

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	07/14/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cheminova, Inc.		07/11/2008	CORPORATION: NEW JERSEY

RECEIVING PARTY DATA

Name:	Cheminova, Inc.
Street Address:	One Park Drive, Suite 150
City:	Research Triangle Park
State/Country:	NORTH CAROLINA
Postal Code:	27709
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 20

Property Type	Number	Word Mark
Serial Number:	77536699	ALERT
Serial Number:	77536690	BOMBARD
Serial Number:	77487724	C
Serial Number:	77487736	C
Serial Number:	77444842	CHEMINOVA
Serial Number:	77149119	CHISUM
Serial Number:	77790549	COUGAR
Serial Number:	77440184	DAWN
Serial Number:	77386309	DECLARE
Serial Number:	77714572	DIVA
Serial Number:	77444689	EDITION
Serial Number:	77149224	HARASS

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Serial Number:	77149245	NIC-IT
Serial Number:	77051214	NIMBLE
Serial Number:	77051190	NUANCE
Serial Number:	77100442	REPORT
Serial Number:	77828438	RHYME
Serial Number:	77438949	RHYTHM
Serial Number:	77104810	TACKLE
Serial Number:	78744857	TOPGUARD

CORRESPONDENCE DATA

Fax Number: (212)784-5777
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212)784-5800
Email: trademarks@hblaw.com
Correspondent Name: Mark I. Peroff
Address Line 1: Hiscock & Barclay, LLP
Address Line 2: Seven Times Square
Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	720669.3045426
NAME OF SUBMITTER:	Keith E. Danish
Signature:	/keith e. danish/
Date:	03/04/2010

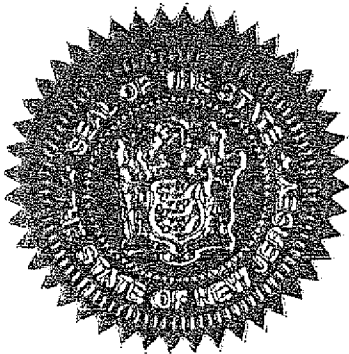
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STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
FILING CERTIFICATION (CERTIFIED COPY)

CHEMINOVA, INC.

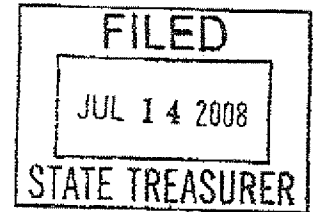
*I, the Treasurer of the State of New Jersey,
do hereby certify, that the above named business
did file and record in this department the below
listed document(s) and that the foregoing is a
true copy of the
Certificate of Merger
Filed in this office
July 14, 2008
as the same is taken from and compared with the
original(s) filed in this office on the date set
forth on each instrument and now remaining on file
and of record in my office.*

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
14th day of July, 2008*



A handwritten signature in black ink, appearing to read "R. David Rousseau", written over a horizontal line.

*R. David Rousseau
State Treasurer*



0100994007

CERTIFICATE OF MERGER

OF

Cheminova, Inc.,
a New Jersey Corporation
0100337302
WITH AND INTO

Cheminova, Inc.
a Delaware Corporation,

Under N.J.S.A. 14A:10-4.1 and 14A:10-7

Pursuant to the provisions of N.J.S.A. 14A:10-4.1 and 14A:10-7, the undersigned do hereby certify:

FIRST: The name of each of the constituent corporations is Cheminova, Inc., a New Jersey corporation ("Cheminova New Jersey"), and Cheminova, Inc., a Delaware corporation ("Cheminova Delaware"), which shall be the surviving corporation of the merger.

SECOND: Annexed hereto and made a part hereof is the Agreement and Plan of Merger, dated July 11, 2008 (the "Plan of Merger"), for merging Cheminova New Jersey with and into Cheminova Delaware, as approved by the Board of Directors of each of Cheminova New Jersey and Cheminova Delaware.

THIRD: The number of shares of Cheminova New Jersey entitled to vote on the Plan of Merger is three hundred (300) shares of Common Stock. The holders of 100% of the issued and outstanding shares of Common Stock of Cheminova New Jersey entitled to vote on the Plan of Merger have voted in favor of the merger pursuant to a resolution dated as of July 11, 2008. No shares of stock of Cheminova Delaware were issued prior to the adoption of the Plan of Merger by the Board of Directors of Cheminova Delaware, and therefore, there were no stockholders of Cheminova Delaware entitled to vote on the Plan of Merger.

