

09-10-2003



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

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

1. Name of conveying party(ies): Farmland Industries, Inc. 9-8-03
Individual(s) Association General Partnership Limited Partnership Corporation-State Kansas Other
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies) Name: Cenex Harvest States Internal Address: Legal Department Street Address: 5500 Cenex Drive City: Heights State: MN Zip: 55077
Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Minnesota 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

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other
Execution Date: November 16, 2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2,668,180
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Ami Wisdom Internal Address: legal dept. 67 Farmland Industries, Inc. Street Address: 12200 N. Ambassador Drive City: Kansas City State: MO Zip: 64163

6. Total number of applications and registrations involved: 1
7. Total fee (37 CFR 3.41): \$ 40.00 Enclosed Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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. Ami Wisdom Signature Date 9/2/03

Total number of pages including cover sheet, attachments, and document: 11
Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

AGREEMENT OF

PURCHASE AND SALE OF ASSETS

BY AND BETWEEN

CENEX HARVEST STATES COOPERATIVES

and

FARMLAND INDUSTRIES, INC.

DATED NOVEMBER 16, 2001

AGREEMENT OF PURCHASE AND SALE OF ASSETS

THIS Agreement of Purchase and Sale of Assets (the "Agreement") is entered into and made effective as of this 16th day of November, 2001, by and between Cenex Harvest States Cooperatives, a Minnesota cooperative corporation, with principal offices at 5500 Cenex Drive, Inver Grove Heights, MN, 55077 ("CHS") and Farmland Industries, Inc., a Kansas cooperative corporation, with principal offices at 12200 North Ambassador Drive, Kansas City, MO, 64163 ("Farmland").

RECITALS

WHEREAS, Farmland is the owner of certain assets associated with its business of wholesale marketing of energy products (the "Business"); and

WHEREAS, Farmland wishes to sell, and CHS wishes to purchase, certain of the assets associated with Farmland's operation of the Business, upon terms and conditions set forth in this Agreement.

NOW, THEREFORE, in consideration of the foregoing, and the representations, warranties, undertakings, covenants, promises, and agreements as set forth herein, which Farmland and CHS each acknowledge are adequate and sufficient, Farmland and CHS do hereby agree as follows:

AGREEMENT

1. **PURCHASE AND SALE OF ASSETS.** Subject to all the terms and conditions set forth in this Agreement, at the Closing (as such term is defined in Section 21. herein) on the Closing Date (as such term is defined in Section 21. herein), Farmland agrees to sell, transfer, assign, deliver, and convey to CHS, and CHS agrees to purchase, assume, and accept from Farmland, all of Farmland's rights, title, and interest to all the following described assets that are owned by Farmland and associated with the Business (collectively referred to as the "Assets"):

a. **Real Property.** Certain real estate in Amarillo, Texas owned by Farmland and associated with the Business on the Closing Date, as more particularly described on Exhibit "A", attached hereto and incorporated herein, along with all buildings, fixtures, and other improvements and appurtenances owned by Farmland that are located on and constituting a part of such real estate on the Closing Date, together with all the estates and rights in and to such real estate, and in and to lands lying in streets, alleys and roads adjoining such real estate (the "Real Property");

b. **Personal Property.** Certain personal property owned by Farmland and associated with the Business on the Closing Date, as more particularly described on Exhibit "B", attached hereto and incorporated herein (the "Personal Property");

c. **Personal Property Leases.** To the extent assignable, all of Farmland's rights and obligations in certain personal property leases associated with the Business on the Closing Date, as more particularly described on Exhibit "C", attached hereto and incorporated herein (the "Personal Property Leases");

d. **Contracts and Agreements.** To the extent assignable, all of Farmland's rights and obligations in certain contracts and agreements associated with the Business on the Closing Date, as more particularly described on Exhibit "D", attached hereto and incorporated herein (the "Contracts and Agreements");

