

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/01/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Western Farm Service, Inc.		12/19/2008	CORPORATION: DELAWARE
Crop Production Services, Inc.		12/19/2008	CORPORATION: DELAWARE
UAP Distribution Inc.		12/19/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Crop Production Services, Inc.
Street Address:	7251 West 4th Street
City:	Greeley
State/Country:	COLORADO
Postal Code:	80634
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Registration Number:	2935475	VISION
Registration Number:	2233729	DE-PHEAT 2
Registration Number:	2349053	CAL-SOURCE
Registration Number:	1762380	GAVICIDE
Registration Number:	2264604	ULTRA PRO
Registration Number:	3534861	SAFEGUARD
Registration Number:	1396216	SOURCE 1
Registration Number:	3313389	QUAD-9
Registration Number:	2995158	POWER UP
Registration Number:	3345234	WATERMAXX II
Registration Number:	1692272	FIRST CHOICE

OP \$1540.00 2935475

Registration Number:	3049360	FOLIAR PRIDE
Registration Number:	0771380	LEAF LIFE
Registration Number:	2503708	HOP-PHITE
Registration Number:	3096325	SHELTER
Registration Number:	2621494	CLEARCAL
Registration Number:	1762379	GAVICIDE-C
Registration Number:	2761727	T-PA
Registration Number:	2303954	KOOLDOWN/4
Registration Number:	2565303	ASSIST
Registration Number:	3004177	K-P
Registration Number:	1277589	LEAF ACT 80
Registration Number:	0746806	INTERNATIONAL
Registration Number:	1572693	MICRONEL
Registration Number:	2610575	INFUSE
Registration Number:	2529903	CHECK POINT
Registration Number:	3516156	PENETRON
Registration Number:	3523591	BLITZ
Registration Number:	1864062	PROFIT FROM OUR EXPERIENCE
Registration Number:	1960022	RZB
Registration Number:	2610573	SPARK
Registration Number:	1666345	SUL-TECH
Registration Number:	2407230	AMAZE GOLD
Registration Number:	0099641	BONANZA
Registration Number:	2702556	TASK FORCE
Registration Number:	3142103	INTIMIDATOR
Registration Number:	3224334	CARRIER
Registration Number:	3192329	SCANNER
Registration Number:	3142100	CERTIFY
Registration Number:	3150897	PATTERN
Registration Number:	2661011	MOMENTUM
Registration Number:	0729597	SUPER RAINBOW
Registration Number:	1288544	SULFACAL
Registration Number:	2984727	NUTRITION MAX
Registration Number:	2610574	DAZZLE
Registration Number:	0078690	RAINBOW

Registration Number:	3156374	TRIBUTE
Serial Number:	77410154	WATERMAXX
Serial Number:	77144119	BEAN CHASER
Serial Number:	77447122	TURFSMART
Serial Number:	77560174	FIRST CHOICE
Serial Number:	77526050	LEAF LIFE
Serial Number:	77136433	NUT CHASER
Serial Number:	77354320	GAVICIDE GREEN
Serial Number:	77503215	EXCEL 90
Serial Number:	77619460	LEAF LIFE ORGANICS
Serial Number:	77619456	LEAF LIFE ORGANICS
Serial Number:	77526110	LEAF LIFE ORGANICS
Serial Number:	78808270	N PHOURCE 44
Serial Number:	78808852	CHASER
Serial Number:	77618087	CPS

CORRESPONDENCE DATA

Fax Number: (410)280-6758
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 410 280 6608
Email: msmith@laubscherlaw.com
Correspondent Name: Lawrence E Laubscher Jr
Address Line 1: 1160 Spa Road
Address Line 2: Suite 2B
Address Line 4: Annapolis, MARYLAND 21403

ATTORNEY DOCKET NUMBER:	25298
NAME OF SUBMITTER:	Lawrence E. Laubscher Jr.
Signature:	/l/ljr/
Date:	04/17/2009

Total Attachments: 7
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Delaware

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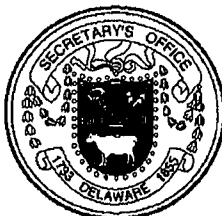
The First State

I, HARRIET SMITH WINDSOR, 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:

"CROP PRODUCTION SERVICES, INC.", A DELAWARE CORPORATION,
"WESTERN FARM SERVICE, INC.", A DELAWARE CORPORATION,
WITH AND INTO "UAP DISTRIBUTION, INC." UNDER THE NAME OF
"CROP PRODUCTION SERVICES, INC.", A CORPORATION ORGANIZED AND
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED
AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D.
2008, AT 6:55 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF
THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,
A.D. 2009, AT 2:05 O'CLOCK A.M.

