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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM PTO-1595

(Rev. 6-93)

OMB No. 0651-0011 (exp. 4/94)

M&G- 8076.21USD2

101417699

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

1. Name of conveying party(ies):

Biocem
24 avenue des Landais
Campus Universitaire des Cezeaux
63170 Aubiere
France

2. Name and address of receiving party(ies):

Groupe Limagrain Holding
rue Limagrain
63720 Chappes
France

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

Additional name(s) & address(es) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other:

Execution Date: March 3, 1999

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is:

A. Patent Application No.(s)

B. Patent No.(s)

5,422,259
5,789,656

Additional numbers attached? ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Katherine M. Kowalchyk
Address: Merchant & Gould P.C.
PO Box 2903
Minneapolis, MN 55402-0903

6. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$80.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Please charge any additional fees or credit any overpayments to our Deposit account number: 13-2725

Statement and signature:

DO NOT USE THIS SPACE

9. 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.

Katherine M. Kowalchyk
Name of Person Signing

Katherine M. Kowalchyk
Signature

June 27, 2000
Date

Total number of pages including attachments and document: 10

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

07/28/2000 NTHAI1 00000122 5422259

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CERTIFICATE UNDER 37 CFR 1.8:

I hereby certify that this correspondence is being deposited with the United States Postal Service as first class mail, with sufficient postage, in an envelope addressed to: Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231 on June 27, 2000.

Katherine M. Kowalchyk
Name Katherine M. Kowalchyk

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of information systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

PATENT

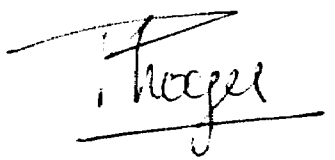
REEL: 010942 FRAME: 0823

DECLARATION

I, Pierre ROGER, do hereby declare and state that the company formally known as BIOCEM of 24 rue des Landais 63170 Aubière, France has been merged with Groupe Limagrain Holding of rue Limagrain , BP n°1, 63720 Chappes, France. All right, title and interest in U.S. Application Serial No. 09/127,742, filed August 3, 1998, entitled "Transgenic Plants belonging to the species Cucumis Melo"; US patent No. 5, 422, 259, filed March 5, 1993, entitled "Transgenic Plants belonging to the species Cucumis Melo"; and US patent No. 5, 789, 656, filed March 2, 1995, entitled " Transgenic Plants belonging to the species Cucumis Melo" has been transferred from BIOCEM to Groupe Limagrain Holding as of 03.03.1999 in the merger. Documents pertaining to the merger are attached to this declaration and have been edited to remove information not related to the transfer of the right, title and interest to U.S. Patent Application 09/127,742, filed August 3, 1998; US patent No. 5, 422, 259, filed March 5, 1993; and US patent No. 5, 789, 656, filed March 2, 1995.

I further declare that all statements made herein of my knowledge are true and that all statements made on information and belief are believed to be true, and further that these statements were made with knowledge that willful false statements and the like are punishable under Section 1001 of Title 18 of the United States Code.

Date : 06.16.2000



Pierre ROGER

Name

Intellectual Property Manager

Title

Groupe Limagrain Holding

Company

COPY OF CERTIFIED TRANSLATION

(DOCUMENT FROM WHICH CONFIDENTIAL INFORMATION HAS BEEN REMOVED)

AGENCE DE TRADUCTION
5, rue Jean Mermoz - 75008 PARIS
Téléphone : 01 58 36 18 18
Téléfax : 01 58 36 18 19
E-mail : info@bms.com
Translated from French

I, the undersigned, sworn translator, do certify that the foregoing is a
faithful translation made, in the English language and in conformity
with the original in the French language, which we have visited sub
Notary's signature
Paris, 11/06/1991

OFFICIAL TRANSLATOR (H)
P. BONNEFOUS
5, rue Jean Mermoz
75008 PARIS - FRANCE
☎ 01 58 36 18 18
APPOINTED BY THE PARIS COURT OF APPEAL

29 APRIL 1991

FILING OF AGREEMENT CONCERNING A PARTIAL CONVEYANCE OF ASSETS
by GROUPE LIMAGRAIN HOLDING SA to the company BIOCEM SA

23 MARCH 1999

FILING OF THE MERGER AGREEMENT

between BIOCEM SA and GROUPE LIMAGRAIN HOLDING SA

Offices of M^e Jean-Jacques SAUVAGE

NOTARY
63260 AIGUEPERSE
Tel: 04 73 63 60 01
Fax: 04 73 63 75 70

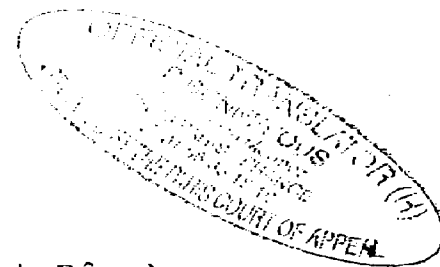
MICHEL DE L'HOPITAL
Born in Aigueperse in 1505
Died in Paris on 13 March 1573

Chancellor of France. Did not accept violence. He
was tolerant and attempted to reconcile the Protestants
from the doctrinal viewpoint with the Catholics at the
Colloquium of Poissy (September-October 1561). The two
sides' intransigence thwarted his attempt.