FOURTH: Cheminova Delaware agrees, in accordance with N.J.S.A. 14A:10-7(1)(c)(i), that it may be served with process in the State of New Jersey in any proceeding for the enforcement of any obligation of Cheminova New Jersey and in any proceeding for the enforcement of the rights of a dissenting shareholder of Cheminova New Jersey against Cheminova Delaware.

FIFTH: In accordance with N.J.S.A. 14A:10-7(1)(c)(ii), Cheminova Delaware hereby irrevocably appoints the Treasurer of the State of New Jersey as its agent to accept service of

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process in any such proceeding. It is requested that a copy of any such process be sent by certified mail to:

Cheminova, Inc.
1700 Route 23 North, Suite 300
Wayne, New Jersey 07470

SIXTH: Cheminova Delaware agrees, in accordance with N.J.S.A. 14A:10-7(1)(c)(iii), that it will promptly pay to the dissenting shareholders of Cheminova New Jersey the amount, if any, to which the dissenting shareholders shall be entitled under the provisions of the New Jersey Business Corporation Act with respect to the rights of dissenting shareholders.

SEVENTH: The effective time and date of the merger herein provided for in the State of New Jersey shall be upon filing of this Certificate of Merger.


EIGHTH: The applicable laws of the State of Delaware, the jurisdiction of organization of Cheminova Delaware, permit the merger contemplated by the Plan of Merger and such laws have been complied with in respect to the merger.

Signatures Contained on Following Page


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013849-18177

IN WITNESS WHEREOF, each of the corporations has caused this Certificate of Merger to be executed on its behalf this 11 day of July, 2008.

CHEMINOVA, INC.,
a New Jersey corporation

By: 
Name: MARTIN PETERSEN
Title: PRESIDENT and CEO

CHEMINOVA, INC.,
a Delaware corporation

By: 
Name: MARTIN PETERSEN
Title: PRESIDENT and CEO

#1319575 v1
013846-18177

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated as of July 11, 2008, is made by and between Cheminova, Inc., a New Jersey corporation ("Cheminova New Jersey"), and Cheminova, Inc., a Delaware corporation ("Cheminova Delaware").

Recitals

WHEREAS, Cheminova New Jersey and Cheminova Delaware deem it advisable and in their best interests to effect the merger of Cheminova New Jersey with and into Cheminova Delaware pursuant to, and subject to the terms and conditions of, this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants herein, the parties hereto hereby agree as follows:

1. The Merger. In accordance with the applicable provisions of this Agreement, the New Jersey Business Corporation Act (the "NJBCA") and the Delaware General Corporation Law (the "DGCL"), at the Effective Time (as defined below), Cheminova New Jersey shall be merged (the "Merger") with and into Cheminova Delaware, a newly formed Delaware corporation. Following the Merger, the separate corporate existence of Cheminova New Jersey shall cease and Cheminova Delaware shall continue as the surviving corporation.

2. Effective Time. Cheminova New Jersey and Cheminova Delaware, as applicable, shall execute in the manner required by the NJBCA and the DGCL and deliver to the Department of the Treasury of the State of New Jersey and the Secretary of State of the State of Delaware one or more certificates of merger, and the parties shall take such other and further actions as may be required by applicable law to make the Merger effective. The time the Merger becomes effective in accordance with applicable law is referred to as the "Effective Time."

3. Effects of the Merger. The Merger shall have the effects set forth in NJBCA and the DGCL, as applicable. Without limiting the generality of the foregoing, and subject thereto and any other applicable laws, at the Effective Time, all properties, rights, privileges, powers and franchises of Cheminova New Jersey shall vest in Cheminova Delaware, and all debts, liabilities, restrictions, disabilities and duties of Cheminova New Jersey shall become debts, liabilities, restrictions, disabilities and duties of Cheminova Delaware.

4. Certificate of Incorporation and Bylaws of Cheminova Delaware.

(a) The Certificate of Incorporation of Cheminova Delaware as in effect immediately prior to the Effective Time shall be the Certificate of Incorporation of Cheminova Delaware as the surviving corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

(b) The Bylaws of Cheminova Delaware in effect at the Effective Time shall be the Bylaws of Cheminova Delaware as the surviving corporation, until thereafter amended in accordance with the provisions thereof and applicable law.

5. Directors. Subject to applicable law, the directors of Cheminova Delaware immediately prior to the Effective Time shall be the initial directors of Cheminova Delaware as the surviving corporation and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

6. Officers. The officers of Cheminova Delaware immediately prior to the Effective Time shall be the initial officers of Cheminova Delaware as the surviving corporation, and shall hold office until their respective successors are duly elected and qualified, or their earlier death, resignation or removal.

