

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>       | 09/27/2012     |

**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> | 1280 Atlanta Highway  |
| <b>City:</b>           | Madison               |
| <b>State/Country:</b>  | GEORGIA               |
| <b>Postal Code:</b>    | 30605                 |
| <b>Entity Type:</b>    | CORPORATION: DELAWARE |

**PROPERTY NUMBERS Total: 5**

| Property Type  | Number   | Word Mark              |
|----------------|----------|------------------------|
| Serial Number: | 75423572 | BERMUDA TRIANGLE       |
| Serial Number: | 73646686 | KWIK GRASS             |
| Serial Number: | 73647330 | NATURAL SPRINGS NECTAR |
| Serial Number: | 73191767 | PENKOTED               |
| Serial Number: | 73660399 | PROCARE                |

**CORRESPONDENCE DATA**

Fax Number: 4045818330  
*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.*  
 Phone: 404-581-8275  
 Email: srbrown@jonesday.com  
 Correspondent Name: Sidney Brown, Jones Day  
 Address Line 1: 1420 Peachtree Street, NE  
 Address Line 2: Suite 800

CH \$140.00 75423572

Address Line 4: Atlanta, GEORGIA 30309

ATTORNEY DOCKET NUMBER: 566957-640047

NAME OF SUBMITTER: Sidney R. Brown

Signature: /Sidney R. Brown/

Date: 12/18/2013

**Total Attachments: 10**

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STATE OF

NEBRASKA



United States of America, } ss.  
State of Nebraska

Department of State  
Lincoln, Nebraska

I, John A. Gale, Secretary of State of Nebraska do hereby certify;  
the attached is a true and correct copy of Articles of Merger of

**PENNINGTON SEED, INC. OF NEBRASKA**

a Nebraska corporation with registered office located in LINCOLN,  
Nebraska, merging into

**PENNINGTON SEED, INC.**

a Delaware corporation, not qualified in Nebraska as filed in this  
office on September 27, 2012.

In Testimony Whereof,

I have hereunto set my hand and  
affixed the Great Seal of the State  
of Nebraska on September 27,  
2012.

*John A. Gale*  
SECRETARY OF STATE



This certificate is not to be construed as an endorsement,  
recommendation, or notice of approval of the entity's  
financial condition or business activities and practices.

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.

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. YUMAS  
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.

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BAY TECH CHEMICAL COMPANY", A FLORIDA CORPORATION,

"NEWTCO PACKAGING, INC.", A GEORGIA CORPORATION,

"PENNINGTON SEED, INC.", A NEBRASKA CORPORATION,

"SEEDS WEST, INC.", AN ARIZONA CORPORATION,

WITH AND INTO "PENNINGTON SEED, INC." UNDER THE NAME OF "PENNINGTON SEED, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2012, AT 3:35 O'CLOCK P.M.


A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2858541 8100M

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9876089

DATE: 09-26-12

TRADEMARK  
REEL: 005176 FRAME: 0056

STATE OF DELAWARE  
CERTIFICATE OF OWNERSHIP  
MERGING

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

(Pursuant to Section 253 of the General  
Corporation Law of the State of Delaware)

PENNINGTON SEED, INC., a corporation incorporated pursuant to the provisions of the  
General Corporation Law of the State of Delaware (the "Parent-Survivor" or the "Corporation");

**DOES HEREBY CERTIFY** that the Parent-Survivor owns (i) one hundred percent  
(100%) of the capital stock of Bay Tech Chemical Company, a Florida corporation ("Bay Tech  
Subsidiary"), (ii) one hundred percent (100%) of the capital stock of Newtco Packaging, Inc., a  
Georgia corporation ("Newtco Subsidiary"), (iii) one hundred percent (100%) of the capital  
stock of Seeds West, Inc., an Arizona corporation ("Seeds West Subsidiary"), and (iv) one  
hundred percent (100%) of the capital stock of Pennington Seed, Inc. of Nebraska, a Nebraska  
corporation ("Pennington NE Subsidiary" and together with Bay Tech Subsidiary, Newtco  
Subsidiary, and Seeds West Subsidiary, the "Subsidiaries"), and that the Parent-Survivor by a  
resolution of its Board of Directors duly adopted by unanimous written consent on September  
25, 2012, determined to and did merge into itself the Subsidiaries which resolution is in the  
following words to wit:

**WHEREAS**, the Corporation lawfully owns one hundred percent (100%)  
of the capital stock of (i) Bay Tech Chemical Company, a Florida corporation  
("Bay Tech Subsidiary"), (ii) Newtco Packaging, Inc., a Georgia corporation  
("Newtco Subsidiary"), (iii) Seeds West, Inc., an Arizona corporation ("Seeds  
West Subsidiary"), and (iv) Pennington Seed, Inc. of Nebraska, a Nebraska  
corporation ("Pennington NE Subsidiary" and together with Bay Tech Subsidiary,  
Newtco Subsidiary, and Seeds West Subsidiary, the "Subsidiaries"); and

**WHEREAS**, the Corporation desires to merge into itself said Subsidiaries  
and to be possessed of all the estate, property, rights, privileges and franchises of  
said Subsidiaries.



