

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM431411

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	MERGER		
<b>EFFECTIVE DATE:</b>	01/01/2017		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wilco-Winfield, LLC		11/30/2016	Limited Liability Company:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	VALLEY AGRONOMICS, LLC		
<b>Street Address:</b>	PO BOX 365		
<b>City:</b>	RUPERT		
<b>State/Country:</b>	IDAHO		
<b>Postal Code:</b>	83350		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	3979337	VERDANT VALLEY	
<b>Registration Number:</b>	4161692	ACCESS NUTRIENTS	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	5037782200		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	503.778.2031		
<b>Email:</b>	trademarks@lanepowell.com		
<b>Correspondent Name:</b>	Renee Peck		
<b>Address Line 1:</b>	601 SW Second Avenue, Suite 2100		
<b>Address Line 4:</b>	Portland, OREGON 97204		
<b>NAME OF SUBMITTER:</b>	Renee Peck		
<b>SIGNATURE:</b>	/Renee B. Peck/		
<b>DATE SIGNED:</b>	06/15/2017		
<b>Total Attachments: 4</b>			
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Secretary of State  
Corporation Division  
255 Capitol Street NE, Suite 151  
Salem, OR 97310-1327

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VALLEY AGRONOMICS, LLC  
PO BOX 365  
RUPERT ID 83350

### Acknowledgement Letter

The document you submitted was recorded as shown below. Please review and verify the information listed for accuracy.

<b>Document</b>	<b>Filed On</b>	<b>Effective Date</b>		
ARTICLES OF MERGER	12/13/2016	01/01/2017		
<b>Name of Survivor</b>	<b>Reg. No.</b>	<b>Type</b>	<b>Juris</b>	
VALLEY AGRONOMICS, LLC	672277-94	FGN LTD LIAB CO	DE	
<b>Name(s) of Non Survivor(s)</b>	<b>Reg. No.</b>	<b>Type</b>	<b>Juris</b>	
WILCO-WINFIELD, LLC	326721-98	DOM LTD LIAB CO	OR	

6172277-94

**FILED**

DEC 13 2016

OREGON  
SECRETARY OF STATE

**ARTICLES OF MERGER  
OF  
WILCO-WINFIELD, LLC  
AND  
VALLEY AGRONOMICS, LLC**

Valley Agronomics, LLC, a Delaware limited liability company, pursuant to ORS 63.481 *et seq.* hereby submits the following Articles of Merger to the Oregon Secretary of State for filing:

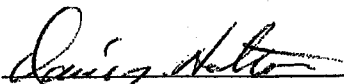
1. The Plan of Merger, dated November 30, 2016 (the "Plan of Merger"), by and between Wilco-Winfield, LLC, an Oregon limited liability company, and Valley Agronomics, LLC, a Delaware limited liability company, is attached hereto as Exhibit A.

2. The Plan of Merger was duly authorized and approved by each business entity that is a party to the merger in accordance with ORS 63.487.

3. Pursuant to the terms of the Plan of Merger, the Merger shall become effective at 12:01 a.m. on January 1, 2017.

Valley Agronomics, LLC,  
a Delaware limited liability company

By:

  
\_\_\_\_\_  
Dave Holtom, CEO

Person to contact about this filing:

Cliff E. Spencer  
Lane Powell P.C.  
601 SW 2<sup>nd</sup> Ave., Suite 2100  
Portland, OR 97204  
Tel: 503-778-2197  
Fax: 503-778-2200  
E-mail: spencerc@lanepowell.com

**PLAN OF MERGER**

This Plan of Merger (the "Plan of Merger") is dated as of Nov 30, 2016, by and between **Wilco Winfield, LLC**, an Oregon limited liability company ("WW"), and **Valley Agronomics, LLC**, a Delaware limited liability company ("Valley Ag") (each a "Party" and collectively the "Parties").

RECITALS

- A. The respective boards of directors and members of WW and Valley Ag have determined that there are numerous advantages to combining the separate business operations into a single operation and that such combination will be in the best interest of both Party's members; and
- B. To effect the combination of their respective business operations, WW and Valley Ag have entered into an Agreement and Plan of Reorganization (the "Reorganization Agreement") and approved this Plan of Merger.

AGREEMENT

In consideration of the mutual covenants contained herein, the Parties hereby adopt this Plan of Merger:

**1. EFFECTIVE TIME.**

The Merger (as defined below) shall be effective on 12:01 AM January 1, 2017 (the "Effective Time").

**2. MERGER OF WW WITH AND INTO VALLEY AG.**

At the Effective Time and in accordance with the laws of the State of Oregon and the State of Delaware, WW shall be merged with and into Valley Ag, which shall be the surviving company and a Delaware limited liability company, and the separate existence of WW shall terminate (the "Merger"). The Certificate of Formation and the First Amended and Restated Operating Agreement of Valley Ag in effect as of the Merger (the "Governing Documents") shall remain in full force and effect until further amended or repealed by action of the members of Valley Ag.

**3. EFFECT OF MERGER ON THE MEMBERSHIP INTEREST IN VALLEY AG**

Upon the Effective Time and as further set forth in the Reorganization Agreement, WW's members' membership interests in WW shall be exchanged for membership interests in Valley Ag and the members of WW will become members in Valley Ag, with membership rights as described in the Governing Documents, and all membership interests in WW will be cancelled.

**4. OTHER EFFECTS OF MERGER.**

4.1 Rights, Franchises and Interests. All rights, franchises and interests of WW in and to every type of property (real, personal and mixed) shall be transferred to and vested in Valley Ag by virtue of the Merger without deed or other transfer, and Valley Ag, without any order or action on the part of any court or otherwise, shall hold and enjoy all such rights and property, franchises and interests, including appointments, designations and nominations, and in every other fiduciary capacity, in the same manner and to the extent as such rights, franchises and interests were held or enjoyed by WW immediately prior to the Effective Time.

4.3 Member Acts and Approvals. As of the Effective Time and until altered according to the terms of the Governing Documents, all actions, contracts, approvals and authorizations of WW and its members, boards of directors, committees, officers and agents, that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the acts, contracts, approvals and authorizations of Valley Ag.

4.4 Liabilities. Upon the Effective Time, Valley Ag shall be liable for all debts, liabilities and contracts of WW, regardless of whether or not such are known or unknown, matured, accrued, absolute, or contingent and whether or not such are reflected or reserved against on the balance sheets, books of accounts, or records of WW as of the Effective Time. No debt, liability or contract of WW shall be released or impaired by this Merger and all rights of creditors and other obligees and all liens on property shall be preserved unimpaired.

**5. APPROVAL OF THE MERGER.**

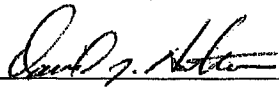
5.1 By the Boards. This Merger has been approved and adopted by the respective boards of directors of each of WW and Valley Ag, and such boards have recommended to their respective members that such members approve the Merger.

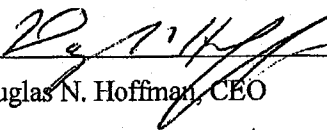
5.2 By the Members. This Merger has been approved and adopted by the respective members of WW and Valley Ag.

IN WITNESS WHEREOF, the Parties have executed this Plan of Merger on the date first written above.

Valley Agronomics, LLC

Wilco Winfield, LLC

By:   
Dave Holtom, CEO

By:   
Douglas N. Hoffman, CEO