

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Southern Grain, L.L.C.		11/17/2004	LIMITED LIABILITY COMPANY: TEXAS

RECEIVING PARTY DATA

Name:	Gutwein & Co., Inc.
Doing Business As:	DBA Morning Song Wild Bird Food
Street Address:	4824 Tazer Drive
City:	Lafayette
State/Country:	INDIANA
Postal Code:	47905
Entity Type:	CORPORATION: INDIANA

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2787225	SOUTHERN GRAIN
Registration Number:	2801250	RACK ATTACK
Registration Number:	2801111	SONGBIRD'S CHOICE
Registration Number:	2772446	SIZE DOES MATTER
Registration Number:	2929254	

CORRESPONDENCE DATA

Fax Number: (765)742-7641
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: (765) 742-9066
 Email: asg@bennettlaw.com
 Correspondent Name: Andrew S. Gutwein
 Address Line 1: 415 Columbia St., #1000
 Address Line 2: P. O. Box 469
 Address Line 4: Lafayette, INDIANA 47902-0469

OP \$140.00 2787225

ATTORNEY DOCKET NUMBER:	2211.1
NAME OF SUBMITTER:	Andrew S. Gutwein
Signature:	/Andrew S. Gutwein/
Date:	11/07/2005
Total Attachments: 4 source=00000001#page1.tif source=00000002#page1.tif source=00000003#page1.tif source=00000004#page1.tif	

BILL OF SALE

STATE OF TEXAS

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KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF UVALDE

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THAT SOUTHERN GRAIN, L.L.C., a Texas Limited Liability Company (hereinafter referred to as "Seller"), whose address is P.O. Drawer 669, Uvalde, Uvalde County, Texas 78802, in consideration of the payment of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable consideration paid by GUTWEIN & CO., INC., an Indiana corporation (hereinafter referred to as "Purchaser"), whose address is 4824 Tazer Dr., Lafayette, Indiana 47905, the receipt and sufficiency of which is hereby acknowledged, being a part of the sale of the assets of the business known as "Southern Grain" (the "Business") to Purchaser, and the sale of certain real property and improvements to GUTWEIN PROPERTIES, LLC, located in Uvalde County, Texas, described on Exhibit "A" attached hereto (the "Property"), has BARGAINED, SOLD, AND DELIVERED, and by these presents does BARGAIN, SELL, AND DELIVER unto Purchaser all of the following described personal tangible and intangible property of Seller in Uvalde County, Texas, to-wit:

1. All right, title and interest of Seller in and to the grain bins located upon the Property;
2. All the equipment, machinery, and supplies owned by Seller and used in the conduct of the Business, including, without limitation, the equipment, machinery, and supplies listed on Exhibit "B" attached hereto and incorporated herein for all purposes;
3. All right, title and interest of Seller in and to all other machinery, equipment, fixtures, and tangible personal property of every kind and character and all accessories and additions thereto owned by and in the possession of Seller and operation of the Business,
4. All right, title, and interest of Seller, if any, in and to all warranties, guaranties, bonds, service contracts, and other agreements relating to the personal property described above, to the extent such are assignable;
5. All instructions, manuals, maintenance records or logs, and other materials of any kind, if any, which are used in the ownership or operation of the personal property described above; and
6. All right, title, and interest of Seller, if any, in and to all licenses and permits owned or held by Seller, to the extent such are assignable, in any way related to or arising out of or used in connection with the ownership or operation of the Business or the personal property described above.
7. All right, title and interest of Seller in and to the Business intangibles, including, but not limited to, good will of the Business as a going concern, business books and records, customer and vendor lists, formulae, know-how, pricing policies, the right to the use of the trade name "Southern Grain", customer-based intangibles,

supplier-based intangibles, Seller's Wal-Mart Vendor number, and any patents and trademarks owned by Seller.

The above-described property is in a used condition, and Seller is neither a manufacturer nor distributor of, nor dealer or merchant in, said property.

Seller warrants and agrees to defend title to the above-described property to Purchaser and Purchaser's successors against all lawful claims.

TO HAVE AND TO HOLD all of Seller's right, title, and interest, if any, and to the extent limited herein, in and to the aforesaid property unto Purchaser, its successors and assigns forever.

EXECUTED effective this 17 day of November, 2004.

SELLER:

SOUTHERN GRAIN, L.L.C.

By: _____

WILLIAM RANDY KLEIN, Manager

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**FIELD NOTES
FOR
67.96 ACRES**

EXHIBIT "A"

BEING 67.96 acres of land consisting of all of a 19.36 acre tract as recorded in Volume 482, Page 802 of the Official Public Records of Uvalde County, Texas, all of a 2.37 acre tract as recorded in Volume 519, Page 199 of the Official Public Records of Uvalde County, Texas, and the remainder of Tract 7 in the Davenport and Vickery Subdivision as recorded in Volume 2, Page 74 of the Plat Records of Uvalde County, Texas, and also referenced in Volume 498, Page 413 of the Official Public Records of Uvalde County, Texas, being out of the Benjamin Power Survey No. 30, Abstract No. 377 and the G.C. & S.F.R.R. Co. Survey No. 575, Abstract No. 762 in Uvalde County, Texas, said 67.96 acre tract being more particularly described by metes and bounds as follows:

BEGINNING a found ½" iron rod with yellow cap stamped "TPS UVALDE" on the east line of FM 1403 as recorded in Volume 177, Pg. 441 of the Official Public Records of Uvalde County, Texas and also on the north line of a 100 foot Union Pacific Rail Road Right-of-way for the southwest corner of the herein described tract;

