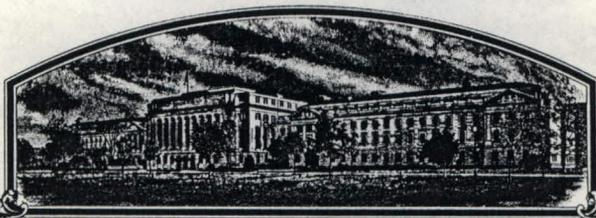


No.

8900107



# THE UNITED STATES OF AMERICA

TO ALL TO WHOM THESE PRESENTS SHALL COME;

## Rogers Nk Seed Co.

Whereas, THERE HAS BEEN PRESENTED TO THE  
**Secretary of Agriculture**

AN APPLICATION REQUESTING A CERTIFICATE OF PROTECTION FOR AN ALLEGED NOVEL VARIETY OF SEXUALLY REPRODUCED PLANT, THE NAME AND DESCRIPTION OF WHICH ARE CONTAINED IN THE APPLICATION AND EXHIBITS, A COPY OF WHICH IS HEREUNTO ANNEXED AND MADE A PART HEREOF, AND THE VARIOUS REQUIREMENTS OF LAW IN SUCH CASES MADE AND PROVIDED HAVE BEEN COMPLIED WITH, AND THE TITLE THERETO IS, FROM THE RECORDS OF THE PLANT VARIETY PROTECTION OFFICE, IN THE APPLICANT(S) INDICATED IN THE SAID COPY, AND WHEREAS, UPON DUE EXAMINATION MADE, THE SAID APPLICANT(S) IS (ARE) ADJUDGED TO BE ENTITLED TO A CERTIFICATE OF PLANT VARIETY PROTECTION UNDER THE LAW.

NOW, THEREFORE, THIS CERTIFICATE OF PLANT VARIETY PROTECTION IS TO GRANT UNTO THE SAID APPLICANT(S) AND THE SUCCESSORS, HEIRS OR ASSIGNS OF THE SAID APPLICANT(S) FOR THE TERM OF *eighteen* YEARS FROM THE DATE OF THIS GRANT, SUBJECT TO THE PAYMENT OF THE REQUIRED FEES AND PERIODIC REPLENISHMENT OF VIABLE BASIC SEED OF THE VARIETY IN A PUBLIC REPOSITORY AS PROVIDED BY LAW, THE RIGHT TO EXCLUDE OTHERS FROM SELLING THE VARIETY, OR OFFERING IT FOR SALE, OR REPRODUCING IT, IMPORTING IT, OR EXPORTING IT, OR USING IT IN PRODUCING A HYBRID OR DIFFERENT VARIETY THEREFROM, TO THE EXTENT PROVIDED BY THE PLANT VARIETY PROTECTION ACT (U.S.C. 1542, AS AMENDED, 7 U.S.C. 2321 ET SEQ.)

PEA

'Nordic'

In Testimony Whereof, I have hereunto set my hand and caused the seal of the Plant Variety Protection Office to be affixed at the City of Washington, D. C. this 31st day of July in the year of our Lord one thousand nine hundred and ninety-one.

Attest:

*Kenneth H. Evans*  
Commissioner  
Plant Variety Protection Office  
Agricultural Marketing Service

*Ed Madigan*  
Secretary of Agriculture



U.S. DEPARTMENT OF AGRICULTURE  
AGRICULTURAL MARKETING SERVICE

FORM APPROVED: OMB NO. 0581-0055

Application is required in order to determine if a plant variety protection certificate is to be issued (7 U.S.C. 2421). Information is held confidential until certificate is issued (7 U.S.C. 2426).

