

TRADEMARK ASSIGNMENT

Electronic Version v1.1

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SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Agway, Inc.		03/12/2004	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	CAN Holdings, LLC
Street Address:	12900 Whitewater Drive
City:	Minnetonka
State/Country:	MINNESOTA
Postal Code:	55343
Entity Type:	LTD LIAB JT ST CO: DELAWARE

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	0798187	AGWAY
Registration Number:	0807289	AGWAY
Registration Number:	0643675	BEEFMIX
Registration Number:	2099817	COUNTRY CLUB COUNTRY FEEDS EQUINE CLUB SUPPORT PROGRAM
Registration Number:	1668722	COUNTRY FEEDS
Registration Number:	1828480	CUSTOMIN
Registration Number:	1513321	GRO:PAK
Registration Number:	0877305	LEGUMIN
Registration Number:	1439405	GRO:RIGHT
Serial Number:	78276197	LLAMA LIFE
Registration Number:	1065401	PRO:RIGHT
Registration Number:	0972970	RATIO:RIGHT
Registration Number:	1405186	RC
Registration Number:	0990586	RESPOND

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Registration Number:	0873162	RISE
Serial Number:	78194855	START:RIGHT
Registration Number:	1862679	SYNCHRO-MAX
Registration Number:	1486386	TEST:RIGHT

CORRESPONDENCE DATA

Fax Number: (952)742-6349

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 952-742-5301

Email: Trademark_Docketing@cargill.com

Correspondent Name: Scott Piering

Address Line 1: 15407 McGinty Road West

Address Line 2: Law/24

Address Line 4: Wayzata, MINNESOTA 55391

ATTORNEY DOCKET NUMBER:	AGWAY ACQUISITION
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NAME OF SUBMITTER:	Lynne Benson
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Total Attachments: 2

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment"), dated as of March 12, 2004, is made by and between AGWAY, INC. (Assignor"), a corporation organized under the laws of the State of Delaware, with an address at P.O. Box 4933, Syracuse, NY 13221; and CAN HOLDINGS, LLC ("Assignee"), a Delaware limited liability company, with its principal office and place of business at 12900 Whitewater Drive, Minnetonka, Minnesota 55343.

WHEREAS, Assignor and Assignee have entered into that certain Asset Purchase Agreement dated as of January 16, 2004 pursuant to which Assignor has agreed to sell, transfer and assign to Assignee, and Assignee has agreed to acquire from Assignor, the trademark registrations and the application for trademark registration listed on attached Exhibit 1, together with all rights and goodwill symbolized by these marks in the fields related to animal feed and nutrition, as indicated by the specified goods and services listed on the attached exhibit (the "Assigned Trademarks").

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, Assignor does hereby assign to Assignee Assignor's entire rights, title and interest in and to said Assigned Trademarks, together with the goodwill of the business symbolized by said Assigned Trademarks.

This Assignment was executed at Weyzata, MN on MARCH 12, 2004.

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be duly executed by their duly authorized representative as of the day and year first above written.

AGWAY, INC.

CAN HOLDINGS, LLC

Signature: Peter J. O'Neill

Signature: Douglas Barinsky

Name: PETER J O'NEILL

Name: Douglas Barinsky

Title: Sr Vice President

Title: Sr. Dir. President

EXHIBIT 1

Trademark	Serial No.	Registration No.	Goods/Services
AGWAY	72/192365	798187	Counseling farmers with regard to the proper operation of dairy and poultry farms and the raising of feed crops in connection therewith and architectural design services for farmers
AGWAY	72/224367	807289	Handbooks and guides for users of fertilizer, seed, sprays and dusts, manuals and guides to feeding and management of dairy cattle and other stock, and poultry guides to dairy and poultry buildings and equipment installations
BEEFMIX	71/696223	643675	Concentrate feed for beef cattle containing diethylstilbestrol
COUNTRY CLUB COUNTRY FEED/EQUINE CLUB & Design	74/622414	2099817	Providing financial support to qualified, nonprofit equine clubs and organizations and their events
COUNTRY FEEDS	74/121010	1668722	Fowl and animal feeds
CUSTOMIN	74/410763	1828480	Dairy cattle feed
GRO:PAK	73/722198	1513321	Medicated cattle feed
LEGUMIN	72/294898	877305	Mineral and vitamin feed supplement for livestock
GRO:RIGHT	73/616653	1439405	Dairy feed
LLAMA LIFE	78/276197		Animal feed
PRO:RIGHT	73/099859	1065401	Dairy feed
RATIO:RIGHT	72/439589	972970	Feed for dairy cows
RC	73/552317	1405186	Dairy feed
RESPOND	73/009307	990586	Horse feed and dog food
RISE	72/304044	873162	Fish food
START:RIGHT	78/194855		Nutritional supplement for dairy cows
SYNCHRO-MAX	74/420777	1862679	Animal feed
TEST:RIGHT	73/677055	1486386	Dairy feed

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RECORDED: 03/15/2004

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