of the Corporation's first registration of shares of its capital stock with the Securities and Exchange Commission under the Securities Act of 1933, as amended, or (ii) the Corporation becoming subject to the reporting obligations under the Securities Exchange Act of 1934, as amended.

Article 13. The names and positions of the persons who currently serve as the officers of the Corporation, until their successors are duly elected and qualified or until their earlier resignation or removal are:

Robert E. Cashdollar	President and CEO
Pamela Beilke	Secretary
Andrew Hunter	CFO and Treasurer

Article 14. The Corporation is to have perpetual existence.

Article 15. The private property of the shareholders shall not be subject to payment of corporate debts to any extent whatsoever.

Article 16. The Corporation shall have the right to pay dividends payable in shares of one class or series of stock to holders of shares of another class or series of stock of the Corporation, and no shareholder approval or ratification of any such dividend shall be required.

Article 17. Unless the Bylaws of the Corporation provide otherwise and the statutory agent expressly consents thereto in writing, all records required pursuant to the Business Corporation Act to be kept by the Corporation or its agent shall be kept by the Corporation at the known place of business of the Corporation.

Article 18. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of the Corporation, and to hold its meetings either within or without the State of Arizona, as it may from time to time determine.

Article 19. These Articles of Domestication have been adopted in accordance with A.R.S Section 10-221. They were adopted by the Board of Directors on August 24, 2007 and by the shareholders of the Corporation on September 11, 2007.

Article 20. Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of the State of Arizona.

Article 21. These Articles of Domestication shall be effective on December 31, 2007.

Dated: September 14, 2007.


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**APACHE NITROGEN PRODUCTS, INCORPORATED**

By:   
 Name: Robert E. Cashdollar, Jr.  
 Title: President & CEO

**CONSENT OF STATUTORY AGENT**

Robert E. Cashdollar, a resident of Arizona, having been designated to act as statutory agent of Apache Nitrogen Products, Incorporated, hereby consents to act in that capacity until removed or until resignation is submitted in accordance with the Arizona Revised Statutes.

  
 Robert E. Cashdollar

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