23 MARCH 1999

FILING OF THE MERGER AGREEMENT
between
BIOCEM SA (absorbed company)
and
GROUPE LIMAGRAIN HOLDING SA
(absorbing company)



BEFORE Maître Jean-Jacques SAUVAGE, a notary in AIGUEPERSE (Puy-de-Dôme),

THE FOLLOWING PERSON APPEARED,

Mr Patrick PERROTIN, company counsel, electing domicile at CHAPPES (Puy-de-Dôme).

Acting in the name and on behalf of the company called GROUPE LIMAGRAIN HOLDING, a corporation with a capital of 501,396,000 Francs whose registered office is in CHAPPES (Puy-de-Dôme) on rue Limagrain, registered in the Trade and Companies Register of RIOM under n° B 322 791 039,

Who in his appropriate status has hereby filed the following with Maître Jean-Jacques SAUVAGE, the undersigned notary and has requested him to place them in his originals section, under the present day's date, in order to preserve them.

I. MERGER AGREEMENT

The appearing party files the original of a private contract dated in CHAPPES on 11 January 1999 containing the agreement concerning the merger of the company called "BIOCEM", a corporation with a capital of 40,000,000 Francs whose registered office is in AUBIERE (Puy-de-Dôme), 24 rue des Landais, registered in the Trade and Companies Register of CLERMONT-FERRAND under n° B 378 710 115 (the absorbed company), by way of absorption by the company GROUPE LIMAGRAIN HOLDING (the absorbing company).

The said merger agreement provided that the merger would not become final until the day of approval by an Extraordinary Shareholders' Meeting of the company GROUPE LIMAGRAIN HOLDING, effective 1 July 1998.

II. DECISION MADE BY THE EXTRAORDINARY SHAREHOLDERS' MEETING OF GROUPE LIMAGRAIN HOLDING SA:

The appearing party also files a certified extract from the minutes concerning the extraordinary shareholders' meeting held by the company GROUP LIMAGRAIN HOLDING on 3 March 1999 under the terms of which the said company approved the said merger agreement and decided on the definitive merger.

Hence the merger has become final.

Which document meets the condition contained in the merger agreement now being filed.

The original of the said merger agreement by private contract as well as the decision recording realisation of the condition contained therein are attached after mention.

EXPENSES AND RIGHTS

The expenses, rights and fees of these presents and those of their realisation shall be paid by the company GROUPE LIMAGRAIN HOLDING.

FORMALITIES

RECORDING:

These presents shall be recorded at the tax collection office of RIOM.
Since the merger benefits from the special regime laid down in articles 816 ff. of the general taxation code, these presents shall be recorded at the fixed fee of 500 F with the originals filed in these presents, which shall be recorded at the fixed fee of 1,500 F.

CLERK'S OFFICE OF THE COMMERCIAL COURT:

Mr PERROTIN, in his appropriate status, declares that the company GROUPE LIMAGRAIN HOLDING itself will carry out the legal, taxation and notice formalities, particularly with respect to the Trade and Companies Register of RIOM and of CLERMONT-FERRAND.

IN WITNESS WHEREOF, drawn up in two pages

Done and concluded in CHAPPES.

In the offices of the company GROUPE LIMAGRAIN HOLDING.

IN THE YEAR ONE THOUSAND NINE HUNDRED AND NINETY-NINE.

On March twenty-third (23rd).

And after a reading was made to him, the appearing party signed the present document together with the notary.

The signatures follow: PERROTIN and SAUVAGE, the latter being the notary.

The following is then written: Recorded at RIOM, Main Tax Collection office, on 25 March 1999, page 25, form n° 156/1, received five hundred francs, the divisional inspector, signed Monique AVISOU.

There follows the tenor of appendix 1/15 – 5/15 – and the 2nd page of appendix 2.

