

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
Ag Growth Industries Inc.		05/18/2004	CORPORATION: CANADA
RECEIVING PARTY DATA			
Name:	Ag Growth Industries Limited Partnership		
Street Address:	1301 Kenaston Blvd.		
City:	Winnipeg, Manitoba		
State/Country:	CANADA		
Postal Code:	R3P 2P2		
Entity Type:	LIMITED PARTNERSHIP: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	1794696	WESTFIELD	
CORRESPONDENCE DATA			
Fax Number:	(703)836-2787		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	703-836-6400		
Email:	email@oliff.com		
Correspondent Name:	Oliff & Berridge, PLC		
Address Line 1:	P.O. Box 320850		
Address Line 4:	Alexandria, VIRGINIA 22320-4850		
ATTORNEY DOCKET NUMBER:	KMH 15733		
DOMESTIC REPRESENTATIVE			
Name:	William P. Berridge		
Address Line 1:	P.O. Box 320850		
Address Line 4:	Alexandria, VIRGINIA 22320-4850		

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TRADEMARK
 REEL: 004458 FRAME: 0573

NAME OF SUBMITTER:	William J. Utermohlen
Signature:	/William J. Utermohlen/
Date:	01/21/2011
Total Attachments: 7 source=Confirmation of Assignment #1#page1.tif source=Confirmation of Assignment #1#page2.tif source=Confirmation of Assignment #1#page3.tif source=Confirmation of Assignment #1#page4.tif source=Confirmation of Assignment #1#page5.tif source=Confirmation of Assignment #1#page6.tif source=Confirmation of Assignment #1#page7.tif	

CONFIRMATION OF ASSIGNMENT

WHEREAS, Ag Growth Industries Inc., a corporation of Canada having had its principal place of business at 1301 Kenaston Blvd., Winnipeg, Manitoba R3P 2P2, Canada, was the owner of the mark WESTFIELD registered with the United States Patent and Trademark Office, Registration No. 1,794,696 dated September 28, 1993;

WHEREAS, Ag Growth Industries Inc. transferred to Ag Growth Industries Limited Partnership, a limited partnership of Canada having had its principal place of business at 1301 Kenaston Blvd., Winnipeg, Manitoba R3P 2P2, Canada, all of its assets, including its ownership of the above-identified mark, together with the goodwill of the business symbolized by the mark and the aforesaid registration, on or about May 18, 2004 ("the Effective Date");

WHEREAS, the attached redacted Amended and Restated Limited Partnership Agreement of Ag Growth Industries Limited Partnership, dated May 18, 2004 ("the May 18, 2004 Agreement") shows that Ag Growth Industries Inc. was to transfer and assign all of the assets of Ag Growth Industries Inc. to Ag Growth Industries Limited Partnership, resulting in Ag Growth Industries Limited Partnership holding all right, title and interest to the aforesaid WESTFIELD mark together with the goodwill of the business connected with the use of and symbolized by the aforesaid mark, and the aforesaid Registration No. 1,794,696, and that transfer and assignment did occur;

WHEREAS, I was the president of Ag Growth Industries Inc. at the Effective Date and have personal knowledge of the aforementioned transfer and the aforementioned Agreement; and

NOW, THEREFORE, I hereby confirm that, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which were and are hereby acknowledged, on or before the Effective Date, Ag Growth Industries Inc. assigned and

transferred unto Ag Growth Industries Limited Partnership all right, title and interest in and to the aforesaid WESTFIELD mark together with the goodwill of the business connected with the use of and symbolized by the aforesaid mark, and the aforesaid Registration No. 1,794,696.

The undersigned, being hereby warned that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of this document, declares that: he is authorized to make this declaration on behalf of Ag Growth Industries Inc. and Ag Growth Industries Limited Partnership, and that all statements made herein of his own knowledge are true and that all statements made herein on information and belief are believed to be true.

Date: January 3, 2011

By: 

Name: Gary Anderson

Attachment:
May 18, 2004 Agreement

Execution Copy

Ag Growth Industries Inc.

as General Partner

and

AGX Holdings Limited Partnership

as a Limited Partner

and

Each Person who is admitted to the Limited Partnership as a Limited Partner

**AMENDED AND RESTATED
LIMITED PARTNERSHIP AGREEMENT
of Ag Growth Industries Limited Partnership**

May 18, 2004

**AMENDED AND RESTATED LIMITED PARTNERSHIP AGREEMENT
OF AG GROWTH INDUSTRIES LIMITED PARTNERSHIP**

This amended and restated Limited Partnership Agreement of Ag Growth Industries Limited Partnership (the "Partnership") dated May 18, 2004 among Ag Growth Industries Inc. (the "General Partner"), a corporation incorporated under the laws of the Province of Saskatchewan, and AGX Holdings Limited Partnership ("AGHLP"), a limited partnership organized under the laws of the Province of Manitoba.

RECITALS:

- (a) The General Partner and AGHLP established the Partnership under the laws of the Province of Manitoba pursuant to a limited partnership agreement dated as of April, 14, 2004 (the "Original Partnership Agreement"); and
- (b) The parties are desirous of amending and restating the terms of the Original Partnership Agreement on the terms and conditions set forth in this Agreement.

In consideration of the foregoing and the mutual agreements contained in this Agreement. (the receipt and adequacy of which are acknowledged), the parties agree as follows:

**ARTICLE 1
INTERPRETATION**

Section 1.1 Defined Terms.

As used in this Agreement, the following terms have the following meanings:

"Ag Growth" means Ag Growth Industries Inc., a corporation constituted under the laws of the Province of Saskatchewan.

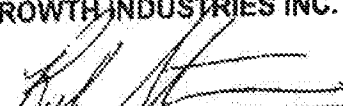
"Partnership" means Ag Growth Industries Limited Partnership, a limited partnership formed under the laws of the Province of Manitoba.

- (1) **Initial Issuance.** Immediately after the Closing, the Partnership shall issue Class B Limited Participation LP Units to Ag Growth in part consideration for the transfer of all of the assets of Ag Growth (net of certain liabilities) to the Partnership, as set forth in the Asset Purchase Agreement and shall issue Class A LP Units to AGHLP in consideration for

IN WITNESS WHEREOF the parties have entered into this Agreement as of the date first above written.

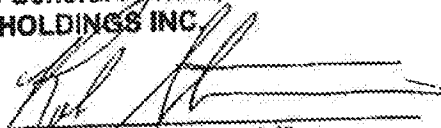
AG GROWTH INDUSTRIES INC.

Per:


Authorized Signing Officer

AGX HOLDINGS LIMITED PARTNERSHIP,
by its General Partner,
AGX HOLDINGS INC.

Per:


Authorized Signing Officer