THENCE North 07° 45' 38" East, a distance of 1663.33 feet, along and with the east line of said FM 1403 and a fence to a found ½" iron rod for an angle point of a 255.784 acre tract as recorded in Volume 438, Page 769 of the Official Public Records of Uvalde County, Texas, the north corner of said 2.37 acre tract and the northwest corner of the herein described tract;

THENCE South 19° 53' 01" East, a distance of 614.10 feet, departing said right-of-way and along and with a wire fence to a found ½" iron rod for the southwest corner of said 255.784 acre tract, the east corner of said 2.37 acre tract and an interior corner of the herein described tract;

THENCE North 65° 20' 11" East, a distance of 1433.46 with fence and the common line of said 255.784 and 46.21 acre tracts to a set ½" iron rod with "ACES" cap for the northwest corner of a 5.23 acre tract as recorded in Volume 159, Page 438 of the Official Public Records of Uvalde County, Texas and the northeast corner of the herein described tract;

THENCE South 22° 27' 56" East, a distance of 315.88 feet with the common line of said 46.21 acre and 5.23 acre tracts to a set ½" iron rod with "ACES" cap for an angle point of said 5.23 acres and an angle point of the herein described tract;

THENCE South 38° 58' 44" East, a distance of 68.55 feet to a set ½" iron rod with "ACES" cap for an angle point of said 5.23 acres and an angle point of the herein described tract;


THENCE South 44° 27' 23" East, a distance of 327.88 feet to a set ½" iron rod with "ACES" cap being on the west line of Tract 6, in the said Davenport & Vickery Subdivision for the most southernly corner of said 5.23 acres and a corner of the herein described tract;

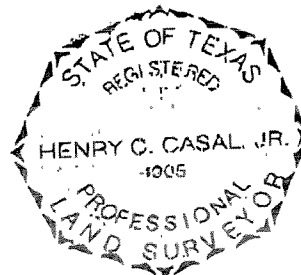
THENCE South 07° 16' 45" West, a distance of 1365.59 feet with fence and common line of said Tracts 6 and 7 to a set ½" iron rod with "ACES" cap being on the north line of said 100 foot Union Pacific Railroad Right-of-way for the common south corner of said Tracts 6 and 7 and the southeast corner of the herein described tract;

THENCE North 82° 17' 07" West, a distance of 1974.47 feet with the north line of said railroad right-of-way to the POINT OF BEGINNING and containing 67.96 acres of land, more or less in Uvalde County, Texas.

Plat of survey provided.

ALAMO CONSULTING ENGINEERING
& SURVEYING, INC.


Henry C. Casal, Jr., R.P.L.S. 4905
September 30, 2004
Job File No. 12173
DOCUMENT: FN2004\100104.KC.wpd



TRADEMARK

REEL: 003189 FRAME: 0358

EXHIBIT "B" ASSET LIST

Machinery & Equipment

TANK 1 (420K BU)
TANK 2 (420K BU)
TANK 3 (166K BU)
TANK 4 (166K BU)
TANK 5 (380K BU)
110, 000 TRUCK SCALE
EAST UNLOAD PIT
EAST UNLOAD PIT ELEVATOR
RAIL UNLOAD PIT & CONVEYOR
RAIL SCALE
EAST RAIL LOADOUT
WEST RAIL LOADOUT
WEST UNLOAD PIT
WEST UNLOAD PIT ELEVATOR
WEST UNLOAD PIT ASPIRATOR
WET TANK 1 (20K BU)
WET TANK 2 (20K BU)
WET TANK 3 (20K BU)
TEXAS SHAKER
SHAKER SCREENINGS LEG
SKAKER CLEAN GRAIN LEG
SHAKER ASPIRATOR
SHAKER SCREENINGS BIN
GRAIN DRYER AEORGLIDE
PRECLEAN TANKS (2)
LAW-MAROT ROTARY CLEANER
ROTARY CLEANER ASPIRATOR
INGREDIENT TANKS (7)
INGREDIENT TANK ASPIRATOR
MIX CONTROL SYSTEM
KICE ASPIRATOR SYSTEM
KICE BAG HOUSE
L1: INGLETT MOD 8300 DUPLEX
L1: INGLETT MOD 3597 BAGGER
L1: TRANSFER CONVEYORS
L1: PASCO PALLETIZER
L1: WULFTEC WRAPPER
L1: FISCHBEIN SEW SYSTEM
QUINCY 40HP COMPRESSOR
QUINCY 250 CFM DRYER
L2: INGLETT MOD 8300 DUPLEX
L2: INGLETT MOD 3597 BAGGER
L2: INCLINE CONVEYOR
L2: PASCO PALLETIZER

L2: FISCHBEIN SEW SYSTEM
L2: WULFTEC WRAPPER
DATSUN FORKLIFT
MUSTANG SKID-LOADER 2002
TOYOTA FORKLIFT
POLARIS 4 WHEELER
NISSAN FORKLIFT

Computer Equipment
MISC COMPUTER EQUIPMENT

Furniture & Fixtures
MISC OFFICE FURNITURE

Leasehold Improvements
PAVING
1071 FT. TRACK SIDING

Truck Tractors
1986 FREIGHTLINER TRUCK

Truck Trailers
VAN TRAILER FRUEHAUF
WILSON CONV. HOPPER
WILSON HOPPER

Vehicles
2004 CADILLAC ESCALADE
18' FLATBED TRAILER