

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/01/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Western Farm Service, Inc.		12/19/2008	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	UAP Distribution, Inc.		
Street Address:	7251 W. 4th Street		
City:	Greeley		
State/Country:	COLORADO		
Postal Code:	80634		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3361585	SOURCE 1	
CORRESPONDENCE DATA			
Fax Number:	(303)607-3600		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	303-607-3500		
Email:	trademarkdnvr@faegre.com		
Correspondent Name:	Leslie P. Kramer		
Address Line 1:	1700 Lincoln Street		
Address Line 2:	3200 Wells Fargo Center		
Address Line 4:	Denver, COLORADO 80203-4532		
ATTORNEY DOCKET NUMBER:	19661-391034		
NAME OF SUBMITTER:	Leslie P. Kramer		
Signature:	/Leslie P. Kramer/		

OP \$40.00 3361585

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**TRADEMARK
 REEL: 004225 FRAME: 0235**

Date:

06/15/2010

Total Attachments: 4

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Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CROP PRODUCTION SERVICES, INC.", A DELAWARE CORPORATION,
"WESTERN FARM SERVICE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "UAP DISTRIBUTION, INC." UNDER THE NAME OF
"CROP PRODUCTION SERVICES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D.
2008, AT 6:55 O'CLOCK P.M.

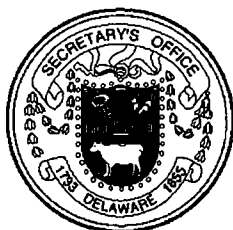
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2009, AT 2:05 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE
NEW CASTLE COUNTY RECORDER OF DEEDS.

3678416 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7062206

DATE: 01-05-09

TRADEMARK
REEL: 004225 FRAME: 0237

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

WESTERN FARM SERVICE, INC.
a Delaware corporation
and
CROP PRODUCTION SERVICES, INC.
a Delaware corporation
with and into
UAP DISTRIBUTION, INC.
a Delaware corporation

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), **UAP Distribution, Inc.**, a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of **Western Farm Service, Inc.**, a Delaware corporation ("WFS") and **Crop Production Services, Inc.**, a Delaware corporation ("CPS"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
Western Farm Service, Inc.	Delaware
Crop Production Services, Inc.	Delaware
UAP Distribution, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 19, 2008 (the "Merger Agreement"), between the Corporation, WFS and CPS, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the Merger is UAP Distribution, Inc.

FOURTH: The Certificate of Incorporation of the Corporation shall be amended so that the paragraph setting forth the name of the corporation shall read as follows:

The name of the corporation shall be Crop Production Services, Inc.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation located at 7251 West 4th Street, Greeley, Colorado 80634.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 2:05 a.m., Eastern time on January 1, 2009.

[Remainder of page left blank; signature page follows.]

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be executed by an authorized officer as of this ~~14th~~^{14th} day of December, 2008.

UAP DISTRIBUTION, INC.

By: 

Name: Richard L. Gearheard

Title: President & Chief Executive Officer