e. **Intellectual Property.** All of Farmland's rights, title and interest in certain trademarks, service marks, logos, trade names, and commercial symbols associated exclusively with the Business on the Closing Date, as more particularly described on Exhibit "E", attached hereto and incorporated herein (the "Intellectual Property");

f. **Business Records.** Certain business records (or copies thereof), including but not limited to a list of customers served by the Business (the "Customer List") and all written and electronic information, files, records, and data relating to the Customer List, owned by Farmland and associated with the Business on the Closing Date, as more particularly described on Exhibit "F", attached hereto and incorporated herein (the "Business Records");

g. **Country Energy, LLC.** All of Farmland's membership interest in Country Energy, LLC (the "Investment");

h. **JD Edwards ERP System.** All of Farmland's investment in the JD Edwards ERP System, which investment was made jointly with CHS to be used by Country Energy, LLC, as agent for Farmland and CHS (the "ERP System");

i. **Permits/Licenses.** To the extent assignable, all permits and licenses which are held by Farmland and associated with the Business on the Closing Date, (the "Permits/Licenses");

j. **Purchased Inventory.** Certain inventories of energy products owned by Farmland and associated with the Business on the Closing Date, as more particularly described in Section 7. herein (the "Purchased Inventory").

2. **EXCLUDED ASSETS.** Notwithstanding anything to the contrary set forth, or implied, in this Agreement, it is specifically agreed to by both Farmland and CHS that the Assets, as such term is defined in Section 1. herein, do not include any of the following:

EXHIBIT "E"

INTELLECTUAL PROPERTY

All of Farmland's rights, title, and interest in intellectual property associated exclusively with the Business on the Closing Date, including, but not limited to, those specific trademarks, service marks, logos, trade names and commercial symbols listed in Exhibit E-1 (consisting of 5 pages), attached hereto and incorporated herein.

EXHIBIT E-1

TRADEMARK	REG. NO.	OWNER	STATUS	OUTSIDE COUNSEL
RUBY FIELDMASTER			Licenses from Farmland and Cenex	
AMPRIDE (Class 4)	1,832,572	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
AMPRIDE (Class 37, 42)	1,498,043	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
AMPLUS	1,538,999	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
BULL'S EYE & DESIGN	1,923,168	Farmland	Mark not renewed.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
CIRCLE THREE	1,089,532	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
CLEANGUARD	1,618,344	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
DOUBLE CIRCLE	0,826,728	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey

RADEMARK	REG. NO.	OWNER	STATUS	OUTSIDE COUNSEL
IRRIFLEX	1,509,833	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
LITH-GARD	0,826,729	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
LUBE SCAN	2,408,655	Farmland	Registered.	Outside Counsel: Spencer Fane Britt & Browne 1000 Walnut St., Suite 1400 Kansas City, MO 64106 Contact: Ed Marquette
MARKSMAN	1,917,564	Farmland	Mark not renewed.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
AXTRON	2,097,768	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
PROPANE LOGO	2,174,860	Farmland	Registered	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
RUBY	1,522,334	Farmland	Registered.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey
SHARPSHOOTER	1,923,169	Farmland	Mark not renewed.	Outside counsel: Hovey Williams 2450 Grand Kansas City, MO 64111 Contact: Bob Hovey

UPER TMS PLUS	1,717,403	Farmland	Registered.	Outside Counsel: Shook, Hardy & Bacon 1200 Main Street, Suite 2700 Kansas City, MO 64105 Contact: Bill Kircher
CENEX (Class 37, 42)	1,591,300	Cenex		
CENEX (Class 37, 42)	1,590,170	Cenex		
CENEX (Class 4)	1,070,076	Cenex		
CENEX (Class 4)	0,652,618	Cenex		
CENEX (Class 3)	1,053,822	Cenex		
CENEX ROADMASTER XL	2,080,468	Cenex		
Cenex Xpress 24	75/839,190	Farmland	Registration pending.	Outside Counsel: Spencer Fane, Britt & Browne 1000 Walnut St., Suite 1400 Kansas City, MO 64106 Contact: Ed Marquette
COME TO THE ISLANDS	1,975,692	Cenex		
FIELDMASTER XL	1,600,264	Cenex		
ML 365	0,797,694	Cenex		
PUMP 24	1,345,817	Cenex		
QWIKLIFT	0,678,328	Cenex		
PLATINUM D	1,977,240	Cenex		
SNOW MAX	2,364,965	Cenex		
STAY CLEAN	1,616,368	Cenex		
TC BIO PLUS	1,829,155	Cenex		
TOWNMART	1,444,612	Cenex		
TRI-BAND/TRI-COLOR DESIGN	1,862,003	Cenex		
VIKING	1,635,924	Cenex		