**APPLICATION FOR PLANT VARIETY PROTECTION CERTIFICATE**

(Instructions on reverse)

JMS  
7/23/90

JMS  
7/23/90

1. NAME OF APPLICANT(S) Rogers <del>Brothers</del> Seed Company <i>NK</i>		2. TEMPORARY DESIGNATION H955-1-1	3. VARIETY NAME 'Nordic'
4. ADDRESS (Street and No. or R.F.D. No., City, State, and Zip Code) <del>P.O. Box 4727</del> <i>Research Center</i> <del>Boise, ID 83711-0727</del> <i>6338 Highway 20-26</i> <i>Nampa, ID 83687</i>		5. PHONE (Include area code) <del>208/322-7272</del> <i>466-0319</i>	FOR OFFICIAL USE ONLY PVPO NUMBER 8900107
6. GENUS AND SPECIES NAME <u>Pisum Sativum</u>	7. FAMILY NAME (Botanical) Leguminosae		FILING DATE <i>Mar 8, 1989</i> TIME <i>1:30</i> <input type="checkbox"/> A.M. <input checked="" type="checkbox"/> P.M.
8. KIND NAME Freezer Pea	9. DATE OF DETERMINATION <del>1988</del> <i>1983</i> <i>AAA permitted</i> <i>15 Nov 1990</i>		FEES RECEIVED AMOUNT FOR FILING \$ <i>1800.00</i> DATE <i>Dec 27, 1988</i> AMOUNT FOR CERTIFICATE \$ <i>200.00</i> DATE <i>July 15, 1991</i>
10. IF THE APPLICANT NAMED IS NOT A "PERSON," GIVE FORM OF ORGANIZATION (Corporation, partnership, association, etc.)  Coroporation			
11. IF INCORPORATED, GIVE STATE OF INCORPORATION Deleware			12. DATE OF INCORPORATION 2-25-88
13. NAME AND ADDRESS OF APPLICANT REPRESENTATIVE(S), IF ANY, TO SERVE IN THIS APPLICATION AND RECEIVE ALL PAPERS Rogers Brothers Seed Company <del>P.O. Box 4727</del> <i>Research Center</i> <del>Boise, ID 83711-0727</del> <i>6338 Highway 20-26</i> <i>Nampa, ID 83687</i> <i>466-0319</i> PHONE (Include area code): <del>208/322-7272</del>			
14. CHECK APPROPRIATE BOX FOR EACH ATTACHMENT SUBMITTED a. <input checked="" type="checkbox"/> Exhibit A, Origin and Breeding History of the Variety (See Section 52 of the Plant Variety Protection Act.) b. <input checked="" type="checkbox"/> Exhibit B, Novelty Statement. c. <input checked="" type="checkbox"/> Exhibit C, Objective Description of Variety (Request form from Plant Variety Protection Office.) d. <input checked="" type="checkbox"/> Exhibit D, Additional Description of Variety. e. <input checked="" type="checkbox"/> Exhibit E, Statement of the Basis of Applicant's Ownership.			
15. DOES THE APPLICANT(S) SPECIFY THAT SEED OF THIS VARIETY BE SOLD BY VARIETY NAME ONLY AS A CLASS OF CERTIFIED SEED? (See Section 83(a) of the Plant Variety Protection Act.) <input type="checkbox"/> Yes (If "Yes," answer items 16 and 17 below) <input checked="" type="checkbox"/> No			
16. DOES THE APPLICANT(S) SPECIFY THAT THIS VARIETY BE LIMITED AS TO NUMBER OF GENERATIONS? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		17. IF "YES" TO ITEM 16, WHICH CLASSES OF PRODUCTION BEYOND BREEDER SEED? <input type="checkbox"/> Foundation <input type="checkbox"/> Registered <input type="checkbox"/> Certified	
18. DID THE APPLICANT(S) PREVIOUSLY FILE FOR PROTECTION OF THE VARIETY IN THE U.S.? <input type="checkbox"/> Yes (If "Yes," give date) <input checked="" type="checkbox"/> No			
19. HAS THE VARIETY BEEN RELEASED, OFFERED FOR SALE, OR MARKETED IN THE U.S. OR OTHER COUNTRIES? <i>U.S.A. - Trial Sales only in 1987 and 1988</i> <input checked="" type="checkbox"/> Yes (If "Yes," give names of countries and dates) <input type="checkbox"/> No			
20. The applicant(s) declare(s) that a viable sample of basic seeds of this variety will be furnished with the application and will be replenished upon request in accordance with such regulations as may be applicable. The undersigned applicant(s) is (are) the owner(s) of this sexually reproduced novel plant variety, and believe(s) that the variety is distinct, uniform, and stable as required in Section 41, and is entitled to protection under the provisions of Section 42 of the Plant Variety Protection Act. Applicant(s) is (are) informed that false representation herein can jeopardize protection and result in penalties.			
SIGNATURE OF APPLICANT <i>Paul Moor</i>			DATE <i>14 Dec 88</i>
SIGNATURE OF APPLICANT			DATE

