

04-24-2003

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp.
5/31/2002)



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Alberta Ag-Industries Ltd.

4.8.03

- Individual(s)
- Association
- Corporation-Alberta
- Other -

Additional name(s) of conveying party(ies) attached? Yes
 No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Execution Date: January 10, 2002

2. Name and address of receiving party(ies)

Name: Regiment Capital II, L.P.

Internal Address: _____

Street Address: 70 Federal Plaza, 7th Floor

City: Boston State: MA Zip: 02110

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

Limited Partnership

Corporation-State -

Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)
75/684,139;

B. Trademark Registration No.(s)
2,476,896; 1,767,812

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Santo Manna, Esq.

Internal Address: Schulte Roth & Zabel LLP

Street Address: 919 Third Avenue

City: New York State: N.Y. Zip: 10022

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41).....\$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500675 - Schulte Roth & Zabel LLP

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Santo Manna, Esq.

Name of Person Signing


Signature

April 2, 2003

Date

Total number of pages including cover sheet, attachments, and document 6

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

04/23/03 03 6TON11 0000098 500675 75684139

00 FC:65 21 40.00 CH
06 FC:85 32 50.00 CH

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TRADEMARK
REEL: 002716 FRAME: 0131

ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, Alberta Ag-Industries Ltd., an Alberta Corporation (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 A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor, has entered into a Security Agreement, dated as of January/0, 2002 (the "Security Agreement"), in favor of REGIMENT CAPITAL II, L.P., as agent for itself and certain lenders (in such capacity, the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has assigned to the Assignee and granted to the Assignee for the benefit of the lenders 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 Secured 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, for the benefit of the Assignee and such lenders, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

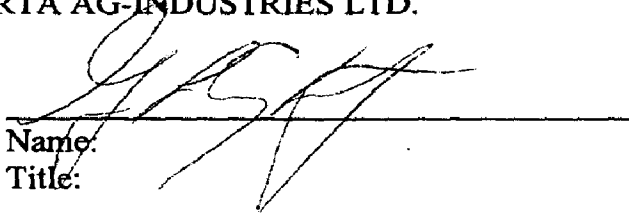
The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. This Assignment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

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of January 10, 2002.

ALBERTA AG-INDUSTRIES LTD.

By:

Name:
Title:

A handwritten signature in black ink is written over a horizontal line. The signature is stylized and appears to be the initials 'G.A.S.' followed by a flourish.

I, GARY CONNAUGHTY, of the Town of Oakville, in the Province of Ontario, Business Executive, do solemnly declare that:

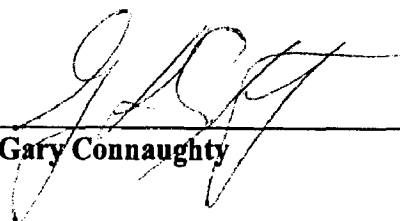
- 1. I am the duly appointed President of Alberta AG-Industries Ltd. (the "Corporation") and as such have personal knowledge of the matters declared herein.
- 2. I have executed the instrument now produced and shown to me and to which this declaration is attached, that I have authority to sign the same and I have executed the same as the act and deed of the Corporation for the uses and the purposes therein mentioned.

And I make this solemn declaration conscientiously believing it to be true, and knowing that it is of the same force and effect as if made under oath.

DECLARED before me at the City of Toronto,)
Province of Ontario, this 10 day of)
January, 2002.)



A Commissioner for taking affidavits, notary public, etc.)



Gary Connaughty

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

Please see attached.

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 is due April 27, 2003.