

REC

10-16-2002

U.S. Department of Commerce
Patent and Trademark Office



Attorney Docket No. B05727-00018

102250169

To the Commissioner for Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): Alberta Ag-Industries Ltd. <i>9-26-02</i></p> <p>Additional names of conveyed party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: The Peninsula Fund III, L.P. Street Address: The Buhl Building 535 Griswold Street Suite 2050 City: Detroit State: Michigan Zip: 48226</p> <p>Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance <input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: January 10, 2002</p>	<p>4. Application number(s) or registration number(s): If this document is being filed together with a new application, the execution date of the application is _____ A. Trademark Application No(s): 75/684,139 B. Trademark Registration No(s): 2,476,896 1,767,812</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed: Lawrence H. Meier Downs Rachlin Martin PLLC 199 Main Street P.O. Box 190 Burlington, Vermont 05402-0190 802-863-2375</p>	<p>6. Total number of applications and registrations involved: <u>three (3)</u></p> <p>7. Total fee (37 CFR 3.41): \$ 120.00 <input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to deposit account <input checked="" type="checkbox"/> Authorized to charge any deficiencies in the enclosed fees to deposit account</p> <p>8. Deposit account number: 04-1588 (Attach duplicate copy of this page if paying by deposit account)</p>
<p>10/16/2002 DEBYRNE 00000056 75684139</p> <p>01 FC:8521 40.00 CP 02 FC:8522 50.00 CP</p> <p style="text-align: center;">DO NOT USE THIS SPACE</p>	
<p>9. Statement and signature: 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.</p> <p><i>Lawrence H. Meier</i> <u>9/24/02</u> Date</p> <p>Repln. Ref: 10/16/2002 DEBYRNE 0000312800 DAB:041588 Name/Number: 75684139 FC: 704 \$30.00 CR</p> <p style="text-align: right;">Total number of pages, including cover sheet <u>6</u>.</p>	

T147 - 10/00
BTV/217734.1

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Alberta Ag-Industries Ltd. (the "**Assignor**") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A (the "**Trademarks**");

WHEREAS, the Assignor, has entered into a Security Agreement, dated January 10, 2002 (the "**Security Agreement**"), in favor of The Peninsula Fund III, L.P., as secured party (the "**Assignee**");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee a continuing security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "**Collateral**"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby pledge, convey, sell, assign, transfer and set over unto the Assignee and grants to the Assignee a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of January 16, 2002.

ALBERTA AG-INDDUSTRIES LTD.

By: _____

Name: Gary Connaughty

Title: President

**SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)**

See attached.

On this 10th day of January, 2002, before me personally came Gary Connaughty, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the President of Alberta Ag-Industries Ltd., an Alberta corporation, and that he executed the foregoing instrument in the firm name of Alberta Ag-Industries Ltd., and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Notary Public

7. Trademarks

Trade Mark	Applicant/Registered Owner	Wares & Services	Country/Status	Filing Particulars	Status
FARMERS CHOICE	ALBERTA AG-INDUSTRIES LTD.	Wares: silage bags	U.S.A. Pending	Application No. 75/684139 Filing Date: April 15, 1999 Basis: Proposed Use	Application is suspended pending filing of certified copy of Canadian registration.
LILY LACTATE	ALBERTA AG-INDUSTRIES LTD.	Wares: (1) Plastic silage bags	U.S.A. Registered	Application No. 75/238477 Filing Date: Basis: Proposed Use Registration No. 2476896 Registration Date: August 14, 2001	Registered.
POLY WAREHOUSE	ALBERTA AG-INDUSTRIES LTD.	Wares: (1) movable metal frames for supporting flexible plastic storage ducts (2) storage equipment; namely, large, flexible plastic storage ducts for use in storing silage, equipment, boxes, and the like	U.S.A. Registered	Application No. 74/112744 Filing Date: November 2, 1990 Basis: Proposed Use Registration No. 1767812 Registration Date: April 27, 1993	Declaration of Use and Renewal Application in due April 27, 2003.

..:ODM\NVC\DOC\SIXDCS\11.109770