## INSTRUCTIONS

**General:** Send an original copy of the application and exhibits, at least 2,500 viable seeds (*furnish only untreated seed*), and \$1,800 fee (*\$200 filing fee and \$1,600 examination fee*) to the U. S. Department of Agriculture, Agricultural Marketing Service, Plant Variety Protection Office, National Agricultural Library Building, Beltsville, Maryland 20705. (*See Section 180.175 of the Regulations and Rules of Practice.*) Retain one copy for your files. All items on the face of the form are self-explanatory unless noted below.

### Item

- 9 Give the date the applicant determined that he had a new variety based on (1) the definition in Section 41(a) of the Act and (2) the date a decision was made to increase the seed.
- 14a Give: (1) the genealogy, including public and commercial varieties, lines, or clones used, and the breeding method; (2) the details of subsequent stages of selection and multiplication; (3) the type and frequency of variants during reproduction and multiplication and state how these variants may be identified and (4) evidence of uniformity and stability.
- 14b Give a summary statement of the variety's novelty. Clearly state how this novel variety may be distinguished from all other varieties in the same crop. If the new variety most closely resembles one or a group of related varieties: (1) identify these varieties and state all differences objectively; (2) attach statistical data for characters expressed numerically and demonstrate that these are clear differences; and (3) submit, if helpful, seed and plant specimens or photographs of seed and plant comparisons clearly indicating novelty.
- 14c Fill in the Exhibit C, Objective Description form, for all characteristics for which you have adequate data.
- 14d Describe any additional characteristics that are not described, or whose description cannot be accurately conveyed in Exhibit C. Use comparative varieties as is necessary to reveal more accurately the description of characteristics that are difficult to describe, such as plant habit, plant color, disease resistance, etc.
- 14e Section 52(4) of the Plant Variety Protection Act requires applicants to furnish a statement of the basis of the applicant's ownership. The applicant may be the actual breeder, the employer of the breeder, the owner through purchase or inheritance, etc.
- 15 If "Yes" is specified (*seed of this variety be sold by variety name only as a class of certified seed*) the applicant may NOT reverse his affirmative decision after the variety has either been sold and so labeled, his decision published, or the certificate has been issued. However, if the applicant specified "No," he may change his choice. (*See Section 180.16 of the Regulations and Rules of Practice.*)
- 19 See Sections 41 (i,j) and 42 of the Plant Variety Protection Act and Section 180.7 of the Regulations and Rules of Practice for eligibility requirements.

