

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM320000

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	CHANGE OF NAME		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
West Central, Inc.		10/01/2014	CORPORATION: MINNESOTA
RECEIVING PARTY DATA			
Name:	West Central Distribution, LLC		
Street Address:	2700 Trott Avenue SW		
City:	Willmar		
State/Country:	MINNESOTA		
Postal Code:	56201		
Entity Type:	LIMITED LIABILITY COMPANY: MINNESOTA		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Serial Number:	86129868	LEADERS OF IN-FURROW TECHNOLOGY	
Serial Number:	86258594	LINKAGE	
Serial Number:	86164610	BARBARIAN MAX	
Serial Number:	86289396	WEST CENTRAL	
Serial Number:	86289382	WEST CENTRAL	
Registration Number:	4105232	EB MIX	
Registration Number:	4096320	REDLINE	
Registration Number:	4548438	NUTRIENT SHUTTLE EFFECT	
Registration Number:	4189175	BLUE TSUNAMI	
Registration Number:	3661899	WEST CENTRAL, INC. WORLD CLASS SOLUTIONS	
CORRESPONDENCE DATA			
Fax Number:	3127595646		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	312-214-8314		
Email:	rmalinowski@btlaw.com		
Correspondent Name:	Barnes & Thornburg LLP		
Address Line 1:	PO Box 2786		
Address Line 4:	Chicago, ILLINOIS 60690-2786		
ATTORNEY DOCKET NUMBER:	10014389-100		

CH \$265.00 86129868

NAME OF SUBMITTER:	Melissa A. Vallone
SIGNATURE:	/mvallone/
DATE SIGNED:	10/14/2014
Total Attachments: 7 source=Certified Articles of Conversion of West Central#page1.tif source=Certified Articles of Conversion of West Central#page2.tif source=Certified Articles of Conversion of West Central#page3.tif source=Certified Articles of Conversion of West Central#page4.tif source=Certified Articles of Conversion of West Central#page5.tif source=Certified Articles of Conversion of West Central#page6.tif source=Certified Articles of Conversion of West Central#page7.tif	

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ARTICLES OF CONVERSION OF
WEST CENTRAL, INC.

Pursuant to section 302A.687 of the Minnesota Business Corporation Act, the undersigned, being the President of West Central, Inc., a Minnesota corporation (the "Corporation"), hereby certifies that:

1. **Plan of Conversion.** Pursuant to the Plan of Conversion, a true and correct copy of which is attached hereto and incorporated herein by this reference as Exhibit A (the "Plan"), the Corporation shall be converted from a Minnesota business corporation under Minnesota Statutes Chapter 302A to a Minnesota limited liability company under Minnesota Statutes Chapter 322B (the "Conversion"). The name of the converted organization immediately after the Effective Time of the Conversion shall be West Central Distribution, LLC (the "Company").

2. **Approval.** The Plan has been approved by the Corporation under Minnesota Statutes Section 302A.685. Specifically, the Plan has been approved by the sole shareholder and all of the members of the Board of Directors of the Corporation by authorizing the same in writing signed by the sole shareholder and all of the members of the Board of Directors of the Corporation pursuant to Minnesota Statutes Sections 302A.441 and 302A.239, respectively.

3. **Articles of Organization.** The Articles of Organization of West Central Distribution, LLC as the converted organization are included in the Plan attached hereto as Exhibit A-1 to the Plan.

4. **Effective Time.** The Conversion shall be effective as of the later of (i) the time and date these Articles of Conversion are filed with the office of the Minnesota Secretary of State, or (ii) 12:01 a.m. on October 1, 2014 (the "Effective Time").

The undersigned hereby certifies (i) that the foregoing is true and accurate, (ii) that he has the authority to sign these Articles of Conversion on behalf of the Corporation, and (iii) that he understands that by signing these Articles of Conversion, he is subject to the penalties of perjury as set forth in Minn. Stat. Section 609.48 as if he has signed these Articles of Conversion under oath.

Dated: October 1, 2014

WEST CENTRAL, INC.


By: 
Dale J. Engan, its President

EXHIBIT A
PLAN OF CONVERSION

[See Attached]

PLAN OF CONVERSION

THIS PLAN OF CONVERSION is made and entered into this 15^T day of October, 2014, by West Central, Inc., a Minnesota corporation (the "Corporation").

WHEREAS, the Corporation deems it advisable and in the best interest of the Corporation and its sole shareholder that the Corporation convert from a Minnesota corporation governed by Minnesota Statutes Chapter 302A to a Minnesota limited liability company governed by Minnesota Statutes Chapter 322B, in accordance with the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the foregoing premises, the Corporation shall be converted from a corporation to a limited liability company upon the terms and conditions set forth herein.

