

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																														
NATURE OF CONVEYANCE:	Security Agreement																														
CONVEYING PARTY DATA																															
<table border="1"> <thead> <tr> <th>Name</th> <th>Formerly</th> <th>Execution Date</th> <th>Entity Type</th> </tr> </thead> <tbody> <tr> <td>United Farmers of Alberta Co-operative Limited</td> <td></td> <td>12/10/2013</td> <td>CORPORATION: CANADA</td> </tr> </tbody> </table>				Name	Formerly	Execution Date	Entity Type	United Farmers of Alberta Co-operative Limited		12/10/2013	CORPORATION: CANADA																				
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RECEIVING PARTY DATA																															
<table border="1"> <tr> <td>Name:</td> <td colspan="3">Scotiabank Asset Finance, a division of The Bank</td> </tr> <tr> <td>Street Address:</td> <td colspan="3">40 King Street West, 25th Floor</td> </tr> <tr> <td>Internal Address:</td> <td colspan="3">Bank of Nova Scotia</td> </tr> <tr> <td>City:</td> <td colspan="3">Toronto</td> </tr> <tr> <td>State/Country:</td> <td colspan="3">ONTARIO</td> </tr> <tr> <td>Postal Code:</td> <td colspan="3">M5H1H1</td> </tr> <tr> <td>Entity Type:</td> <td colspan="3">Bank: CANADA</td> </tr> </table>				Name:	Scotiabank Asset Finance, a division of The Bank			Street Address:	40 King Street West, 25th Floor			Internal Address:	Bank of Nova Scotia			City:	Toronto			State/Country:	ONTARIO			Postal Code:	M5H1H1			Entity Type:	Bank: CANADA		
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PROPERTY NUMBERS Total: 3																															
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CORRESPONDENCE DATA																															
Fax Number:																															
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>																															
Email:	marina.kelly@thomsonreuters.com																														
Correspondent Name:	Anita Purushotham																														
Address Line 1:	181 Bay Street, Suite 180																														
Address Line 4:	Toronto, CANADA M5J2T9																														
ATTORNEY DOCKET NUMBER:	41270725-2																														
DOMESTIC REPRESENTATIVE																															

OP \$90.00 85468703

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	Anita Purushotham
Signature:	/Marina Kelly Thomson Reuters/
Date:	01/07/2014

Total Attachments: 13

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NOTICE OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS United Farmers of Alberta Co-operative Limited, a corporation incorporated by special act of the Province of Alberta (the “**Debtor**”), whose full address is 4838 Richard Road S.W., Suite 700, Calgary, Alberta T3E 6L1, is the owner of the registered trademarks set forth in Attachment 1 attached hereto (collectively, the “**Intellectual Property**”);

AND WHEREAS the Debtor granted to the Lender a security interest and lien in all of its property, including the Intellectual Property pursuant to a general security agreement dated December 10, 2010 (the “**General Security Agreement**”), which agreement has been assigned to Scotiabank Asset Finance, a division of The Bank of Nova Scotia, a corporation incorporated under the laws of Canada (the “**Lender**”), whose full address is 40 King Street West, 25th Floor, Toronto, ON M5H 1H1.

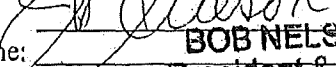
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms and obligations set forth in the General Security Agreement, the Debtor hereby confirms the granting of a security interest and lien in the Intellectual Property to the Lender.

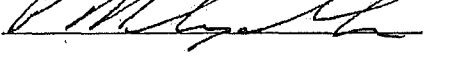
THE DEBTOR hereby certifies that the aforementioned information as it relates to the Debtor is true and accurate.

[Signature page follows]

DATED: December 10, 2013.