NOTE: All information submitted in support of an application becomes PUBLIC INFORMATION once the certificate is issued. (*See Section 180.17 of the Regulations and Rules of Practice.*)

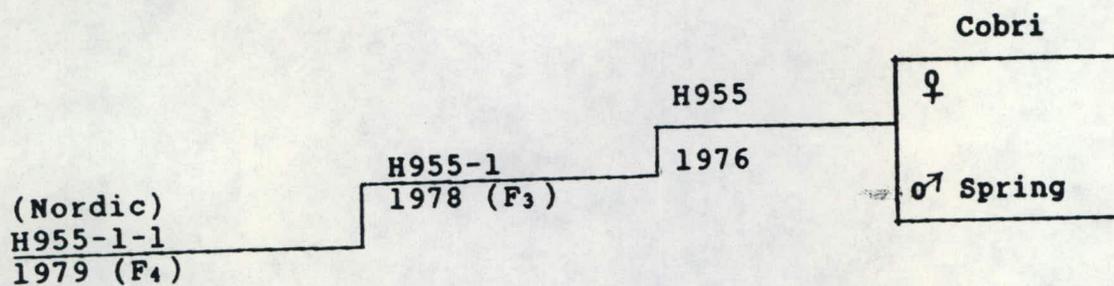


Exhibit 14A.

December 14, 1988

Pedigree Chart For: 'Nordic'

By: Rogers Brothers Seed Company



First Increase

1983 (48 lbs.)

Exhibit 14A (continued)(revised)  
November 1, 1990

ORIGIN AND BREEDING HISTORY  
'NORDIC'

'Nordic' is the result of a hand pollinated cross between 'Cobri'() and 'Spring'() in 1976. 'Cobri' is a late (14-15 node), starchy seeded, Sluis and Groot canning variety. 'Spring' is a wrinkled seeded, 9 node, Asgrow freezer variety.

'Nordic' (H955-1-1) was selected as a 9 node, wrinkle seeded, freezer variety in 1979. In 1980, we experienced our first severe field epidemic of Pea Leafroll in our Twin Falls, ID nursery. 'Nordic' proved to be resistant to Pea Leafroll. 'Cobri' was resistant and 'Spring' was very susceptible. 'Nordic' has been observed in Twin Falls trials since 1980 and has been shown to be stable for type, disease resistance and freedom from offtypes. Some examples of rouging reports for off-types and mixtures in 1989 are as follows:

VARIETY	LOT NUMBER	AMOUNT PLANTED	COMMENTS
Nordic	89P536	251b	Zero Found
Nordic	89P537	251b	Zero Found
Nordic	89P538	251b	*Five Semi- Leaf Pulled
Nordic	89P539	51b	*One Semi- Leaf Pulled

\*These were found to be mechanical mixtures, not offtypes.

Preliminary trials began in 1987 with two processors and 20,000 pounds. In 1988, trials were sent to five processors in the U. S., totaling 116,364 pounds. Commercial sales began in February of 1989.

Exhibit 14B.

December 14, 1988

Data Indicative of Novelty

'Nordic' is most similar to 'Spring', but differs in that 'Nordic' is resistant to Pea Leaf Roll whereas 'Spring' is susceptible.

UNITED STATES DEPARTMENT OF AGRICULTURE  
AGRICULTURAL MARKETING SERVICE  
LIVESTOCK, POULTRY, GRAIN & SEED DIVISION  
NATIONAL AGRICULTURAL LIBRARY  
BELTSVILLE, MARYLAND 20705  
**OBJECTIVE DESCRIPTION OF VARIETY**  
PEA (*PISUM SATIVUM*)

NAME OF APPLICANT(S) Rogers Brothers Seed Company	VARIETY NAME OR TEMPORARY DESIGNATION 'Nordic'
ADDRESS (Street and No. or R.F.D. No., City, State, and ZIP Code) P. O. Box 4727 Boise, ID: 83711-0727	FOR OFFICIAL USE ONLY PVPO NUMBER 8900107

Place the appropriate number that describes the varietal character in the boxes below.  
Place a zero in first box (e.g. 089 or 09) when number is either 99 or less or 9 or less.