**NOW, THEREFORE, BE IT RESOLVED**, that pursuant to Section 607.1104 of the Florida Statutes ("FS"), Section 14-2-1104 of the Official Code of Georgia ("OCGA"), Section 10-1104 of the Arizona Revised Statutes ("ARS"), and Section 21-20,131 of the Nebraska Revised Statutes ("NRS"), that certain Plan of Merger attached hereto as **Exhibit A** is hereby adopted, ratified and approved; and

**FURTHER RESOLVED**, effective on the date that the appropriate filings are completed pursuant to Section 253 of the General Corporation Law of the State of Delaware ("GCL"), Section 607.1105 of the FS, Section 14-2-1105 of the OCGA, Section 10-1105 of the ARS, and Section 21-20,132 of the NRS, that the Corporation shall merge into itself the Subsidiaries and shall assume all of the Subsidiaries' liabilities and obligations; and it is

**FURTHER RESOLVED**, that the appropriate officers of the Corporation ("Authorized Officers"), and each of them, be and they hereby are authorized and directed to make and execute a Certificate of Ownership setting forth a copy of the resolutions to merge said Subsidiaries and assume their liabilities and obligations, and the date of adoption thereof, and to file the same in the office of the Secretary of State of Delaware, and a certified copy thereof in the office of the Recorder of Deeds of New Castle County, Delaware; and it is

**FURTHER RESOLVED**, pursuant to Section 607.1105 of the FS, that the Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to file Articles of Merger with the Secretary of State of Florida and, as applicable, to file a copy of such Articles of Merger certified by the Secretary of State of Florida with the office of the official who is the recording officer of each county in the State of Florida in which any real property of a Subsidiary is situated; and it is

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed, pursuant to Section 14-2-1105 of the OCGA, to file Articles of Merger with the Secretary of State of Georgia, and pursuant to Section 14-2-1105.1 of the OCGA, to deliver a Notice of Merger in the form attached hereto as **Exhibit B**, to the publisher of a newspaper of general circulation published within Gwinnett County in the State of Georgia, accompanied by a payment of \$40 for the cost of publication once a week for two consecutive weeks; and it is

**FURTHER RESOLVED**, pursuant to Section 10-1105 of the ARS, that the Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to file Articles of Merger with the Secretary of State of Arizona and, within sixty (60) days of approval of such Articles of Merger, a copy of such Articles of Merger shall be published in a newspaper located in Maricopa County in the State of Arizona and an affidavit evidencing such publication may be filed with the Secretary of State of Arizona; and it is

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed, pursuant to Section 21-20,132 of the NRS, to file Articles of Merger with the Secretary of State of Nebraska, and pursuant to Section 21-20,189 of the NRS, to publish a notice of such merger for three successive weeks in a newspaper of general circulation in Cheyenne County in the State of Nebraska; and it is

**FURTHER RESOLVED**, that the Authorized Officers of the Corporation, and each of them, be and they hereby are authorized and directed to do all acts and things whatsoever, whether within or without the States of Delaware, Florida, Georgia, Arizona and Nebraska which may be in any way necessary or proper to effect said mergers.

IN WITNESS WHEREOF, the Parent-Survivor 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

**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 the merging corporation 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.

**EXHIBIT B**

**NOTICE OF MERGER**

Notice is given that articles or a certificate of merger which will effect a merger by and between Newtco Packaging, Inc., a Georgia corporation, Bay Tech Chemical Company, a Florida corporation, Seeds West, Inc., an Arizona corporation, Pennington Seed, Inc. of Nebraska, a Nebraska corporation, and Pennington Seed, Inc., a Delaware corporation, has been delivered to the Secretary of State for filing in accordance with the Georgia Business Corporation Code. The name of the surviving corporation in the merger is Pennington Seed, Inc., a corporation incorporated in the State of Delaware. The registered office of such corporation is located at 40 Technology Parkway South, #300, Norcross, GA 30092, and its registered agent at such address is Corporation Service Company.

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