

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	04/30/2010

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
WESTERN SEED AMERICAS, INC.		03/31/2010	CORPORATION: DELAWARE

**RECEIVING PARTY DATA**

Name:	SEMINIS VEGETABLE SEEDS, INC.
Street Address:	800 North Lindbergh Boulevard
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63167
Entity Type:	CORPORATION: CALIFORNIA

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	2981146	SANTALINA
Registration Number:	2286390	WESTERN SEED AMERICAS, INC.
Registration Number:	3250564	ROMANA

**CORRESPONDENCE DATA**

Fax Number: (212)310-1762  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 212-626-4737  
 Email: julia.talke@bakermckenzie.com,  
 nyctrademarks@bakermckenzie.com  
 Correspondent Name: Julia R Talke  
 Address Line 1: 1114 Avenue of the Americas  
 Address Line 2: BAKER & MCKENZIE LLP  
 Address Line 4: New York, NEW YORK 10036

CH \$90.00 2981146

ATTORNEY DOCKET NUMBER:	56159609-000079
NAME OF SUBMITTER:	Julia R. Talke
Signature:	/jrt/
Date:	05/05/2010
Total Attachments: 3 source=WESTERN SEED AMERICAS INC DE - CERTIFICATE OF MERGER#page1.tif source=WESTERN SEED AMERICAS INC DE - CERTIFICATE OF MERGER#page2.tif source=WESTERN SEED AMERICAS INC DE - CERTIFICATE OF MERGER#page3.tif	

# 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 MERGER, WHICH MERGES:

"WESTERN SEED AMERICAS, INC.", A DELAWARE CORPORATION, WITH AND INTO "SEMINIS VEGETABLE SEEDS, INC." UNDER THE NAME OF "SEMINIS VEGETABLE SEEDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF CALIFORNIA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF APRIL, A.D. 2010, AT 6:38 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTIETH DAY OF APRIL, A.D. 2010.

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

4817974 8100M

100443462



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7966483

DATE: 04-30-10

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

TRADEMARK  
REEL: 004198 FRAME: 0880

## CERTIFICATE OF MERGER

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned corporation, Seminis Vegetable Seeds, Inc., as the surviving corporation of the Merger referenced in this Certificate, executed the following Certificate of Merger:

**FIRST:** The constituent corporations are:

Seminis Vegetable Seeds, Inc., a corporation organized and existing under the laws of the State of California, which shall be the surviving corporation; and

Western Seed Americas, Inc., a corporation organized and existing under the laws of the State of Delaware, and a direct wholly-owned subsidiary of the surviving corporation, which shall be merged into the surviving corporation.

**SECOND:** An Agreement of Merger between the constituent corporations has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations.

**THIRD:** The name of the surviving corporation is Seminis Vegetable Seeds, Inc, a corporation organized and existing under the laws of the State of California.

**FOURTH:** The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

**FIFTH:** The merger is to become effective on April 30, 2010.

**SIXTH:** The Agreement of Merger is on file at 800 North Lindbergh Boulevard, St. Louis, Missouri 63167, an office of the surviving corporation.

**SEVENTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

**EIGHTH:** The surviving corporation agrees that, pursuant to Section 252(d) of the Delaware General Corporation Law, the surviving corporation irrevocably appoints the Secretary of State of Delaware to accept service of process in any proceeding to enforce against the surviving corporation any obligation of Western Seed Americas, Inc. as well as for enforcement of any obligation of the surviving corporation arising from the Merger, and that the Delaware Secretary of State shall mail a copy of such process to Seminis Vegetable Seeds, Inc., Attn: Corporate Secretary, 800 North Lindbergh Boulevard, St. Louis, Missouri 63167.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 3<sup>rd</sup> day of March 2010.

SEMINIS VEGETABLE SEEDS, INC.

By: Nancy E. Hamilton

Name: Nancy E. Hamilton

Title: Assistant Secretary