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



3678416 8100M

081235623

You may verify this certificate online
at corp.delaware.gov/authver.shtml

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 7062206

DATE: 01-05-09

TRADEMARK
REEL: 003971 FRAME: 0515

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

WESTERN FARM SERVICE, INC.
a Delaware corporation
and
CROP PRODUCTION SERVICES, INC.
a Delaware corporation
with and into
UAP DISTRIBUTION, INC.
a Delaware corporation

Pursuant to Section 251 of the Delaware General Corporation Law (the "DGCL"), UAP Distribution, Inc., a Delaware corporation (the "Corporation"), hereby certifies the following information relating to the merger of Western Farm Service, Inc., a Delaware corporation ("WFS") and Crop Production Services, Inc., a Delaware corporation ("CPS"), with and into the Corporation (the "Merger"):

FIRST: The names of the constituent corporations in the Merger (the "Constituent Corporations") and their states of incorporation are as follows:

<u>Name</u>	<u>State</u>
Western Farm Service, Inc.	Delaware
Crop Production Services, Inc.	Delaware
UAP Distribution, Inc.	Delaware

SECOND: The Agreement and Plan of Merger, dated as of December 19, 2008 (the "Merger Agreement"), between the Corporation, WFS and CPS, setting forth the terms and conditions of the Merger, has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the provisions of Section 251 of the DGCL.

THIRD: The name of the surviving corporation in the Merger is UAP Distribution, Inc.

FOURTH: The Certificate of Incorporation of the Corporation shall be amended so that the paragraph setting forth the name of the corporation shall read as follows:

The name of the corporation shall be Crop Production Services, Inc.

FIFTH: The executed Merger Agreement is on file at the office of the surviving corporation located at 7251 West 4th Street, Greeley, Colorado 80634.

SIXTH: A copy of the Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of either of the Constituent Corporations.

SEVENTH: This Certificate of Merger, and the Merger provided for herein, shall become effective at 2:05 a.m., Eastern time on January 1, 2009.

[Remainder of page left blank; signature page follows.]

IN WITNESS WHEREOF, the surviving corporation has caused this Certificate of Merger to be executed by an authorized officer as of this ~~17th~~^{19th} day of December, 2008.

UAP DISTRIBUTION, INC.

By: 

Name: Richard L. Gearheard

Title: President & Chief Executive Officer

Schedule "A"

Trademark	Registration/Application No.
VISION	2,935,475
DE-PHEAT 2 (& design)	2,233,729
CAL-SOURCE	2,349,053
GAVICIDE	1,762,380
ULTRA PRO	2,264,604
SAFEGUARD	3,534,861
SOURCE 1 (& design)	1,396,216
QUAD-9	3,313,389
POWER UP	2,995,158
WATERMAXX II	3,345,234
FIRST CHOICE (& design)	1,692,272
FOLIAR PRIDE	3,049,360
LEAF LIFE	0,771,380
HOP-PHITE	2,503,708
SHELTER	3,096,325
CLEARCAL	2,621,494
GAVICIDE-C (& design)	1,762,379
T-PA	2,761,727
KOOLDOWN/4	2,303,954
ASSIST	2,565,303
K-P	3,004,177
LEAF ACT 80 (& design)	1,277,589
WATERMAXX	77/410,154
BEAN CHASER	77/144,119
TURFSMART (& design)	77/447,122
FIRST CHOICE (& design)	77/560,174
LEAF LIFE	77/526,050
NUT CHASER	77/136,433

Trademark	Registration/Application No.
GAVICIDE GREEN	77/354,320
EXCEL 90	77/503,215
LEAF LIFE ORGANICS (& design vertical)	77/619,460
LEAF LIFE ORGANICS (& design horizontal)	77/619,456
LEAF LIFE ORGANICS	77/526,110
N-PHOURCE 44	78/808,270
CHASER	78/808,852
INTERNATIONAL	0,746,806
MICRONEL	1,572,693
INFUSE	2,610,575
CHECK POINT	2,529,903
PENETRON	3,516,156
BLITZ	3,523,591
PROFIT FROM OUR EXPERIENCE	1,864,062
RZB	1,960,022
SPARK	2,610,573
SUL-TECH	1,666,345
AMAZE GOLD	2,407,230
BONANZA	0,099,641
TASK FORCE	2,702,556
INTIMIDATOR	3,142,103
CARRIER	3,224,334
SCANNER	3,192,329
CERTIFY	3,142,100
PATTERN	3,150,897
MOMENTUM	2,661,011
SUPER RAINBOW	0,729,597
SULFACAL	1,288,544
NUTRITION MAX	2,984,727

Trademark	Registration/Application No.
DAZZLE	2,610,574
RAINBOW (& design)	0,078,690
TRIBUTE (& design)	3,156,374
CPS (& design)	77/618,087