

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/31/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Crow's Hybrid Corn Co.		08/17/2007	CORPORATION: ILLINOIS

**RECEIVING PARTY DATA**

Name:	Channel Bio Corp.
Street Address:	612 East Dunlap
City:	Kentland
State/Country:	INDIANA
Postal Code:	47951
Entity Type:	CORPORATION: INDIANA

**PROPERTY NUMBERS Total: 1**

Property Type	Number	Word Mark
Registration Number:	2271614	HI-LYSINE

**CORRESPONDENCE DATA**

Fax Number: (314)694-9009  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 314-694-3095  
 Email: caitlin.e.macagy@monsanto.com  
 Correspondent Name: Monsanto Company  
 Address Line 1: 800 North Lindbergh Blvd. E2NA  
 Address Line 4: St. Louis, MISSOURI 63167

NAME OF SUBMITTER:	Caitlin E. MacAgy
Signature:	/cem/
Date:	09/14/2007

CH \$40.00 2271614

**Total Attachments: 8**

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## OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

AUGUST 28, 2007

4776-778-4

ILLINOIS CORPORATION SERVICE C  
801 ADLAI STEVENSON DRIVE  
SPRINGFIELD, IL 62703-4261

RE CROW'S HYBRID CORN COMPANY

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND ARTICLES OF MERGER REGARDING THE ABOVE CORPORATION. THE FILING FEE HAS BEEN RECEIVED AND CREDITED.

THIS DOCUMENT MUST BE RECORDED IN THE OFFICE OF THE COUNTY RECORDER OF THE COUNTY IN WHICH THE REGISTERED OFFICE OF THE MERGING CORPORATION IS LOCATED.

SINCERELY,

A handwritten signature in cursive script that reads "Jesse White".

JESSE WHITE  
SECRETARY OF STATE  
DEPARTMENT OF BUSINESS SERVICES  
CORPORATION DIVISION  
TELEPHONE (217) 782-6961

FORM **BCA 11.39** (rev. Dec. 2003)  
ARTICLES OF MERGER  
BETWEEN ILLINOIS CORPORATIONS  
AND LIMITED LIABILITY COMPANIES  
Business Corporation Act

Secretary of State  
Department of Business Services  
Springfield, IL 62756  
217-782-6961  
www.cyberdriveillinois.com

**FILED**

**AUG 28 2007**

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

The filing fee is \$100, but if merger  
involves more than two corporations,  
submit \$50 for each additional corporation.

File # 47767784 Filing Fee: \$ 400<sup>00</sup> Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Names of Corporations and Limited Liability Companies proposing to merge and State or Country of organization or incorporation:

Name of Corporation Limited Liability Company	State or Country of Organization/Incorporation	Corporation File Number
<u>Crow's Hybrid Corn Company</u>	<u>Illinois</u>	<u>4776-778-4</u>
<u>Compass Bio, LLC</u>	<u>Delaware</u>	<u>na</u>
<u>Midwest Seed Genetics, Inc.</u>	<u>Iowa</u>	<u>5870-509-8</u>
<u>See Exhibit A for remaining entities</u>		

2. The laws of the state or country under which each Corporation and Limited Liability Company are organized, permit such merger.

3. a. Name of Surviving Party: Channel Bio Corp.

b. Corporation or Limited Liability Company shall be governed by the laws of: Indiana

For more space, attach additional sheets of this size.

4. Plan of merger is as follows:

See Exhibit A

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows

Mark an "X" in one box only for each Illinois Corporation.

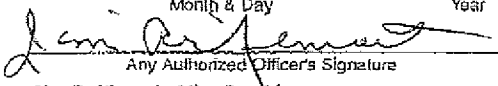
Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10 (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Crow's Hybrid Corn Company	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

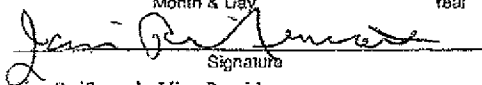
- a. The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- b. The Secretary of State of the State of Illinois shall be and hereby is irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- c. The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

- 7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated August 17, 2007 Crow's Hybrid Corn Company  
 Month & Day Year Exact Name of Corporation  
  
 Any Authorized Officer's Signature  
 Jim Reifenrath, Vice President  
 Name and Title (type or print)

Dated \_\_\_\_\_ See Exhibit B for balance of signatures of corporations  
 Month & Day Year Exact Name of Corporation  
 \_\_\_\_\_  
 Any Authorized Officer's Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

- 7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated August 17, 2007 Compass Bio, LLC Channel Bio Corp, an Indiana Corporation  
 Month & Day Year Exact Name of Limited Liability Company  
  
 Signature  
 Jim Reifenrath, Vice President  
 Name and Title (type or print)  
 and Sole Member, by

