

10-11-2002

FORM PTO-1594 (Rev. 6-93) OMB No. 0651-0011 (exp. 4/94)

RE



IEET U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

10-11-02

102247952

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 JPMORGAN CHASE BANK (F/K/A THE CHASE MANHATTAN BANK), AS COLLATERAL AGENT
 270 PARK AVENUE
 NEW YORK, NY 10017

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other RELEASE

Execution Date: _____

2. Name and address of receiving party(ies)
 Name: LAND O'LAKES, INC.
 Internal Address: _____
 Street Address: 4001 LEXINGTON AVENUE NORTH
 City: ARDEN HILLS State: MN ZIP: 55126

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State MN
 Other

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

4. Application number(s) or patent number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

SEE ATTACHED

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: PENELOPE AGODOA
 Internal Address: FEDERAL RESEARCH CORP.
 Street Address: 1030 FIFTEENTH STREET NW,
SUITE 920
 City: WASHINGTON State: DC ZIP: 20005

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

(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.

DANALE STUBOM Dghali Stubom
 Name of Person Signing Signature

Date: 10/8/02

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

10/15/2002 6TON11 00000021 1790009 Mail documents to be recorded with required cover sheet information to: Commissioner of Patents & Trademarks, Box Assignments

01 FC:481 40.00 OP
02 FC:482 25.00 OP

TRADEMARK REEL: 002598 FRAME: 0255

RELEASED IP

<i>Trademark Name</i>	<i>Reg. Number</i>
LIQUI-PREP	2419557
→ RHIZO-STICK	1790009
RHIZO-STICK (Canada)	TMA419659
DORMAL (Canada)	TMA208117
<i>Patent Name</i>	<i>Reg. Number</i>
Rhizosheric Bacteria	5427785

60108638.4

JPMorgan Chase Bank
270 Park Avenue
New York, NY 10017

September 30, 2002

By Facsimile and Federal Express

Land O'Lakes, Inc.
Forage Genetics, Inc.
SeedBiotics, LLC
c/o Land O'Lakes, Inc.
4001 Lexington Avenue North
Arden Hills, Minnesota 55126
Attention: Law Department

Research Seeds, Inc.
225 Florence Road
St. Joseph, Missouri 64501
Attention: President

Ladies and Gentlemen:

JPMorgan Chase Bank, a national banking association, in its capacity as successor in interest to The Chase Manhattan Bank and as "Administrative Agent" and "Collateral Agent" (in such capacity, "**Existing Agent**") under that certain Credit Agreement dated as of October 11, 2001 (as the same has been amended, restated, supplemented or otherwise modified from time to time, the "**JPMorgan Credit Agreement**") by and among Existing Agent, Land O'Lakes, Inc., a Minnesota cooperative corporation ("**Land O'Lakes**"), and the financial institutions party thereto as "Lenders", hereby acknowledges that Land O'Lakes, Research Seeds, Inc., Seedbiotics, LLC and Forage Genetics, Inc. (collectively, the "**Sellers**") and Becker-Underwood, Inc., a Delaware corporation, and Becker-Underwood Inoculants, LLC, a Delaware limited liability company (together, "**Buyer**"), have entered into that certain Asset Purchase Agreement dated as of September 30, 2002 (the "**Purchase Agreement**"), a copy of which is attached hereto as Exhibit A.

Existing Agent hereby consents to the execution of, delivery of and performance under the Purchase Agreement by the Sellers and agrees that, concurrent with the "Initial Closing" (as such term is defined in the Purchase Agreement), all liens and security interests granted by each of the Sellers to Existing Agent in the "Purchased Assets" (as such term is defined in the Purchase Agreement) are hereby released.

Concurrently with such release and immediately after such "Initial Closing", Existing Agent will file: (a) UCC amendments in the form attached hereto as Exhibit B (the "**UCC Amendments**") with respect to the UCC financing statements listed on Exhibit C hereto (the "**UCC Filings**") in the appropriate filing jurisdictions and (b) copies of this letter agreement with the United States Patent and Trademark Office to evidence the release of its security interests in the intellectual property described on

60108638.4

TRADEMARK
REEL: 002598 FRAME: 0257

Exhibit D attached hereto (the “**Released IP**”), which amendments and filings sufficiently evidence the releases described herein.

*- Remainder of Page Intentionally Left Blank –
[Signature Page Follows]*

60108638.4

TRADEMARK
REEL: 002598 FRAME: 0258

Existing Agent also agrees to deliver such other releases, documents and agreements, including without limitation additional documents which terminate the UCC Filings and any other filings against the Released IP, as Land O'Lakes may reasonably request to evidence the releases described herein.

Respectfully,

JPMORGAN CHASE BANK, a national banking association, in its capacity as successor in interest to The Chase Manhattan Bank and as "Administrative Agent" and "Collateral Agent

By: 

Name: _____

B.L. WUTRICH

Title: _____

Vice President

Release Letter

TRADEMARK
REEL: 002598 FRAME: 0259

**ACKNOWLEDGED AND ACCEPTED as
of the date first written above:**

LAND O'LAKES, INC., a Minnesota
cooperative corporation

By: [Signature]
Name: UP St. Croix Council
Title: John Rib

FORAGE GENETICS, INC.

By: [Signature]
Name: Peter S. Tanager
Title: Secretary

RESEARCH SEEDS, INC., a Missouri
cooperative corporation

By: [Signature]
Name: Peter S. Tanager
Title: Secretary

SEEDBIOTICS, LLC, an Idaho limited
liability company

By: [Signature]
Name: Peter S. Tanager
Title: Secretary

Release Letter