

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	09/25/2012

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Pennington Seed, Inc. of Nebraska		09/25/2012	CORPORATION: NEBRASKA

**RECEIVING PARTY DATA**

<b>Name:</b>	Pennington Seed, Inc.
<b>Street Address:</b>	301 West Osborn Road
<b>Internal Address:</b>	Legal Department
<b>City:</b>	Phoenix
<b>State/Country:</b>	ARIZONA
<b>Postal Code:</b>	85013
<b>Entity Type:</b>	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 59**

Property Type	Number	Word Mark
Serial Number:	72272677	PENNAQUA PAC
Serial Number:	73331531	PENNINGTON SEED
Serial Number:	73378429	BIRD-KOTE
Serial Number:	73534106	PENNGREEN
Serial Number:	73621015	PENNINGTON RESEEDER
Serial Number:	73646940	GREEN CHARM
Serial Number:	74016386	GREEN CHARM
Serial Number:	74074042	
Serial Number:	74183366	PROCARE
Serial Number:	74549352	
Serial Number:	74583478	DELUXE DINNER MIX
Serial Number:	74801487	GREEN CHARM

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Serial Number:	76590380	WINGMASTER
Serial Number:	77034178	PENNINGTON SEED SIGNATURE SERIES
Serial Number:	77142122	SLOPEMASTER
Serial Number:	77144441	PENNINGTON SEED PROFESSIONAL SELECT
Serial Number:	77227905	MYCO ADVANTAGE
Serial Number:	77389099	RACKMASTER
Serial Number:	77579006	THE ULTIMATE SEED
Serial Number:	77649414	SLOPEMASTER
Serial Number:	77649433	PENNINGTON NATURE'S HEAT PELLETS
Serial Number:	77859343	COMPLETE SEEDING MIX
Serial Number:	77859363	PROCARE
Serial Number:	77864946	THE ULTIMATE PATCH
Serial Number:	77932357	ER EXTENDED ROOT SEED VARIETIES
Serial Number:	77932683	ENHANCER
Serial Number:	77968091	THE REBELS BRAND
Serial Number:	78121809	PENNINGTON MASTERPIECE COLLECTION
Serial Number:	78164017	RAINBOW VALLEY
Serial Number:	78164026	SUPERGRAZE
Serial Number:	78164537	ROYAL BLEND
Serial Number:	78271037	ELIMINATOR
Serial Number:	78397144	AMERICA'S LAWN
Serial Number:	78397658	PENNINGTON
Serial Number:	78907745	PENNINGTON SELECT
Serial Number:	78931605	FESCUE GRASS SEED BLEND PLUS
Serial Number:	78960641	PENNINGTON NATURE'S HEAT PELLETS
Serial Number:	78969795	WATER STAR
Serial Number:	85125991	
Serial Number:	85126004	PENNINGTON
Serial Number:	85126158	PENNINGTON THE GRASS SEED PEOPLE 1 STEP COMPLETE
Serial Number:	85126164	PENNINGTON 1 STEP COMPLETE
Serial Number:	85126172	THE GRASS SEED PEOPLE
Serial Number:	85126186	
Serial Number:	85207322	DR DISEASE RESISTANT
Serial Number:	85228900	WATER STAR

**TRADEMARK**  
**REEL: 004972 FRAME: 0646**

Serial Number:	85282001	PASTURE MASTER
Serial Number:	85282012	AMERICA'S PASTURE
Serial Number:	85398902	QUIKGROW2X
Serial Number:	85408267	QUIKGROW2X
Serial Number:	85422103	THE REBELS COMPLETE
Serial Number:	85442380	PENNINGTON AQUAGARDEN BEAUTIFULLY SIMPLE WATER GARDENING
Serial Number:	85449316	PENNINGTON
Serial Number:	85520062	GROW BEAUTIFULLY WITH PENNINGTON
Serial Number:	85520089	CHICK-A-DEE
Serial Number:	85731017	NATURE'S HEAT
Serial Number:	77564676	RAPIDRESULTS
Serial Number:	85125967	
Serial Number:	85340655	AMERICA'S LAWN

**CORRESPONDENCE DATA**

Fax Number: 6022072183

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

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

**Signature:**

/george yuhas/

**Date:**

03/05/2013

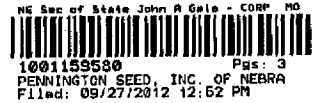
**Total Attachments: 3**

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# Page 1



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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# Page 2

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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## Page 3

### 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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