

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	11/15/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Jimmy Sanders Incorporated		11/15/2012	CORPORATION: MISSISSIPPI

RECEIVING PARTY DATA

Name:	JSI Merger Sub, Inc.
Street Address:	518 N. Sharpe Avenue
City:	Cleveland
State/Country:	MISSISSIPPI
Postal Code:	38732
Entity Type:	CORPORATION: MISSISSIPPI

PROPERTY NUMBERS Total: 17

Property Type	Number	Word Mark
Registration Number:	3493240	DOUBLE BARREL
Registration Number:	3535273	EX-CALIBER
Registration Number:	3551378	EYENEEDINFO
Registration Number:	3624387	OPTIGRO
Registration Number:	3525574	OVER & UNDER
Registration Number:	3525052	SUPER PLOT
Registration Number:	3454542	WILDLIFE IS OUR GAME
Registration Number:	3603257	WILDWOOD GENETICS
Registration Number:	4223080	BEFORE SEED BEYOND HARVEST
Registration Number:	4223095	SANDERS
Registration Number:	4223096	
Serial Number:	85551010	FARMLINE FINANCING RESOURCE FOR GROWERS
Serial Number:	85551128	

CH \$440.00 3493240

Serial Number:	85417462	SURE SHOT
Serial Number:	85551205	WILDWOOD GENETICS
Serial Number:	85692055	FIELD MAKER
Serial Number:	85692056	FORE RUNNER

CORRESPONDENCE DATA

Fax Number:

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: dgaier@paulweiss.com, emendes@paulweiss.com

Correspondent Name: Danielle L. Gaier

Address Line 1: 1285 Avenue of the Americas

Address Line 4: New York, NEW YORK 10019-6064

ATTORNEY DOCKET NUMBER:

20155-032

NAME OF SUBMITTER:

Danielle L. Gaier

Signature:

/Danielle L. Gaier/

Date:

11/26/2012

Total Attachments: 7

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State of Mississippi
Mississippi Secretary of State's Office
 C. Delbert Hosemann, Jr.

Invoice Number: 6552155

Invoice Date: 11/15/2012 08:28 AM

Billing Information

Jones, Walker, Waechter, Poitevent, Carrere
 & Denegie, L.L.P.
 PO Box 427
 Jackson, MS 39205-0427

Product Description	Certification Number	Order Date	Qty	Pages	Item Cost	Extended	Amount Due
Corp Fees - F0013 - Profit - Articles of Merger or Share Exchange Re Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Contact Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Shipped Via Mail Tracking # 277074	12831949	11/15/2012	1	1	50 00	50 00	Paid
Corp Fees - F0012 - Articles of Amendment Re Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Contact Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Shipped Via Mail Tracking # 277075	12831950	11/15/2012	1	1	50 00	50 00	Paid
Misc Non-Entity - Expedite Fee Re Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Contact Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P. Shipped Via Mail	12831951	11/15/2012	1	1	25 00	25 00	Paid
Misc Non-Entity - Expedite Fee Re Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Contact Jones, Walker, Waechter, Poitevent, Carrere & Denegie, L L P Shipped Via Mail	12831952	11/15/2012	1	1	25 00	25 00	Paid

Credit Balance as of 11/15/2012 8:47 AM: \$405 00

Payment Details:

Check #6125528 for \$150.00(12831949 \$50 00, 12831950 \$50 00, 12831951 \$25 00, 12831952 \$25.00,)

Invoice Total: \$150 00

Payment Total: \$150 00

Contact(s): None specified

Amount Due: \$0.00

OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Share Exchange
Profit Corporation

Business ID: 1007072
Date Filed: 11/16/2012 08:25 AM
C. Delbert Hosemann, Jr.
Secretary of State



The undersigned corporation pursuant to Section 79-4-11.05, as amended, hereby executes the following document and sets forth:

1. Name of Corporation 1

JSI Merger Sub, Inc.

2. Name of Corporation 2

Jimmy Sanders Incorporated

3. Name of Corporation 3

4. The future effective date is
(Complete if applicable)

5. The plan of merger or share exchange. (Attach page)

6. Mark appropriate box.

(a) Shareholder approval of the plan of merger or share exchange was not required.

OR

(b) If approval of the shareholders of one or more corporations party to the merger or share exchange was required

(i) the designation, number of outstanding shares, and number of votes entitled to be cast by each class entitled to vote separately on the plan as to each corporation were

Name of Corporation	Designation	No. of outstanding shares	No. of votes entitled to be cast
JSI Merger Sub, Inc.	Common	100	100
Jimmy Sanders Incorporated	Class A Common	1020996	1020996
Jimmy Sanders Incorporated	Class B Common	31578	0

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OFFICE OF THE MISSISSIPPI SECRETARY OF STATE
P.O. BOX 136, JACKSON, MS 39205-0136 (601) 359-1333
Articles of Merger or Share Exchange
Profit Corporation



AND EITHER

a. the total number of votes cast for and against the plan by each class entitled to vote separately on the plan was

Name of Corporation	Class	Total no. of votes cast FOR the Plan	Total no. of votes cast AGAINST the Plan

OR

b. the total number of undisputed votes cast for the plan separately by each class was

Name of Corporation	Class	Total no. of undisputed votes cast FOR the Plan
JSI Merger Sub, Inc.	Common	100
Jimmy Sanders Incorporated	Class A Common	885134

and the number of votes cast for the plan by each class was sufficient for approval by that class.