1. TYPE:

1 - GARDEN    2 - FIELD    3 - EDIBLE-PODDED

2. MATURITY:

Node number of first bloom:       No. of days to processing        Heat Units

No. of days Earlier than . . . . .  } 1 - ALASKA WR    2 - THOMAS LAXTON WR    3 - LITTLE MARVEL

No. of days Later than . . . . .  } 4 - WANDO    5 - ALDERMAN WR    6 - AUSTRIAN WINTER

3. PLANT HEIGHT:

CM. HIGH

Cm. Shorter than . . . . .  } 1 - ALASKA WR    2 - THOMAS LAXTON WR    3 - LITTLE MARVEL

Cm. Taller than . . . . .  } 4 - WANDO    5 - ALDERMAN WR    6 - AUSTRIAN WINTER

4. VINE:

Habit: 1 - DETERMINATE    2 - INDETERMINATE     Stockiness: 1 - SLIM (Alaska)    3 - HEAVY (Alderman)  
2 - MEDIUM (Thomas Laxton WR)

Branching: 1 - NONE (Alaska)    2 - 1-2 BRANCHES (Little Marvel)    3 - MORE THAN 2 BRANCHES (Dwarf Green Sugar)

Internodes: 1 - STRAIGHT    2 - ZIG ZAG      NUMBER OF NODES

5. LEAFLETS:

Color: 1 - LIGHT GREEN (Alaska WR)    2 - MED. GREEN (Thomas Laxton WR)    3 - DARK GREEN (Alderman)  
4 - OTHER (Specify)

Wax: 1 - NONE    2 - LIGHT    3 - MEDIUM     1 - NOT MARBLED    2 - MARBLED (Alaska)  
4 - HEAVY

Number of leaflet pairs: 1 - NOT PAIRED    2 - ONE    3 - TWO    4 - THREE OR MORE

6. STIPULES:

1 - LACKING    2 - PRESENT     1 - NOT CLASPING    2 - CLASPING

1 - NOT MARBLED    2 - MARBLED     Size (Compared with leaflets): 1 - SMALLER    2 - SAME  
3 - LARGER

Color (Compared with leaflets): 1 - LIGHTER    2 - SAME    3 - DARKER

7. FLOWER COLOR:

VENATION     STANDARD     WING     KEEL    1 - WHITE    2 - GREENISH    3 - LAVENDER  
4 - PURPLE    5 - RED  
6 - OTHER (Specify)

8. PODS:

1 Shape: 1 - STRAIGHT 2 - SLIGHTLY CURVED 3 - CURVED  2 End: 1 - POINTED (Aldermen) 2 - BLUNT (Alaska)  
 2 Color: 1 - LIGHT GREEN (Alaska WR) 2 - MEDIUM GREEN 3 - DARK GREEN (Aldermen) 4 - OTHER (Specify) \_\_\_\_\_  
 1 Surface: 1 - SMOOTH 2 - ROUGH  2 Surface: 1 - SHINY 2 - DULL  
 3 Borne: 1 - SINGLE 2 - DOUBLE 3 - SINGLE AND DOUBLE 4 - SINGLE, DOUBLE, & TRIPEE  
           5 - DOUBLE & TRIPLE 6 - TRIPLE 7 - OTHER (Specify) \_\_\_\_\_  
 6.5  CM. LENGTH  1  3 MM. WIDTH (Between sutures)  0  7 NO. SEEDS PER POD

9. SEEDS (95-100 Tenderometer):

1 Color: 1 - LIGHT GREEN 2 - GREEN 3 - DARK GREEN 4 - OTHER (Specify) \_\_\_\_\_  
 Selve: %  0  8  1  7  1  4  2  7  2  6  0  8      3  7  2 AVERAGE

SEEDS (Dry, Mature):

