

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	05/18/2004

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Westfield Industries Ltd.		05/18/2004	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	Ag Growth Industries Inc.
Street Address:	1301 Kenaston Blvd.
City:	Winnipeg, Manitoba
State/Country:	CANADA
Postal Code:	R3P 2P2
Entity Type:	LIMITED PARTNERSHIP: CANADA

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1794696	WESTFIELD

CORRESPONDENCE DATA

Fax Number: (703)836-2787
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 703-836-6400
 Email: email@oliff.com
 Correspondent Name: Oliff & Berridge, PLC
 Address Line 1: P.O. Box 320850
 Address Line 4: Alexandria, VIRGINIA 22320-4850

ATTORNEY DOCKET NUMBER: KMH 15733

DOMESTIC REPRESENTATIVE

Name: William P. Berridge
 Address Line 1: P.O. Box 320850

900181992

**TRADEMARK
 REEL: 004458 FRAME: 0559**

CH \$40.00 1794696

Address Line 4: Alexandria, VIRGINIA 22320-4850

NAME OF SUBMITTER:

William J. Utermohlen

Signature:

/William J. Utermohlen/

Date:

01/21/2011

Total Attachments: 6

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Saskatchewan
Justice
Corporations

101057211
Entity Number

Certificate of Amalgamation

THE BUSINESS CORPORATIONS ACT

I certify that

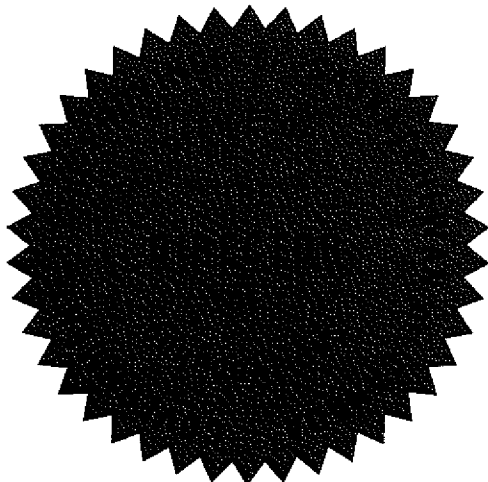
AG GROWTH INDUSTRIES INC.

results this day from an amalgamation, in accordance with the attached Articles, of the following corporations:

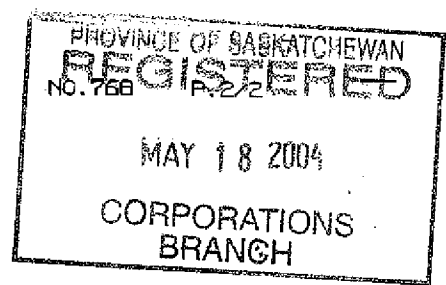
WHEATHEART MANUFACTURING LTD.
BATCO MANUFACTURING LTD.
AG GROWTH INDUSTRIES INC.
WESTFIELD INDUSTRIES LTD.
TRICOR PACIFIC AGRICO HOLDINGS, INC.
AG GROWTH INVESTMENTS INC.

Given under my hand and seal

this 18th day of May, 2004



Director of Corporations



Saskatchewan Justice

Articles of Amalgamation The Business Corporations Act (Section 179)

Corporations Branch



203008621

1. Name of amalgamated corporation: AG GROWTH INDUSTRIES INC.
2. The classes and any maximum number of shares that the corporation is authorized to issue:
The attached Schedule I is incorporated in this form.
3. Restrictions, if any, on share transfers:
The attached Schedule II is incorporated in this form.
4. Number (or minimum and maximum number) of directors:
A minimum of one and a maximum of ten directors.
5. Restrictions, if any, on businesses the corporation may carry on or on powers the corporation may exercise:
None
6. Other provisions, if any:
The attached Schedule III is incorporated in this form.
7. The amalgamation agreement has been approved by special resolutions of shareholders of each of the amalgamating corporations listed in item 9 below in accordance with Section 177 of the Act.
8. The amalgamation has been approved by a resolution of the directors of each of the amalgamating corporations listed in item 9 below in accordance with Section 178 of the Act. The articles of amalgamation set out herein are the same as the articles of incorporation of:

9	Name of Amalgamating Corporations	Signature	Office Held	Date
	Ag Growth Investments Inc.	<i>[Signature]</i>	President	May 18/04
	Batco Manufacturing Ltd.	<i>[Signature]</i>	President	May 18/04
	Wheatheart Manufacturing Ltd.	<i>[Signature]</i>	President	May 18/04
	Westfield Industries Ltd.	<i>[Signature]</i>	President	May 18/04
	Tricor Pacific Agrico Holdings, Inc.	<i>[Signature]</i>	President	May 18/04
	Ag Growth Industries Inc.	<i>[Signature]</i>	President	May 18/04

SCHEDULE I

I. DEFINITIONS

In these articles of amalgamation, the following terms have the following meanings:

- a) "Act" means *The Business Corporations Act* of Saskatchewan, as amended from time to time, and any successor legislation replacing such Act;
- b) "board" means the board of directors for the corporation;
- c) "holder" or "holders" means the registered owner or owners of any shares of the corporation; and
- d) "winding-up of the corporation" means the liquidation, dissolution or winding-up of the corporation or other distribution of assets of the corporation among its shareholders for the purpose of winding-up its affairs.

II. CLASS A COMMON VOTING SHARES

The corporation may issue an unlimited number of Class A Common Voting Shares (which may also be referred to as Class A Shares). The Class A Shares have the following rights, privileges, restrictions and conditions:

A. Voting Rights

The holders of the Class A Shares are entitled to receive notice of, to attend and to cast one vote per Class A Share held at all meetings of shareholders of the corporation, except meetings at which only holders of some other specified class of shares are entitled to vote as a class.

B. Dividends

Subject to the equal rights of the holders of Class B Shares, the holders of the Class A Shares shall receive such dividends, if any, as the board in its discretion may declare.

C. Winding-Up

In the event of a winding-up of the corporation, then (subject to the equal rights of the holders of Class B Shares), the holders of the Class A Shares are entitled to share equally in the remaining assets of the corporation.

III. CLASS B PARTICIPATING NON-VOTING SHARES

The corporation may issue an unlimited number of Class B Participating Non-Voting Shares (which may also be referred to as Class B Shares). The Class B Shares have the following rights, privileges, restrictions and conditions:

A. Voting Rights

Except as required by the Act, the holders of the Class B Shares are not entitled to receive notice of or attend any meeting of the shareholders of the corporation or to vote at any such meeting for any purpose.

B. Dividends

The holders of the Class B Shares shall receive such dividends, if any, as the board in its discretion may declare.

C. Winding-Up

In the event of a winding-up of the corporation, then (subject to the equal rights of the holders of Class A Shares), the holders of the Class B Shares are entitled to share equally in the remaining assets of the corporation.

IV. PRIORITY OF DIFFERENT CLASSES OF SHARES

A. Dividends

The board may, from time to time, declare dividends on the Class B Shares to the exclusion of the Class A Shares, if the board in its absolute discretion deems that to be appropriate. However, the board may not declare a dividend on each outstanding Class A Share unless an equal or greater dividend is declared on each outstanding Class B Share.

If dividends are at any time declared on both Class A and Class B Shares, then the holders of the Class A Shares and Class B Shares are entitled to receive payment on a *pro rata* basis of the dividends declared on their respective classes of shares.

B. Winding-Up

The holders of the Class A Shares and Class B Shares are entitled to receive equally, on a share-for-share basis, the remaining assets of the corporation.

SCHEDULE II

The securities of the corporation are transferable only on approval of a majority of the board expressed by a resolution passed at a meeting of the board or by an instrument or instruments in writing signed by all of the board.

SCHEDULE III

1. The number of security holders, other than:
 - a) Individuals who are in the employment of the corporation or the employment of an affiliate of the corporation; and
 - b) Individuals who, having been formerly in the employment of the corporation or of an affiliate of the corporation, were, while in that employment, and have continued after termination of that employment, to be, shareholders of the corporation;

is limited to not more than fifty, two or more individuals who are the joint registered owners of one or more shares being counted as one shareholder, as the case may be.

2. The corporation shall not make any invitation to the public to subscribe for its securities nor make any distribution of its securities to the public.
3. The corporation shall have a lien on any share issued and registered in the name of a shareholder for a debt owed by the shareholder to the corporation.