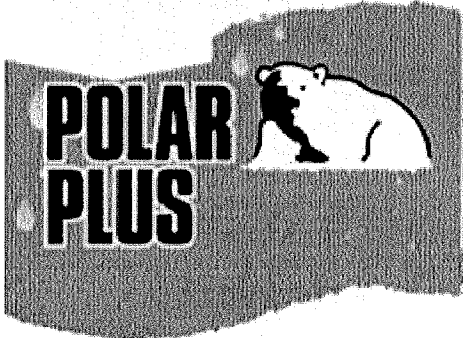
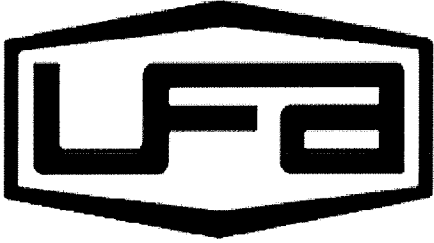


UNITED FARMERS OF ALBERTA CO-
OPERATIVE LIMITED

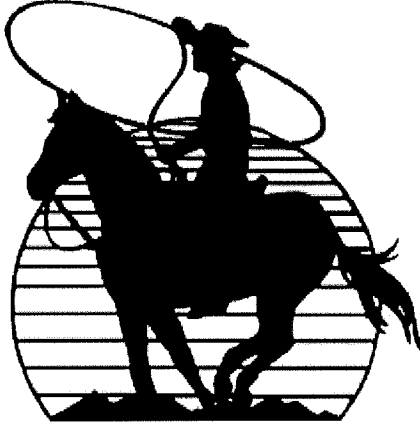
By: 
Name: BOB NELSON
Title: President & C.E.O.




By: 
Name: Peter Melnychuk
Title: Executive Vice President, CFO



Attachment 1

A. CANADIAN TRADEMARKS CURRENTLY RECORDED IN FAVOUR OF ROYNAT ASSET FINANCE (FILE NO. 528835; DATED FEBRUARY 14, 2011) TO BE ASSIGNED TO SCOTIABANK ASSET FINANCE, A DIVISION OF THE BANK OF NOVA SCOTIA




Trademarks			
Owner	Description	Application #	Trade Mark #
1. United Farmers of Alberta Co-operative Limited		1265461	TMA693540
2. United Farmers of Alberta Co-operative Limited	POLAR PLUS	1239487	TMA693178
3. United Farmers of Alberta Co-operative Limited		0528835	TMA305670
4. United Farmers of Alberta Co-operative Limited		1438578	TMA783578
5. United Farmers of Alberta Co-operative Limited		1270586	TMA753988
6. United Farmers of Alberta Co-operative Limited	STIRDON SYSTEMS	1014779	TMA538143

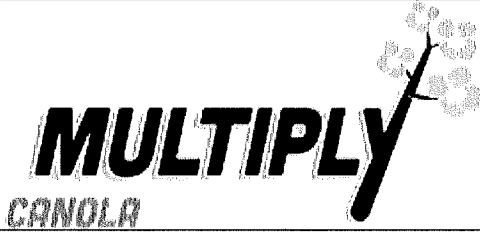


Trademarks				
	Owner	Description	Application #	Trade Mark #
7.	United Farmers of Alberta Co-operative Limited		0529978	TMA305678
8.	United Farmers of Alberta Co-operative Limited	WHOLESALE SPORTS OUTDOOR OUTFITTERS	1438574	TMA783579
9.	United Farmers of Alberta Co-operative Limited	SKILLGROW	1220601	TMA649252
10	United Farmers of Alberta Co-operative Limited	PROSTOCK FEEDS	1114600	TMA588176
11	United Farmers of Alberta Co-operative Limited	PROTOCOL 5545	0802890	TMA479940
12	United Farmers of Alberta Co-operative Limited	Card Link Online	1271491	TMA679191
13	United Farmers of Alberta Co-operative Limited	UFA CROP PRODUCTION SOLUTIONS	1234759	TMA648055
14	United Farmers of Alberta Co-operative Limited	BETTER BY A COUNTRY MILE	0565979	TMA346863