7. Effect of Merger on Capital Stock. Cheminova Agro A/S is the sole shareholder of the outstanding shares of Cheminova New Jersey. At the Effective Time, by virtue of the Merger and without any action on the part of Cheminova New Jersey (or its shareholder) or Cheminova Delaware, each share of stock Cheminova New Jersey issued and outstanding immediately prior to the Effective Time shall be converted into one (1) share of common stock of Cheminova Delaware. Cheminova Delaware has not issued any shares of stock as of the date its Board of Directors approved the Merger.

8. Approval of the Merger. The Board of Directors of each of Cheminova New Jersey and Cheminova Delaware have adopted a resolution approving this Agreement and declaring its advisability in the manner prescribed by the DGCL and the NJBCA. Cheminova Agro A/S, as the sole shareholder of shares of voting common stock of Cheminova New Jersey, has adopted a resolution approving this Agreement and the Merger herein provided for in the manner prescribed by the NJBCA.

9. Termination. This Agreement may be terminated and the Merger contemplated hereby may be abandoned at any time prior to the Effective Time, notwithstanding approval thereof by the shareholders of Cheminova New Jersey, by mutual consent of Cheminova New Jersey and Cheminova Delaware. In the event of the termination of this Agreement pursuant to this Section 9, this Agreement shall forthwith become void and have no effect, without any liability on the part of any party or its directors, officers or shareholders.

10. NJBCA Compliance. Cheminova Delaware and Cheminova New Jersey hereby stipulate that Cheminova Delaware hereby consents to be sued and served with process in the State of New Jersey and hereby appoints the Treasurer of the State of New Jersey as the agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of Cheminova New Jersey, and agrees that it will promptly pay any dissenting shareholders of Cheminova New Jersey the amount, if any, to which they are entitled under the NJBCA with respect to the rights of dissenting shareholders.

11. Registered Office. The registered office of Cheminova Delaware in Delaware, the state under the laws of which Cheminova Delaware exists, is located at Corporation Service Company, 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, State of Delaware 19808. The Registered Agent in charge thereof is: Corporation Service Company.

12. Further Assurances. Cheminova Delaware and Cheminova New Jersey hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of New Jersey, and that they will cause to be performed all necessary acts therein and elsewhere, to effectuate the Merger herein provided for. Cheminova New Jersey hereby agrees from time to time, as and when requested by Cheminova Delaware or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as Cheminova Delaware may deem to be necessary or desirable in order to vest in and confirm to Cheminova Delaware title to and possession of any property of Cheminova New Jersey acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof.

13. Authorizations. The proper officers and directors of Cheminova New Jersey and the proper officers and directors of Cheminova Delaware, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents that shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the Merger herein provided for.

14. Descriptive Headings. The descriptive headings and captions herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

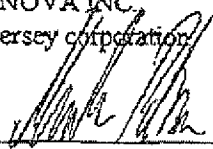
15. Amendment. This Agreement may be amended by an instrument in writing signed on behalf of Cheminova New Jersey and Cheminova Delaware at any time before or after any approval of this Agreement by the shareholders of Cheminova New Jersey.

16. Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

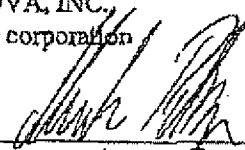
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IN WITNESS WHEREOF, each of the parties has caused this Agreement and Plan of Merger to be executed on its behalf by its respective officer thereunto duly authorized, all as of the day and year first above written.

CHEMINOVA INC.
a New Jersey corporation

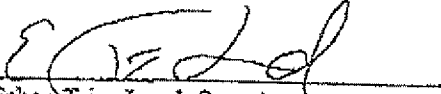
By: 
Name: MARTIN PETERSEN
Title: PRESIDENT and CEO

CHEMINOVA, INC.
a Delaware corporation

By: 
Name: MARTIN PETERSEN
Title: PRESIDENT and CEO

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I hereby certify that the foregoing Agreement and Plan of Merger has been adopted pursuant to subsection (f) of Section 251 of the Delaware General Corporation Law and that no shares of stock of Cheminova, Inc., a Delaware corporation, were issued prior to the adoption by the Board of Directors of the resolution approving this Agreement and Plan of Merger.



Esben Trier Lund, Secretary
Cheminova, Inc., a Delaware corporation
July 11, 2008