4 Shape: 1 - FLATTENED 2 - ANGULAR 3 - OVAL 4 - ROUNDED  
 3 Surface: 1 - SMOOTH 2 - DIMPLED 3 - WRINKLED  2 Surface: 1 - SHINY 2 - DULL  
 1 Color Pattern: 1 - MONOCOLOR 2 - MOTTLED 3 - STRIPED 4 - DOTTED  
 4 Primary Color: 1 - CREAMY-WHITE 2 - CREAM & GREEN 3 - LIGHT GREEN 4 - MEDIUM GREEN  
                           5 - DARK GREEN 6 - BLUE-GREEN 7 - YELLOW 8 - BROWN 9 - RED  
 Secondary Color: 10 - GRAY 11 - BLACK  
 2 Hilum Floor Color: 1 - WHITE 2 - TAN 3 - BLACK  1 Cotyledon Color: 1 - GREEN 2 - YELLOW 3 - ORANGE  
 1  9 GRAMS PER 100 SEEDS

10. DISEASE: (0 = Not Tested; 1 = Susceptible; 2 = Resistant)

2 FUSARIUM WILT (Race 1)  0 NEAR-WILT  0 DOWNY MILDEW  
 0 ASCOCHYTA BLIGHT  1 POWDERY MILDEW  0 BACTERIAL BLIGHT  
 0 MOSAIC  0 PEA ENATION MOSAIC  0 YELLOW BEAN MOSAIC  
 2 OTHER (Specify) Pea Leaf Roll Virus



11. INSECT: (0 = Not Tested; 1 = Susceptible; 2 = Resistant)

0 APHIDS  OTHER (Specify) \_\_\_\_\_

12. INDICATE WHICH VARIETY MOST CLOSELY RESEMBLES THAT SUBMITTED

CHARACTER	NAME OF VARIETY	CHARACTER	NAME OF VARIETY
Leafiness	Cobri	Fresh Seed Color	Spring
Leaf Color	Cobri	Mature Seed Color	Spring
Pod Color	Spring	Seed Shape	Spring
Pod Shape	Cobri	Plant Habit	Spring

COMMENTS:

'Nordic' is resistant to Pea Leaf Roll virus whereas 'Spring' is susceptible.

Exhibit 14D.

December 14, 1988

## Additional Description of 'Nordic'

'Nordic' is an early, freezer variety, which blooms first on the 9th node. Pods are borne in singles and doubles, averaging 3.72 in sieve size. The variety is determinate. 'Nordic' is resistant to Race 1 (Fusarium Wilt) and Pea Leaf Roll.

Exhibit 14E.

December 14, 1988

Statement of the Basis of Applicant's Ownership

The variety 'Nordic' is the result of a cross between 'Cobri' and 'Spring' in 1976. All selections and increases have been made by Rogers Brothers Seed Company and the variety is owned by said company.

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "ROGERS NK SEED CO.", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "ROGERS SEED CO.", THE FIFTH DAY OF MAY, A.D. 1994, AT 9 O'CLOCK A.M.



*William T. Quillen*  
\_\_\_\_\_  
William T. Quillen, Secretary of State

0810041 8320

944080001

AUTHENTICATION: 7120759

DATE: 05-16-94

98

**CERTIFICATE OF AMENDMENT**  
**OF**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ROGERS NK SEED CO.**

Adopted in accordance with the provisions  
of Section 242 of the General Corporation  
Law of the State of Delaware

EFFECTIVE DATE: June 1, 1994

We, Willem van Overschot, President, and Richard B. Geller, Secretary, of Rogers NK Seed Co., a corporation existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: The Certificate of Incorporation of the corporation was filed on 2/27/75.

SECOND: The Certificate of Incorporation of said corporation has been amended as follows:

By striking out the whole of Article I thereof as it now exists and inserting in lieu and instead thereof, a new Article I, reading as follows:

**ARTICLE I**

Name

The name of the Corporation is ROGERS SEED CO.

THIRD: Such amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware, by the unanimous written consent of all of the stockholders entitled to vote in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: See attached Written Consent of Sole Shareholder and Board of Directors' Resolution.

