

## TRADEMARK ASSIGNMENT

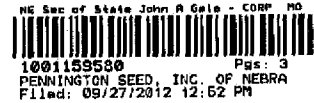
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/25/2012		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Pennington Seed, Inc. of Nebraska		09/25/2012
			Entity Type
			CORPORATION: NEBRASKA
RECEIVING PARTY DATA			
Name:	Pennington Seed, Inc.		
Street Address:	301 West Osborn Road		
Internal Address:	Legal Department		
City:	Phoenix		
State/Country:	ARIZONA		
Postal Code:	85013		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 3			
	Property Type	Number	Word Mark
	Registration Number:	3544275	PENNINGTON SEED SMART SEED
	Registration Number:	3615524	PENNINGTON SEED SMART SEED
	Registration Number:	4043159	SMART SEED
CORRESPONDENCE DATA			
Fax Number:	6022072183		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	6022813733		
Email:	feickstaedt@central.com		
Correspondent Name:	Legal Department		
Address Line 1:	301 West Osborn Road		
Address Line 4:	Phoenix, ARIZONA 85013		
NAME OF SUBMITTER:	George Yuhas		

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Signature:	/george yuhas/
Date:	01/04/2013
Total Attachments: 3 source=PENNINGTON SEED, INC.PENN NB.BAY TECH.NEWTCO.SEEDS.MERGERG#page1.tif source=PENNINGTON SEED, INC.PENN NB.BAY TECH.NEWTCO.SEEDS.MERGERG#page2.tif source=PENNINGTON SEED, INC.PENN NB.BAY TECH.NEWTCO.SEEDS.MERGERG#page3.tif	

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STATE OF NEBRASKA  
 ARTICLES OF MERGER  
 OF  
 PENNINGTON SEED, INC. OF NEBRASKA, a Nebraska corporation  
 AND  
 BAY TECH CHEMICAL COMPANY, a Florida corporation  
 AND  
 NEWTCO PACKAGING, INC., a Georgia corporation,  
 AND  
 SEEDS WEST, INC., an Arizona corporation  
 INTO  
 PENNINGTON SEED, INC., a Delaware corporation

The following Articles of Merger are submitted in accordance with Sections 21-20,132 and 21-20,134 of the Nebraska Revised Statutes ("NRS").

**FIRST:** The name and jurisdiction of the surviving corporation (parent) owning 100% of the issued and outstanding capital stock of each of the merging corporations is as follows:

<u>Name:</u>	<u>Jurisdiction</u>
PENNINGTON SEED, INC.	Delaware

The names and jurisdictions of the merging corporations (subsidiaries) are as follow:

<u>Name:</u>	<u>Jurisdiction</u>
BAY TECH CHEMICAL COMPANY	Florida
NEWTCO PACKAGING, INC.	Georgia
SEEDS WEST, INC.	Arizona
PENNINGTON SEED, INC. OF NEBRASKA	Nebraska

**SECOND:** The Plan of Merger is attached.

**THIRD:** Shareholder approval was not required for the surviving corporation or the merging corporations pursuant to Section 21-20,131 of the NRS.

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IN WITNESS WHEREOF, the undersigned surviving corporation has caused these Articles of Merger to be signed as of this 25th day of September, 2012.

**SURVIVOR:**

PENNINGTON SEED, INC., a Delaware corporation

By: 

Name: GEORGE A. LUKAS  
Title: SECRETARY

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### EXHIBIT A

#### PLAN OF MERGER

This Plan of Merger is submitted in compliance with Section 607.1104 of the Florida Statutes, Section 14-2-1104 of the Official Code of Georgia, Section 10-1104 of the Arizona Revised Statutes, and Section 21-20,131 of the Nebraska Revised Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation (parent) owning 100% of the issued and outstanding capital stock of each of the merging corporations is as follows:

<u>Name:</u>	<u>Jurisdiction</u>
PENNINGTON SEED, INC.	Delaware

The names and jurisdictions of the merging corporations (subsidiaries) are as follow:

<u>Name:</u>	<u>Jurisdiction</u>
BAY TECH CHEMICAL COMPANY	Florida
NEWTCO PACKAGING, INC.	Georgia
SEEDS WEST, INC.	Arizona
PENNINGTON SEED, INC. OF NEBRASKA	Nebraska

**SECOND:** The manner and basis of converting the shares or other interests of the subsidiaries into shares, interests, obligations, or other securities of the parent into cash or other property in whole or in part:

The outstanding shares of capital stock of each of the merging corporations shall be canceled without consideration. The outstanding shares of the surviving corporation shall remain outstanding and are not affected by the merger.

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