

6-5-03 REC: TR

06-20-2003



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To the honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
PM Ag Products Incorporated

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State  
 Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance  
 Assignment                               Merger  
 Security Agreement                       Change of Name  
 Other \_\_\_\_\_

Execution Date: Effective December 31, 2001

2. Name and address of receiving party(ies)  
Name: United Molasses Company  
Internal Address: \_\_\_\_\_  
Street Address: 2200 E. Eldorado Street  
City: Decatur State: Illinois Zip: 62521

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State Delaware  
 Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)  
Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):  
A. Trademark Application No.(s)  
See Attached Exhibit A

B. Trademark Registration No.(s)  
See Attached Exhibit A

Additional number(s) attached  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Carl C. Butzer, Esq.  
Internal Address: Jackson Walker L.L.P.  
Street Address: 901 Main Street, Suite 6000  
City: Dallas State: TX Zip: 75202

6. Total number of applications and registrations involved: 15

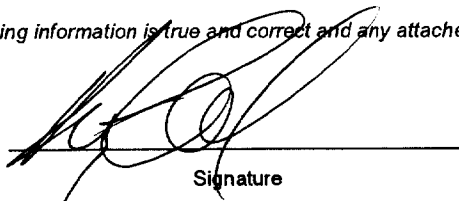
7. Total fee (37 CFR 3.41) .....\$ 390.00  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Bryan Shoemaker                                                            6-3-03  
Name of Person Signing                              Signature                              Date

Total number of pages including cover sheet, attachments, and document: 6

06/19/2003 ECUPER 00000163 76136670  
01 FC:8521 40.00 DP  
02 FC:8522 350.00 DP  
3348613

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patent & Trademarks, Box Assignments  
Washington, D.C. 20231

**EXHIBIT A**

<b>Mark</b>	<b>Serial No.</b>	<b>Registration No.</b>
BOVACHLOR	76/136,670	
BOVAMAX		1,914,474
MILK II A MILK REPLACER (Stylized)		1,437,683
MR. BLACKSTRAP (Stylized)		806,054
NUTRA BASE		1,618,970
PELL-A FIRM		1,329,947
PMS		737,431
PRO-LIX		818,361
PROMOLAS		1,226,825
PRO-MO-LAS		1,243,033
PROMOLAS 16		1,280,080
PROMOLAS MILL MIX		1,341,289
PROMOLAS NUTRA BASE		1,280,878
SG and Design		916,834
ULTRA MAX		2,257,494

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**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

DEC 31 2001

BILL JONES, Secretary of State

## AGREEMENT OF MERGER

This Agreement of Merger is entered into between **PM Ag Products Incorporated**, a corporation duly organized and existing under the laws of the State of California; **PM Ag Midwest, Inc.**, a corporation duly organized and existing under the laws of the State of California; **VAP, Inc.**, a corporation duly organized and existing under the laws of the State of Delaware; and **United Molasses Company of America, Incorporated**, a corporation duly organized and existing under the laws of the State of Delaware (which four corporations are collectively sometimes called the "merged corporations") and **United Molasses Company**, a corporation duly organized and existing under the laws of the State of Delaware (sometimes called the "surviving corporation").

1. **PM Ag Products Incorporated**, a California corporation; **PM Ag Midwest, Inc.**, a California corporation; **VAP, Inc.**, a Delaware corporation and **United Molasses Company of America, Incorporated**, a Delaware corporation, shall be merged with and into **United Molasses Company**, a Delaware corporation.
2. The Certificate of Incorporation of **United Molasses Company**, the surviving corporation, as in effect on the date hereof, shall continue in full force and effect as the Certificate of Incorporation of the surviving corporation.
3. The terms and conditions of the merger are as follows:
  - (a) The bylaws of the surviving corporation as they shall exist on the effective date of this merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.
  - (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
  - (c) This merger shall become effective on December 31, 2001.
4. The manner of converting the outstanding shares of the capital stock of the surviving corporation shall be as follows:
  - (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of the merger, shall remain issued and outstanding.

**OFFICER'S CERTIFICATE OF PM AG PRODUCTS INCORPORATED**

We, Peter M. Castelli and Marc W. Larson, certify that:

- 1. We are the Vice President and Secretary of PM Ag Products Incorporated, a corporation duly organized and existing under the laws of the State of California.
- 2. The merger agreement was approved by the Board of Directors of the Corporation.
- 3. The total number of outstanding shares of each class of the Corporation entitled to vote on the merger is as follows:

<u>Class</u>	<u>Total No. of Shares Entitled to Vote</u>
Common	37,500

4. The principal terms of the agreement of merger in the form attached were approved by the shareholders of this corporation by a vote of the number of shares of each class which equaled or exceeded the vote required by each class to approve the agreement of merger.


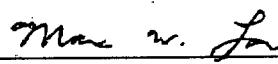
5. Each class entitled to vote and the minimum percentage vote of each class is as follows:

<u>Class</u>	<u>Minimum Percentage Vote</u>
Common	100%

6. The required vote of the shareholders of PM Ag Products Incorporated was obtained.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: December 12, 2001

  
 \_\_\_\_\_  
 Peter M. Castelli, Vice President  
  
  
 \_\_\_\_\_  
 Marc W. Larson, Secretary

## DELAWARE ADDENDUM TO AGREEMENT OF MERGER

THIS DELAWARE ADDENDUM TO AGREEMENT OF MERGER, dated this 12th day of December, 2001, pursuant to Section 251 of the General Corporation Law of Delaware, between PM Ag Products Incorporated, a California corporation; PM Ag Midwest, Inc., a California corporation; VAP, Inc., a Delaware corporation; and United Molasses Company of America, Incorporated, a Delaware corporation (which four corporations are collectively called the "merged corporations") and United Molasses Company, a Delaware corporation (the "surviving corporation"). The parties further agree:

(a) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of every kind and description of the merged corporations shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights and every other interest of the surviving corporation and the merged corporations shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporations respectively. The merged corporations hereby agree from time to time, and as when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporations acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporations and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporations or otherwise to take any and all such action.

(b) The surviving corporation may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the merged corporations as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of the General Corporation Law of Delaware, and they do hereby irrevocably appoint the Secretary of State as their agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 7600 J. W. Peavey, Houston, Texas 77011 until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made by personally delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to the surviving corporation at the above address.