

## 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
Winfield Solutions, LLC		06/30/2011	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Seedway, LLC		
Street Address:	P.O. Box 250		
City:	Hall		
State/Country:	NEW YORK		
Postal Code:	14463		
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	1743427	OLDS	
Registration Number:	3323333	OLDS SEED	
CORRESPONDENCE DATA			
Fax Number:	2039757180		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	203-353-6834		
Email:	clondon@edwardswildman.com		
Correspondent Name:	Edwards Wildman Palmer LLP		
Address Line 1:	P.O. Box 130; F.D.R. Station		
Address Line 2:	Paralegal Christina London		
Address Line 4:	New York, NEW YORK 10150		
ATTORNEY DOCKET NUMBER:	3S0692.00001		
NAME OF SUBMITTER:	Christina London		

Signature:	/christina london/
Date:	01/07/2013
<b>Total Attachments: 5</b> source=Trademark Assignment#page1.tif source=Trademark Assignment#page2.tif source=Trademark Assignment#page3.tif source=Trademark Assignment#page4.tif source=Trademark Assignment#page5.tif	

## TRADEMARK ASSIGNMENT

**THIS TRADEMARK ASSIGNMENT** is made and entered into as of this 30<sup>th</sup> day of June, 2011, by and between Seedway, LLC, a Delaware limited liability company ("Seedway"), Winfield Solutions, LLC, a Delaware limited liability company ("Winfield") and Land O'Lakes, Inc., a Minnesota cooperative corporation ("LOL").

### RECITALS

**WHEREAS**, Winfield owns all right, title and interest in and to the federal trademark registrations for OLDS and OLDS SEED and Design identified on the attached Schedule A and the associated common law trademark rights (collectively, the "OLDS Marks").;

**WHEREAS**, LOL owns all right, title and interest in and to the federal trademark registration for SEED YOU CAN COUNT ON identified on the attached Schedule B and the associated common law trademark rights (the "Tagline").

**WHEREAS**, pursuant to that certain Asset Purchase Agreement between Seedway and Winfield dated May 12, 2011, Winfield and LOL wish to assign to Seedway, and Seedway wishes to acquire, all of Winfield's right, title and interest in and to the OLDS Marks and all of LOL's right, title and interest in and to the Tagline, throughout the world.

### AGREEMENT

Accordingly, in consideration of the promises and the mutual covenants and conditions contained herein, and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged by the parties, Winfield, LOL, and Seedway agree as follows:

1. Winfield assigns, transfers, and sets over to Seedway, its successors, assigns and legal representatives, Winfield's entire right, title and interest in and to the OLDS Marks throughout the world, together with the goodwill of the business associated with the OLDS Marks and the right to bring actions and recover for past or future infringements or other violations of the rights assigned herein; and
2. LOL assigns, transfers, and sets over to Seedway, its successors, assigns and legal representatives, LOL's entire right, title and interest in and to the Tagline throughout the world, together with the goodwill of the business associated with the Tagline and the right to bring actions and recover for past or future infringements or other violations of the rights assigned herein; and
3. Winfield further covenants that (a) Winfield owns all right, title and interest in and to the OLDS Marks; (b) Winfield has the full right to convey the interests assigned by this Trademark Assignment; and (c) Winfield and its successors, assigns and legal representatives shall cooperate with Seedway, at Seedway's request, to execute all documents reasonably necessary to perfect the interests assigned hereby.
4. LOL further covenants that (a) LOL owns all right, title and interest in and to the Tagline; (b) LOL has the full right to convey the interests assigned by this Trademark Assignment; and (c) LOL and its successors, assigns and legal representatives shall cooperate with Seedway, at Seedway's request, to execute all documents reasonably necessary to perfect the interests assigned hereby.

IN WITNESS WHEREOF, Seller and Buyer have caused this Bill of Sale and Assignment to be executed by their duly authorized representatives as of the date first set forth above.

**BUYER:**

**Seedway, LLC**

By: Donald P. Weyman  
Name: DONALD P. WEYMAN  
Its: Chief Operating Officer

**SELLER:**

**Winfield Solutions, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

**IN WITNESS WHEREOF**, the parties have signed this Trademark Assignment as of the date first above written.

**SEEDWAY:**

Seedway, LLC

By: \_\_\_\_\_  
Its: \_\_\_\_\_

**WINFIELD:**

Winfield Solutions, LLC

By: Michael B. Vande Luyt  
Its: Co-President

**LOL:**

Land O'Lakes, Inc.

By: Michael Vande Luyt  
Its: Exec. VP and COO