

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 09/25/2012 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|------------------|----------|----------------|---------------------------------|
| Cedar Works, LLC | | 09/25/2012 | LIMITED LIABILITY COMPANY: OHIO |

RECEIVING PARTY DATA

| | |
|------------------------|-----------------------|
| Name: | Pennington Seed, Inc. |
| Street Address: | 301 West Osborn Road |
| City: | Phoenix |
| State/Country: | ARIZONA |
| Postal Code: | 85013 |
| Entity Type: | CORPORATION: DELAWARE |

PROPERTY NUMBERS Total: 6

| Property Type | Number | Word Mark |
|----------------|----------|---------------------------------|
| Serial Number: | 85043148 | ALLSEED |
| Serial Number: | 85048564 | BIRD'S EYE VIEW NATURE INSPIRED |
| Serial Number: | 85089918 | CEDAR SQUIRREL SNACKER |
| Serial Number: | 85047585 | CEDAR WORKS |
| Serial Number: | 85047598 | CEDAR WORKS |
| Serial Number: | 78424611 | NATURE'S MARKET |

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: feickstaedt@central.com

Correspondent Name: Legal Department

Address Line 1: 301 West Osborn Road

900248669

**TRADEMARK
 REEL: 004975 FRAME: 0299**

CH \$165.00 85043148

Address Line 4: Phoenix, ARIZONA 85013

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| NAME OF SUBMITTER: | George Yuhas |
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| Signature: | /george yuhas/ |
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|-------|------------|
| Date: | 03/05/2013 |
|-------|------------|

Total Attachments: 2

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STATE OF DELAWARE

CERTIFICATE OF MERGER

OF

CEDAR WORKS, LLC,

an Ohio limited liability company,

INTO

PENNINGTON SEED, INC., a Delaware corporation

(Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law)

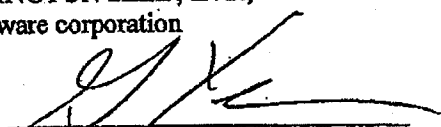
THE UNDERSIGNED CORPORATION HEREBY CERTIFIES THAT:

- FIRST:** The name of the surviving corporation is PENNINGTON SEED, INC., a Delaware Corporation, and the name of the limited liability company being merged into this surviving corporation is CEDAR WORKS, LLC, an Ohio limited liability company.
- SECOND:** An Agreement and Plan of Merger ("Plan of Merger") has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.
- THIRD:** The name of the surviving corporation is PENNINGTON SEED, INC., a Delaware corporation.
- FOURTH:** The merger is to become effective upon the simultaneous filing of (i) the Certificate of Merger with the Division of Corporations for the State of Delaware; and (ii) the Certificate of Merger with the Secretary of State for the State of Ohio, in compliance with the laws of each respective state.
- FIFTH:** The Plan of Merger is on file at 1340 Treat Blvd. Ste. 600, Walnut Creek, CA 94597, the place of business of the surviving corporation.
- SIXTH:** A copy of the Plan of Merger will be furnished by the surviving corporation on request and without cost to any stockholder of any constituent corporation or member of any constituent limited liability company.
- SEVENTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

IN WITNESS WHEREOF, PENNINGTON SEED, INC. has caused this certificate to be signed by an authorized officer this 25th day of September, 2012.

PENNINGTON SEED, INC.,
a Delaware corporation

By:


Name: GEORGE A. YUHAS
Title: SECRETARY