

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
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| NATURE OF CONVEYANCE: | SECURITY INTEREST |
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| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| The Western Sugar Cooperative | | 06/21/2004 | cooperative corporation: COLORADO |

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| RECEIVING PARTY DATA | |
| Name: | Societe Generale |
| Street Address: | 1221 Avenue of the Americas |
| City: | New York |
| State/Country: | NEW YORK |
| Postal Code: | 10020 |
| Entity Type: | administrative agent: |

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|---------------------------|---------|-----------|
| PROPERTY NUMBERS Total: 3 | | |
| Property Type | Number | Word Mark |
| Registration Number: | 598851 | GW |
| Registration Number: | 1544719 | W |
| Registration Number: | 1852026 | GW |

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| CORRESPONDENCE DATA | |
| Fax Number: | (713)222-3291 |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i> | |
| Phone: | (713) 221-3306 |
| Email: | constance.rhebergen@bracepatt.com |
| Correspondent Name: | Constance Gall Rhebergen |
| Address Line 1: | P.O. Box 61389 |
| Address Line 4: | Houston, TEXAS 77208-1389 |

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| ATTORNEY DOCKET NUMBER: | 078305.000818 |
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| NAME OF SUBMITTER: | Pam Clark |
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Total Attachments: 3
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TRADEMARK SECURITY AGREEMENT SUPPLEMENT

WHEREAS, The Western Sugar Cooperative, a Colorado cooperative corporation (herein referred to as the "Borrower"), having an address at 7555 E. Hampden Avenue, Suite 600, Denver, Colorado 80231, (1) has adopted, used and is using, or (2) has intended to use and filed an application indicating that intention, but has not yet filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, or (3) has filed an application based on an intention to use and has since used and has filed an allegation of use under Section 1(c) or 1(d) of the Trademark Act, the trademarks, trade names, trade styles and service marks listed on the annexed Schedule 1-A, which trademarks, trade names, trade styles and service marks are registered in the United States Patent and Trademark Office (the "Trademarks"); and

WHEREAS, the Borrower has entered into a Security Agreement, dated as of June 21, 2004 (as amended or otherwise modified from time to time, the "Security Agreement", the terms defined therein and not otherwise defined herein being used herein as therein defined), in favor of Société Générale, as Administrative Agent for the ratable benefit of the Secured Parties (the "Administrative Agent") pursuant to which the Borrower has granted to the Administrative Agent a security interest in all right, title and interest of the Borrower in and to the Trademarks, together with all prints and labels on which said Trademarks have appeared or appear, designs and general intangibles of like nature, now existing or hereafter adopted or acquired, and the goodwill of the business symbolized by the Trademarks and the applications, registrations and recordings in the United States Patent and Trademark Office or in any similar office or agency of the United States of America, any State thereof, or any other country or any political subdivision thereof, all whether now or hereafter owned or licensable by the Borrower, and all reissues, extensions or renewals thereof, all Trademark Licenses and all proceeds thereof, including, without limitation, any claims by the Borrower against third parties for infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Borrower does hereby further confirm, and put on the public record, its grant to the Administrative Agent a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Borrower does hereby further acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the grant of, security interest in and mortgage on the Collateral made hereby 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.

The Administrative Agent's address is: Société Générale, 1221 Avenue of the Americas, New York, New York 10020, Attn: Mark Marciano.

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IN WITNESS WHEREOF, the Borrower has duly executed or caused this Supplement to the Security Agreement to be duly executed as of June 21, 2004.

THE WESTERN SUGAR COOPERATIVE

By: 

Name: John E. Wells

Title: Vice President Finance and
Chief Financial Officer

SCHEDULE 1-A TO THE TRADEMARK SECURITY AGREEMENT
SUPPLEMENT

TRADEMARKS

| Country | Trademark Name | Status | Serial No. | Filing Date | Registration No. | Registration Date |
|---------|-----------------------|------------|------------|-------------|------------------|-------------------|
| US | GW (stylized letters) | Registered | 71-645478 | 4/17/53 | 598851 | 11/30/54 |
| US | GW (words and design) | Registered | 74-343431 | 12/28/92 | 1852026 | 8/30/94 |
| US | W (words and design) | Registered | 73-722858 | 4/18/88 | 1544719 | 6/20/89 |