Name of Corporation 1

JSI Merger Sub, Inc.

By: Signature

Peter Scala

(Please keep writing within blocks)

Printed Name

Peter Scala

Title

Vice President

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Articles of Merger or Share Exchange
Profit Corporation



Name of Corporation 2

Jimmy Sanders Incorporated

By: Signature

Tony K. Bond

(Please keep writing within blocks)

Printed Name

TONY K. BOND

Title

V.P. Finance

Name of Corporation 3

By: Signature

(Please keep writing within blocks)

Printed Name

Title

NOTE

1. If shareholder approval is required, the plan must be approved by each voting group entitled to vote on the plan by a majority of all votes entitled to be cast by that voting group unless the Act or the articles of incorporation provide for a greater or lesser vote, but not less than a majority of all votes cast at a meeting.
2. The articles cannot be filed unless the corporation(s) has (have) paid all fees and taxes (and delinquencies) imposed by law.
3. The articles must be similarly executed by each corporation that is a party to the merger.

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PLAN OF MERGER

1. The Merger; Effective Time. In accordance with the terms and provisions of the Agreement and Plan of Merger, dated as of September 10, 2012 (the "Merger Agreement"), by and among Pinnacle Retail, LLC, a Delaware limited liability company, JSI Merger Sub, Inc., a Mississippi corporation ("Merger Sub"), Jimmy Sanders Incorporated, a Mississippi corporation ("Sanders"), the shareholders of Sanders listed on Annex A thereto and the Shareholders' Representative (as defined therein), Sanders shall be merged with and into Merger Sub (the "Merger") and the separate existence of Sanders shall cease and Merger Sub shall continue as the surviving corporation of the Merger (the "Surviving Corporation") upon the filing of Articles of Merger with the Secretary of State of the State of Mississippi pursuant to and in accordance with the Mississippi Business Corporation Act (the "MBCA"). The date and time when the Articles of Merger are filed is referred to as the "Effective Time".

2. Consideration for the Merger. At the Effective Time, by virtue of the Merger and without any action on the part of any party to the Merger Agreement or any shareholder of Sanders (each, a "Sanders Shareholder"):

(i) each share of common stock, par value \$0.01 per share, of Merger Sub issued and outstanding immediately prior to the Effective Time shall be converted into one fully paid and nonassessable share of common stock of the Surviving Corporation;

(ii) each share of Class A and Class B common stock, par value \$1.00 per share, of Sanders (collectively, the "Sanders Common Stock") held by Sanders or any of its subsidiaries as treasury stock immediately prior to the Effective Time (collectively, the "Excluded Shares") and each share of Sanders Common Stock that is owned by a Sanders Shareholder who has perfected and not withdrawn a demand for, or lost its right to, appraisal pursuant to the MBCA with respect to such share of Sanders Common Stock (collectively, the "Dissenting Shares") shall cease to be outstanding, shall be cancelled without payment of any consideration therefor and shall cease to exist, subject only, with respect to the Dissenting Shares, to the rights of the holders of Dissenting Shares as are granted under Sections 79-4-13.01 *et seq.* of the MBCA, and if any such holder fails to perfect, effectively withdraws or loses such appraisal and/or dissenter's rights under the MBCA, such holder's Dissenting Shares shall thereupon be deemed to have been converted as of the Effective Time into the right to receive the applicable amounts payable pursuant to the Merger Agreement as provided in 2(iii) below; and

(iii) each share of Sanders Common Stock issued and outstanding immediately prior to the Effective Time (other than Excluded Shares and Dissenting Shares) shall be converted into the right to receive, subject to the terms and conditions of the Merger Agreement and in the manner provided in the Merger Agreement, (A) the Per Share Merger Consideration (as defined in the Merger Agreement) in cash as provided in the Merger Agreement, (B) such other amounts as may become payable to the holder of such share pursuant to Article 2(h) of the Merger Agreement, (C) any amounts which are to be released to the holder of such share from the Shareholders' Representative Holdback (as defined in the Merger Agreement) pursuant to Article 2(k)(ii) of the Merger Agreement and (D) any Escrow Funds (as defined in the Merger Agreement) which are to be released to the holder of such share pursuant to the terms and provisions of the Merger Agreement and the Escrow Agreement (as defined in the Merger Agreement) executed in connection with the Merger Agreement,

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and, as of the Effective Time, all such shares of Sanders Common Stock shall no longer remain outstanding and shall automatically be cancelled and shall cease to exist, and each Sanders Shareholder shall cease to have any rights with respect thereto, except the right to be paid the above referenced amounts, without interest.

3. Effects of the Merger. The Merger shall have the effects as set forth in Section 79-4-11.07 of the Mississippi Code of 1972, as amended.

4. Articles of Incorporation. The Articles of Incorporation of Merger Sub, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

5. Bylaws. The bylaws of Merger Sub, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until amended as therein provided.

6. Directors and Officers. The directors of Merger Sub and the officers of Sanders immediately prior to the Effective Time shall, from and after the Effective Time, be the initial directors and officers, respectively, of the Surviving Corporation until their successors have been duly elected or appointed and qualified in the manner provided in the organizational documents of the Surviving Corporation, or until their earlier death, resignation or removal.

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