(Initials)

MERGER AGREEMENT

Draft merger agreement between the company BIOCEM (absorbed company) and the company GROUPE LIMAGRAIN HOLDING (absorbing company)

The undersigned:

The company BIOCEM, a corporation with a capital of 40,000,000 Francs whose registered office is located at 24 rue des Landais, 63170 AUBIERE, registered in the Trade and Companies Register of Clermont-Ferrand under n° B 378 710 115, represented by Mr Claude LESCOFFIT, acting as Chairman of the Board of Directors, and specially empowered for the purpose of these presents under the terms of a decision made by the Board of Directors on 25 September 1998,

Party of the first part,

And

The company GROUPE LIMAGRAIN HOLDING, a corporation with a capital of 501,396,000 F whose registered office is located on rue Limagrain - 63720 CHAPPES, registered in the Trade and Companies Register of RIOM under n° B 322 791 039, represented by Mr Alain CATALA acting as managing director and specially empowered for the purpose of these presents under the terms of a decision made by the Board of Directors on 30 September 1998,

Party of the second part,

Hereby make the following representations and enter into the following agreement:

With a view to carrying out the merger of the BIOCEM company by way of absorption by the company GROUPE LIMAGRAIN HOLDING.

(Initials)

ARTICLE 1 – DESIGNATION AND VALUATION OF THE HOLDINGS TO BE TRANSMITTED

Mr Claude LESCOFFIT, acting in his appropriate status and in the name of the BIOCEM company, transmits all of the elements (assets and liabilities), rights and values without any exception or reserve that constitute the holdings of the BIOCEM company to the company GROUPE LIMAGRAIN HOLDING, which is accepted by Mr Alain CATALA in his appropriate status, subject to the ordinary factual and legal guarantees and on the conditions stipulated below.

On the reference date chosen by joint agreement to establish the conditions of the transaction as mentioned above (section 1 – article 4), the assets and the liabilities of BIOCEM company – transmission of which to GROUPE LIMAGRAIN HOLDING company is planned – consist of the elements listed below. It is understood that the said listing is only indicative and not exhaustive, BIOCEM company's holdings having to be transferred to the company GROUPE LIMAGRAIN HOLDING as is on the date of definitive realisation of the transaction.

1 – ASSETS TO BE TRANSMITTED

BIOCEM company shall convey the following elements the details concerning which are given in appendix 2.

• **Intangible fixed assets**

These include:

- 1 – Patents and trademarks
- 2 – Operating licences, know-how, software

• **Tangible fixed assets**

These consist mainly of laboratory fittings, of laboratory equipment and of computer hardware. We should point out that since 1 July 1998, certain tangible fixed assets included in this figure have been transferred to companies of the LIMAGRAIN Group taking over the research operating activities carried on by BIOCEM until 30 June 1998. The said operations are considered as having been carried out since 1 July 1998 on behalf of GROUPE LIMAGRAIN HOLDING.

(Initials)

Intangible fixed assets

On the basis of the net book value on 30 June 1998 after entry of the (illegible) partial conveyance of assets.

1.1 Patents

code	patent n°	definition	country of extension
BIO2	FR-8909210	Quantitative determination and identification of bacteria	FRANCE
BIO3	FR-8910848	Genetically modified melon " " " " " " " " " " " "	FRANCE EUROPE (DE-DE-ES-FR-GB-GR-IT-NL) ISRAEL JAPAN PORTUGAL TURKEY UNITED-STATES SINGAPORE
BIO4	FR-8913113	tomato canker	FRANCE
BIO7	FR-9104446	Seed filming	FRANCE
BIO8	FR-9111166	Process, product obtained with the process and system of surface treatment or of coating a product	FRANCE
BIO12	FR-9400787	Plant aconitases and nucleic acids coding for the aconitases	FRANCE – ISRAEL – SOUTH AFRICA
BIO16	FR-9609734	Phytases (INRA co-ownership)	FRANCE – PCT DOCUMENT IN INTERNATIONAL PHASE
BIO26	FR-9830717	Plant sequences including a polymorphic site (DNA CHIPS)	PCT DOCUMENT IN INTERNATIONAL PHASE

None of the above-mentioned intangible elements is valued in the BIOCEM financial statements.

(Initials)

Attached to a document dated 23 March 1999, received by Maître SAUVAGE, the undersigned notary.

OFFICIAL COPY BY EXTRACT, delivered by Maître Jean-Jacques SAUVAGE, a notary in AIGUEPERSE, holder of the originals section of Maître Simon de LA CODRE, and certified by him in accordance with the originals, drawn in fourteen pages, containing
references: none
void words: none

(Seal of Jean-Jacques SAUVAGE, notary, AIGUEPERSE (Puy-de-Dôme))
(Signature)