Trademarks				
	Owner	Description	Application #	Trade Mark #
15	United Farmers of Alberta Co-operative Limited		0672570	TMA405807
16	United Farmers of Alberta Co-operative Limited	COUNTRY PANTRY	1153409	TMA693635
17	United Farmers of Alberta Co-operative Limited	FARM PRIDE	0790542	TMA475465
18	United Farmers of Alberta Co-operative Limited	HYDROSOL 80	0802889	TMA473444
19	United Farmers of Alberta Co-operative Limited		0529812	TMA306646
20	United Farmers of Alberta Co-operative Limited	UNIPOWER	0535910	TMA308656
21	United Farmers of Alberta Co-operative Limited		1242066	TMA656138
22	United Farmers of Alberta Co-operative Limited	PRAIRIE	1395064	TMA772340
23	United Farmers of Alberta Co-operative Limited	PROSTOCK	1185313	TMA648957
24	United Farmers of Alberta Co-operative Limited	WHISKEY RIVER FLY SHOP	1442879	TMA784148

Trademarks				
	Owner	Description	Application #	Trade Mark #
25	United Farmers of Alberta Co-operative Limited	ACTIVATOR	0600319	TMA351005
26	United Farmers of Alberta Co-operative Limited	LUBE TRON	0589407	TMA348342
27	United Farmers of Alberta Co-operative Limited		1200796	TMA643273
28	United Farmers of Alberta Co-operative Limited	WHISKEY RIVER	1442878	TMA784147
29	United Farmers of Alberta Co-operative Limited	UFA SAFETY SMARTS	1387944	TMA746630
30	United Farmers of Alberta Co-operative Limited	MAGNUM	1370293	TMA731028
31	United Farmers of Alberta Co-operative Limited	AGVANTAGE 25	0880295	TMA516374
32	United Farmers of Alberta Co-operative Limited	SERVICE YOU CAN TRUST	0779211	TMA483968
33	United Farmers of Alberta Co-operative Limited	UFA	0574680	TMA339614
34	United Farmers of Alberta Co-operative Limited		1270585	TMA756136
35	United Farmers of Alberta Co-operative Limited	PARTNERS SERVING PRODUCERS	1067645	TMA571730

B. CANADIAN TRADEMARKS TO BE REGISTERED IN FAVOUR OF SCOTIABANK ASSET FINANCE, A DIVISION OF THE BANK OF NOVA SCOTIA

Trademarks				
	Owner	Description	Application #	Trade Mark #
1.	United Farmers of Alberta Co-operative Limited	MAGNIFY CEREALS	1640813	Formalized: Aug 28, 2013
2.	United Farmers of Alberta Co-operative Limited		1640812	Formalized: Aug 28, 2013
3.	United Farmers of Alberta Co-operative Limited	MULTIPLY CANOLA	1640818	Formalized: Aug 28, 2013
4.	United Farmers of Alberta Co-operative Limited		1640694	Formalized: Aug 27, 2013
5.	United Farmers of Alberta Co-operative Limited	FARM DEPOT	1577265	Status: Allowed Formalized: May 15, 2012
6.	United Farmers of Alberta Co-operative Limited	MAGNIFY CANOLA	1640699	Formalized: Aug 27, 2013
7.	United Farmers of Alberta Co-operative Limited	MULTIPLY CEREALS	1640695	Formalized: Aug 27, 2013
8.	United Farmers of Alberta Co-operative Limited		1640817	Formalized: Aug 28, 2013