IN WITNESS WHEREOF, we have signed this certificate this 13<sup>th</sup> day of April, 1994.

Willem van Overschot  
Willem van Overschot, President

Richard B. Geller  
Richard B. Geller, Secretary

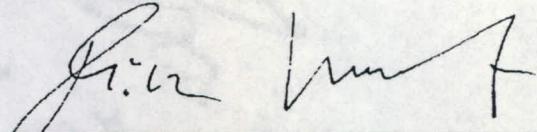
ROGERS NK SEED CO.

WRITTEN CONSENT OF SOLE SHAREHOLDER

SANDOZ CORPORATION, owner of all of the issued and outstanding shares of ROGERS NK SEED CO., hereby consents, pursuant to Section 228 of the Delaware General Corporation Law, to the adoption of the following resolution as and for the act of the shareholder:

RESOLVED, that SANDOZ CORPORATION, as sole shareholder, approves the amendment to Article I of the Certificate of Incorporation of ROGERS NK SEED CO., changing its name to **ROGERS SEED CO.**

Dated: April 22, 1994

  
Heinz P. Imhof,  
Chief Executive Officer  
Sandoz Corporation

ROGERS NK SEED CO.

**RESOLUTION**

RESOLVED, that according to Section 242 of the General Corporation Law of the State of Delaware, that Article I of the Certificate of Incorporation be amended, effective June 1, 1994, to read as follows: The name of the Corporation is **ROGERS SEED CO.**; and, further,

RESOLVED, that the appropriate officers of Rogers NK Seed Co. be, and they hereby are, authorized to take any and all further action and execute and deliver any and all further documents that may be necessary or desirable in order to carry out and effectuate fully the purposes set forth in the foregoing resolution.

ADOPTED UNANIMOUSLY BY THE BOARD  
MARCH 31, 1994

*Richard B. Geller*

Richard B. Geller, Secretary

State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, 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:

"ROGERS SEED CO.", A DELAWARE CORPORATION,

WITH AND INTO "NOVARTIS SEEDS, INC." UNDER THE NAME OF "NOVARTIS SEEDS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JUNE, A.D. 1997, AT 9 O'CLOCK A.M.

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



*Edward J. Freel*

Edward J. Freel, Secretary of State

0829320 8100M  
971211787

AUTHENTICATION: 8531908  
06-26-97

DATE:

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 06/25/1997  
971211787 - 0829320

**CERTIFICATE OF MERGER  
OF  
ROGERS SEED CO.  
INTO  
NOVARTIS SEEDS, INC.**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

**DOES HEREBY CERTIFY:**

**FIRST:** That the name and state of incorporation of each on the constituent corporations of the merger is as follows:

<b><u>NAME</u></b>	<b><u>STATE OF INCORPORATION</u></b>
Novartis Seeds, Inc.	Delaware
Rogers Seed Co.	Delaware

**SECOND:** That an Agreement and Plan of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of section 251 of the General Corporation Law of Delaware

**THIRD:** That the name of the surviving corporation is Novartis Seeds, Inc.

**FOURTH:** That the Certificate of Incorporation of Novartis Seeds, Inc., a Delaware corporation which will survive the merger, shall be the Certificate of Incorporation of the surviving corporation.

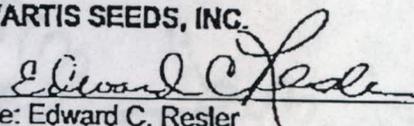
**FIFTH:** That the executed Agreement and Plan of Merger is on file at the principal place of business of the surviving corporation, the address of which is 7500 Olson Memorial Highway, Golden Valley, MN 55427.

**SIXTH:** That a copy of the Agreement and Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** That this Certificate of Merger shall be effective on July 1, 1997.

Dated June 23, 1997

**NOVARTIS SEEDS, INC.**

By:   
Name: Edward C. Resler  
Title: Vice President & General Counsel