

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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):
TERRA International, Inc.
600 Fourth Street
Sioux City, IA 51102
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Maryland
 Other _____
Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
Name: Agro Distribution, LLC
Internal Address: _____
Street Address: 5500 Cenex Drive
City: Inver Grove Heights State: MN Zip: 55077
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Limited Liability Company
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: May 24, 2005

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
B. Trademark Registration No.(s) 2,263,851
Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Brenda Goebel
Internal Address: MS 2500
Land O'Lakes, Inc.
Street Address: 4001 Lexington Ave North
City: Arden Hills State: MN Zip: 55126

6. Total number of applications and registrations involved:
7. Total fee (37 CFR 3.41).....\$ 40
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
12-0215
(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.
Peter S. Janzen [Signature] 5/27/2005
Name of Person Signing Signature Date

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

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

CH \$40.00 120215 2263851

ASSIGNMENT OF TRADEMARK REGISTRATIONS

WHEREAS, on May 24th, 2005, TERRA International, Inc. (hereinafter "TERRA") and AGRO Distribution, LLC (hereinafter "AGRO") entered into an agreement wherein TERRA assigned all it's rights, title and interest in and to the goods and effects belonging, due or owing to AGRO, of its trademark, TOTAL, registration number 2,263,851.

WHEREAS, TERRA has used the trademark directly or by license; and is desirous to assign its rights.

WHEREAS, AGRO, a Delaware limited liability company whose mailing address is 5500 Cenex Drive, Inver Grove Heights, MN 55077, is desirous of acquiring such mark and the registration thereof.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which is hereby acknowledged, TERRA assigns all rights, title and interest it may have in and to such mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Dated this 24th day of May, 2005.

TERRA INTERNATIONAL, INC.


By 

Print Name: Mark A. Kalafut

Title: Vice President, General Counsel & Corporate Secretary

State of IOWA)
) ss
County of WOODBURY)

On this 24th day of May, 2005 before me appeared Mark A. Kalafut, the person who signed this instrument, who acknowledged that he signed it as a free act on behalf of TERRA INTERNATIONAL, INC.


Kelly J. Kassen, Notary Public