Dated \_\_\_\_\_  
 Month & Day Year Exact Name of Limited Liability Company  
 \_\_\_\_\_  
 Signature  
 \_\_\_\_\_  
 Name and Title (type or print)

7.a (continued)

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August 17, 2007  
(Month & Day) (Year)

DEF, Inc.  
(Exact Name of Corporation)

Aline O. Funk  
(Any authorized officer's signature)

Aline O. Funk, Vice President  
(Type or Print Name and Title)

Dated August, 2007  
(Month & Day) (Year)

Wilson Seeds, Inc.  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

Jim Reifentath, Vice President  
(Type or Print Name and Title)

Dated August, 2007  
(Month & Day) (Year)

BioFuture, Inc.  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Dated August, 2007  
(Month & Day) (Year)

Channel Bio Corp.  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Dated August, 2007  
(Month & Day) (Year)

NC+ Hybrids, Inc.  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

26632222

7.a (continued)

The undersigned corporations have caused these articles to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated August, 2007  
(Month & Day) (Year)

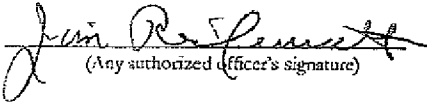
DEF, Inc.  
(Exact Name of Corporation)

\_\_\_\_\_  
(Any authorized officer's signature)

Aline O. Funk, Vice President  
(Type or Print Name and Title)

Dated August 17, 2007  
(Month & Day) (Year)

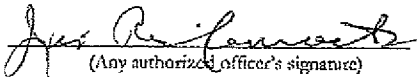
Wilson Seeds, Inc.  
(Exact Name of Corporation)

  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Dated August 17, 2007  
(Month & Day) (Year)

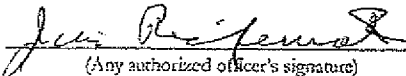
BioFuture, Inc.  
(Exact Name of Corporation)

  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Dated August 17, 2007  
(Month & Day) (Year)

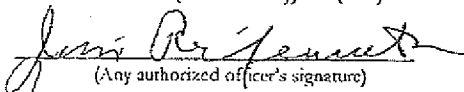
Channel Bio Corp.  
(Exact Name of Corporation)

  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Dated August 17, 2007  
(Month & Day) (Year)

NC+ Hybrids, Inc.  
(Exact Name of Corporation)

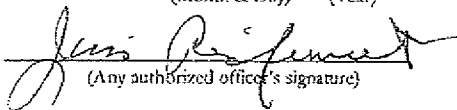
  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

26632222



Dated August 17 2007  
(Month & Day) (Year)

  
(Any authorized officer's signature)

Jim Reifenrath, Vice President  
(Type or Print Name and Title)

Midwest Seed Genetics, Inc.  
(Exact Name of Corporation)

**PLAN OF MERGER**  
merging  
**MIDWEST SEED GENETICS, INC.**  
(an Iowa corporation)  
**NC+ HYBRIDS, INC.**  
(a Delaware corporation)  
**CROW'S HYBRID CORN COMPANY**  
(an Illinois corporation)  
**COMPASS BIO, LLC**  
(a Delaware limited liability company)  
**DEF, INC.**  
(an Indiana corporation)  
**WILSON SEEDS, INC.**  
(an Indiana corporation)  
**BIOFUTURE, INC.**  
(a Delaware corporation)  
into  
**CHANNEL BIO CORP.**  
(an Indiana corporation)

1. Channel Bio Corp. of Indiana is the survivor.
2. All of the property, rights, privileges, lease and patents of the Midwest Seed Genetics, Inc. ("Midwest"), NC+ Hybrids, Inc. ("NC+"), Crow's Hybrid Corn Company ("Crow's"), Compass Bio, LLC ("Compass"), DEF, Inc. ("DEF"), Wilson Seeds, Inc. ("Wilson") and BioFuture, Inc. ("BioFuture") are to be transferred to and become the property of Channel Bio Corp. the survivor. The officers and board of directors of the above named corporations and the sole member of Compass Bio, LLC are authorized to execute all deeds assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.
3. The officers and board of directors of Channel Bio Corp. shall continue in office until their successors are duly elected and qualified under the provisions of the bylaws of the surviving corporation.
4. 5. Channel Bio Corp. will not issue any of its shares for the issued shares of Midwest, NC+, Crow's, DEF, Wilson and BioFuture or the membership interests of Compass inasmuch as each non-surviving entity is a wholly-owned subsidiary of Channel Bio Corp. All of the issued shares of Midwest, NC+, Crow's, DEF, Wilson and BioFuture and the membership interests of Compass shall, upon the effective date of the merger, be surrendered and cancelled. The shares of Channel Bio Corp. shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Channel Bio Corp.
5. The Articles of Incorporation of the surviving corporation shall not be amended by virtue of this Merger.
6. The Merger is to become effective at 11:59 p.m. C.D.T on August 31, 2007.