1. CONVERSION

1.01 **Conversion of the Corporation.** At the Effective Time (as defined in Section 1.03), the Corporation, as the converting organization, shall be converted from a Minnesota corporation to a Minnesota limited liability company pursuant to Minnesota Statutes Section 302A.681 (the "Conversion"). The name of the converted organization following the Conversion shall be West Central Distribution, LLC (the "Company"). At the Effective Time, the Corporation's status as a Minnesota business corporation shall cease and the Company, as the converted organization, shall thereafter be a Minnesota limited liability company.

1.02 **Effect of Conversion.** At the Effective Time, pursuant to Minnesota Statutes Section 302A.691, (i) the Company shall have all of the rights, privileges, immunities and powers, and will be subject to all of the duties and liabilities, of a limited liability company organized under Minnesota Statutes Chapter 322B, (ii) all real, personal and mixed property owned by the Corporation shall remain vested in the Company, (iii) all debts, liabilities and other obligations of the Corporation shall continue as obligations of the Company, (iv) any action or proceeding pending by or against the Corporation may be continued as if the Conversion had not occurred, and (v) all rights, privileges, immunities and powers of the Corporation shall remain vested in the Company.

1.03 **Effective Time of Conversion.** The Conversion shall be effective as of the later of (i) the date and time of filing of the Articles of Conversion (which shall include this Plan of Conversion and the attached Articles of Organization) with the office of the Minnesota Secretary of State, or (ii) 12:01 a.m. on October 1, 2014 (the "Effective Time").

2. ARTICLES OF CONVERSION

Articles of Conversion shall be prepared pursuant to Minnesota Statutes Section 302A.687 and such Articles of Conversion shall be signed on behalf of the Corporation and filed with the office of the Minnesota Secretary of State.

3. **GOVERNING DOCUMENTS**

The Articles of Incorporation and the Bylaws of the Corporation shall be terminated as of the Effective Time, and the affairs of the Company shall thereafter be governed by the Articles of Organization, attached hereto as Exhibit A-1, and Member Control Agreement of the Company (the "*LLC Agreement*"), which shall be dated and effective as of the Effective Time, subject to such amendments as the members may make to the Articles of Organization or the LLC Agreement at or after the Effective Time. The Articles of Organization shall be signed by the organizer named therein and shall be filed simultaneously with the filing of the Articles of Conversion with the Minnesota Secretary of State

4. **CONVERSION OF STOCK**

All of the issued and outstanding shares of each class and series of capital stock of the Corporation as of the Effective Time shall be converted on a pro rata basis into membership interests in the Company.

5. **PAYMENT OF EXPENSES**

The Company shall pay all expense of carrying this Plan of Conversion into effect and of accomplishing the Conversion.

6. **GENERAL**

6.01 **Termination and Abandonment.** At any time prior to the Effective Time of the Conversion, this Plan of Conversion may be terminated and the Conversion abandoned by resolution of the sole shareholder of the Corporation.

6.02 **Amendment.** This Plan of Conversion may be amended at any time prior to the Effective Time of the Conversion by resolution of the sole shareholder of the Corporation.

6.03 **Headings.** The headings set forth herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Plan.

IN WITNESS WHEREOF, the Corporation has executed this Plan of Conversion as of the day, month and year first above written.

WEST CENTRAL, INC.


By: 
Dale J. Engan, its President

EXHIBIT A-1
ARTICLES OF ORGANIZATION

[See Attached]

**ARTICLES OF ORGANIZATION OF
WEST CENTRAL DISTRIBUTION, LLC**

The undersigned organizer, being a natural person of 18 years of age or older, in order to form a limited liability company under the provisions of Minnesota Statutes, Chapter 322B, hereby adopts the following Articles of Organization:

ARTICLE I

The name of this limited liability company is West Central Distribution, LLC.

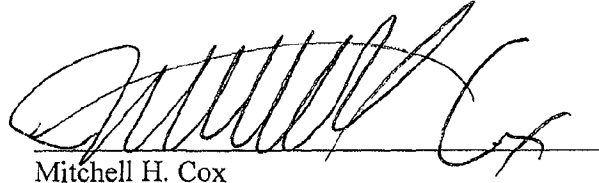
ARTICLE II

The location and mailing address of the registered office of this limited liability company in the State of Minnesota is 2700 Trott Avenue Southwest, P.O. Box 897, Willmar, Minnesota 56201.

ARTICLE III

The name and address of the sole organizer of this limited liability company are as follows: Mitchell H. Cox, 150 South Fifth Street, Suite 1200, Minneapolis, Minnesota 55402

IN WITNESS WHEREOF, I have executed these Articles of Organization this 1st day of October, 2014.



Mitchell H. Cox
Its Organizer

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

OCT 01 2014

Mark Kitchie
Secretary of State

STATE OF MINNESOTA

DEPARTMENT OF STATE

I hereby certify that this is a true and complete copy of the document as filed for record in this office.

DATED 10/11/14

Mark Ritchie

Secretary of State



By

M. A. S. M. T.