TRADEMARK	REG. NO.	OWNER	STATUS	OUTSIDE COUNSEL
WINTER MASTER	2,300,725	Cenex		
CF ROADMASTER	N/A	N/A	Mark not registered.	N/A
DRIP SOYL	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
HTB	76/225,106 (Serial No.)	Country Energy	Mark filed by Farmland on behalf of Country Energy. Pending registration.	Farmland Legal 12200 N. Ambassador Drive Kansas City, MO 64163 Contact: Ami Wisdom
INDOL ISO	N/A	N/A	Mark not registered.	N/A
KLEANSWEEP	76/274,819 (Serial No.)	Farmland	Mark filed by Farmland. Pending registration.	Farmland Legal 12200 N. Ambassador Drive Kansas City, MO 64163 Contact: Ami Wisdom
MOLYPLEX 500+	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
TC-501	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
TC-502	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
License of: AUTO GOLD	2,233,978	Automotive Gold, Inc.	No file. Country Energy employees believe the mark has been licensed to CE for use.	N/A
License of: BLUEGARD 500+	1,410,407	Beverly Hills Motoring Accessories	No file. Country Energy employees believe the mark has been licensed to CE for use.	N/A
SOYMASTER	N/A	N/A	Mark not registered.	N/A

TRADEMARK	REG. NO.	OWNER	STATUS	OUTSIDE COUNSEL
SUPERLUBE 518	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
TC-W3	1,847,512	National Marine Manufacturers Association, Inc	No file. TC-W3 is a certification mark that certifies that engine lubricants tested meet the standards set forth in the Certificate Test Booklet. Used by the industry.	N/A
TOTAL PROTECTION PLAN	N/A	N/A	Mark not registered. Country Energy using the mark with the ™ symbol.	N/A
LUBESCAN	2,408,655	Farmland	Registered.	Outside Counsel: Spencer Fane Britt & Browne 1000 Walnut St., Suite 1400 Kansas City, MO 64106 Contact: Ed Marquette
BLUE ASSURANCE	75/877957 (Serial No.)	Farmland	Mark filed by Farmland. Pending registration.	Farmland Legal 12200 N. Ambassador Drive Kansas City, MO 64163 Contact: Ami Wisdom

TRADEMARK	REG. NO.	OWNER	STATUS	OUTSIDE COUNSEL
BIOMAX	Other registrations: 78023910; 74077994; 78035194; 75692626; 75511202; 75510705; 75337633; 75171746; 75014184; 74497847; 74514418; 74380579; 73254753	Other owners	Mark not registered by Farmland.	N/A
SECURE COMFORT (WORD)	75/877956 (Serial No.)	Farmland	Mark filed by Farmland. Pending registration.	Farmland Legal 12200 N. Ambassador Drive Kansas City, MO 64163 Contact: Ami Wisdom
SECURE COMFORT DESIGN	75/877955 (Serial No.)	Farmland	Mark filed by Farmland. Pending registration.	Farmland Legal 12200 N. Ambassador Drive Kansas City, MO 64163 Contact: Ami Wisdom
AUTOPLUS	Other registrations: 75788525; 75490406; 75490408; 75623886; 74454386; 73737387	Other owners	Mark not registered by Farmland.	N/A
QWIKLIFT HTB	N/A	N/A	Mark not registered. HTB is pending registration.	N/A