

# PATENT ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT					
NATURE OF CONVEYANCE:	MERGER					
EFFECTIVE DATE:	09/15/2005					
<b>CONVEYING PARTY DATA</b>						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 70%;">Name</th> <th style="width: 30%;">Execution Date</th> </tr> <tr> <td>De Ruiter Seeds C.V., a limited partnership</td> <td>09/15/2005</td> </tr> </table>		Name	Execution Date	De Ruiter Seeds C.V., a limited partnership	09/15/2005	
Name	Execution Date					
De Ruiter Seeds C.V., a limited partnership	09/15/2005					
<b>RECEIVING PARTY DATA</b>						
Name:	De Ruiter Seeds B.V.					
Street Address:	Leeuwenhoekweg 52					
City:	Bergschenhoek					
State/Country:	NETHERLANDS					
Postal Code:	NL-2661 CZ					
<b>PROPERTY NUMBERS Total: 1</b>						
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Property Type</th> <th style="width: 70%;">Number</th> </tr> <tr> <td>Application Number:</td> <td>10302906</td> </tr> </table>		Property Type	Number	Application Number:	10302906	
Property Type	Number					
Application Number:	10302906					
<b>CORRESPONDENCE DATA</b>						
Fax Number: (617)720-9601 <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> Phone: 617 720-9600 Email: lhall@bannerwitcoff.com Correspondent Name: John P. Iwanicki, Banner & Witcoff, Ltd. Address Line 1: 28 State Street, 28th Floor Address Line 4: Boston, MASSACHUSETTS 02109						
ATTORNEY DOCKET NUMBER:	05032-00077					
NAME OF SUBMITTER:	John P. Iwanicki, Reg. No. 34,628					
Total Attachments: 2 source=Merger - Notarial Declaration from De Ruiter 9-15-05)#page1.tif source=Merger - Notarial Declaration from De Ruiter 9-15-05)#page2.tif						

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## NOTARIAL DECLARATION

Undersigned,

Dominique François Margaretha Maria Zaman, civil law notary in Rotterdam,  
the Netherlands,

declares:

- (1) on the fourth day of July two thousand five a notarial deed of legal merger ('*juridische fusie*') between **Sporu B.V.**, a limited liability company under Dutch law, having its official seat at Bergschenhoek, the Netherlands (the "**Acquiring Company**") and **HD Seeds Management B.V.**, a limited liability company under Dutch law, having its official seat at Bergschenhoek, the Netherlands and **AC Seeds Management B.V.**, a limited liability company under Dutch law, having its official seat at Bergschenhoek, the Netherlands (HD Seeds Management B.V. and AC Seeds Management B.V. jointly hereinafter: the "**Companies Ceasing to Exist**") has been executed before the Undersigned, civil law notary. The legal merger has become into effect as from the fifth day of July two thousand five (the "**Merger Date**"). A true copy of the deed of legal merger is attached to this declaration;
- (2) as a consequence the Companies Ceasing to Exist have ceased to exist pursuant to Section 2:311 of the Dutch Civil Code and the Acquiring Company has acquired all assets and liabilities of the Companies Ceasing to Exist under general universal title of succession ('*algemene titel*') pursuant to Section 2:309 of the Dutch Civil Code;
- (3) on the fourth day of July two thousand five, immediately after the execution of the notarial deed of legal merger, a deed of amendment of the articles of association of the Acquiring Company has been executed before the Undersigned, civil law notary, by which the name of the Acquiring Company has been changed into "**De Ruiter Seeds B.V.**";
- (4) prior to the legal merger the Companies Ceasing to Exist acted as the managing partners of "**De Ruiter Seeds C.V.**", a limited partnership under Dutch law, which partnership had its office address at (2661 CZ) Bergschenhoek, the Netherlands, Leeuwenhoekweg 52 (registered with the Chamber of Commerce with file number 24265476) ("**De Ruiter**

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- C.V.”);
- (5) the Acquiring Company, De Ruiter Seeds B.V., acted as the limited partner of De Ruiter Seeds C.V.;
  - (6) as a consequence of the above-mentioned legal merger (as per the Merger Date), the Acquiring Company has acquired all assets and liabilities of the Companies Ceasing to Exist, related to the respective participation as managing partners of De Ruiter C.V.;
  - (7) subsequently the limited partner and the managing partners are since the Merger Date embodied in one legal entity, being the Acquiring Company (De Ruiter Seeds B.V.), resulting in De Ruiter C.V.’s termination by virtue of Dutch law (*‘van rechtswege’*);
  - (8) as a result of the abovementioned termination of De Ruiter C.V. by virtue of Dutch law and the legal merger, all assets and liabilities of De Ruiter C.V., including all patents and/or licences registered in the name and on behalf of De Ruiter C.V. have been transferred by general universal title of succession to the Acquiring Company and should therefore be registered in the name of the Acquiring Company (De Ruiter Seeds B.V.).

Rotterdam, 15 September 2005.

  
D.F.M.M. Zaman