Trademarks				
	Owner	Description	Application #	Trade Mark #
9.	United Farmers of Alberta Co-operative Limited		1640819	Formalized: Aug 28, 2013
10	United Farmers of Alberta Co-operative Limited	UFA FARM DEPOT	1577264	Status: Allowed Formalized: May 15, 2012
11	United Farmers of Alberta Co-operative Limited	HYDROSOL	1566344	Status: Default Searched Formalized: March 5, 2012
12	United Farmers of Alberta Co-operative Limited	BRAGGEAR	1551239	TMA859999
13	United Farmers of Alberta Co-operative Limited	 BRAGGEAR	1551237	Status Allowed Formalized: Nov 10, 2011
14	United Farmers of Alberta Co-operative Limited	WHOLESALE SPORTS	1583565	Status: Searched Formalized: July 5, 2012
15	United Farmers of Alberta Co-operative Limited	UFA SMALL TOWN HEROES	1520712	TMA839267
16	United Farmers of Alberta Co-operative Limited	UFA CO- OPERATIVE	1545620	TMA852027
17	United Farmers of Alberta Co-operative Limited		1553026	TMA828580
18	United Farmers of Alberta Co-operative Limited	SMALL TOWN HEROES	1520717	TMA834743
19	United Farmers of Alberta Co-operative Limited	FUEL UP FOR A	1558682	TMA834744

F#106830
C#34357

Notice of Security Interest in IP - United Farmers of Alberta Co-Operative Limited

TRADEMARK
REEL: 005188 FRAME: 0865

Trademarks				
	Owner	Description	Application #	Trade Mark #
		PICKUP		
20	United Farmers of Alberta Co-operative Limited	UFA HYDROSOL	1566345	TMA845006
21	United Farmers of Alberta Co-operative Limited	UFA FUEL UP FOR A PICKUP	1558683	TMA834745
22	United Farmers of Alberta Co-operative Limited	UFA CO- OPERATIVE LIMITED	1538850	TMA852025

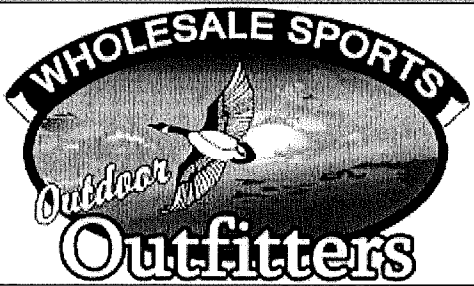
F#106830
C#34357

Notice of Security Interest in IP - United Farmers of Alberta Co-Operative Limited


TRADEMARK
REEL: 005188 FRAME: 0866

C. US TRADEMARKS CURRENTLY RECORDED IN FAVOUR OF ROYNAT ASSET FINANCE (RECORDED JANUARY 28, 2011; REEL/FRAME: 4464/0191) TO BE ASSIGNED TO SCOTIABANK ASSET FINANCE, A DIVISION OF THE BANK OF NOVA SCOTIA

Trademarks (USA Searches)				
	Owner	Description	Serial #	Registration #
1.	United Farmers of Alberta Co-operative Limited	SKILLGROW	78769346	3253115
2.	United Farmers of Alberta Co-operative Limited	CARD LINK ONLINE	78743911	3445167
3.	United Farmers of Alberta Co-operative Limited	WHOLESALE SPORTS OUTDOOR OUTFITTERS	77769876	4188191
4.	United Farmers of Alberta Co-operative Limited	WHOLESALE SPORTS	77769881	4162529

Trademarks (USA Searches)				
	Owner	Description	Serial #	Registration #
5.	United Farmers of Alberta Co-operative Limited		77814426	3953127
6.	United Farmers of Alberta Co-operative Limited	<p>MAGNUM</p>	77487698	3805288

D. US TRADEMARKS TO BE REGISTERED IN FAVOUR OF SCOTIABANK ASSET FINANCE, A DIVISION OF THE BANK OF NOVA SCOTIA

Trademarks (USA Searches)				
	Owner	Description	Serial #	Registration #
1.	United Farmers of Alberta Co-operative Limited	UFA SMALL TOWN HEROES	85468703	4356251
2.	United Farmers of Alberta Co-operative Limited		85449635	4340769
3.	United Farmers of Alberta Co-operative Limited	BRAGGEAR	85476191	

15941526.3

F#106830
C#34357

Notice of Security Interest in IP - United Farmers of Alberta Co-Operative Limited

RECORDED: 01/08/2014

TRADEMARK
REEL: 005188 FRAME: 0869