




**AUTHORIZATION**

TO: THOMPSON DORFMAN SWEATMAN LLP  
2200 - 201 PORTAGE AVENUE  
WINNIPEG MB R3B 3L3

The undersigned hereby authorizes Thompson Dorfman Sweatman LLP, and such person or firm as it may authorize and direct, to execute and file on the undersigned's behalf discharges of all security given by each of Ag Growth Industries Inc., Westfield Industries Ltd., Westfield Distributing Ltd., Westfield Distributing (North Dakota) Inc., Wheatheart Manufacturing Ltd., Batco Manufacturing Ltd. and 628554 Saskatchewan Ltd. in favour of the undersigned (on its own behalf and as security agent for The Bank of Nova Scotia and itself), including without limitation, those registrations listed on Schedule A hereto, and for so doing this shall be its good and sufficient authority.

DATED THIS 18<sup>th</sup> DAY OF MAY, 2004.

**THE TORONTO-DOMINION BANK**

Per:   
Name: GARRY WILKES  
Title: RELATIONSHIP MANAGER

**SCHEDULE "A"**

**I. Personal Property Security Registrations**

**Debtor: Ag Growth Industries Inc.**

**MANITOBA**

| <b>Registration No.</b> | <b>Date</b>        | <b>Secured Party</b>  | <b>Particulars</b>   |
|-------------------------|--------------------|---|--|
| 000509105260            | May 9, 2000        | The Toronto Dominion Bank ("TD Bank"), as security agent for itself and The Bank of Nova Scotia ("BNS") | general security agreement (PMSI)  |
| 000512109217            | May 12, 2000       | TD Bank, as security agent for itself and BNS   | general security agreement (PMSI)  |
| 200319170803            | September 11, 2003 | TD Bank   | all securities, including those of Batco, Wheatheart and Westfield   |
| 200400810400            | January 16, 2004   | TD Bank   | all present and after acquired instruments, treasury bills, chattel paper, documents of title, intangibles, securities, etc. |

**SASKATCHEWAN**

| <b>Registration No.</b> | <b>Date</b>  | <b>Secured Party</b>                          | <b>Particulars</b>   |
|-------------------------|--------------|---|--|
| 112184641               | May 12, 1998 | TD Bank                                       | all Debts and Liabilities, present and future, of 621895 Saskatchewan Ltd. to the Debtor |
| 112184667               | May 12, 1998 | TD Bank and BNS                               | all present and after-acquired personal property   |
| 115002034               | May 9, 2000  | TD Bank, as security agent for itself and BNS | all present and after-acquired personal property   |

**ALBERTA**

| <b>Registration No.</b> | <b>Date</b>  | <b>Secured Party</b>                          | <b>Particulars</b>                               |
|-------------------------|--------------|---|--|
| 98051223935             | May 12, 1998 | TD Bank, as security agent for itself and BNS | all present and after-acquired personal property |

**Debtor: Westfield Industries Ltd. ("Westfield")**

**MANITOBA**

| <b>Registration No.</b> | <b>Date</b> | <b>Secured Party</b> | <b>Particulars</b>  |
|-------------------------|-------------|----------------------|---|
| 000509105278            | May 9, 2000 | TD Bank              | general security agreement and serial numbered goods (PMSI) |

| Registration No. | Date               | Secured Party | Particulars   |
|------------------|--------------------|---------------|---|
| 200319172407     | September 11, 2003 | TD Bank       | all securities of debtor, including those of Distributing and N.D.co. |

**SASKATCHEWAN**

| Registration No. | Date        | Secured Party | Particulars  |
|------------------|-------------|---------------|--|
| 115007107        | May 9, 2000 | TD Bank       | serial numbered goods and all of the debtor's present and after acquired personal property |

**Debtor: Westfield Distributing Ltd.**

**MANITOBA**

| Registration No. | Date        | Secured Party                                 | Particulars                |
|------------------|-------------|---|----------------------------|
| 000509105251     | May 9, 2000 | TD Bank, as security agent for itself and BNS | general security agreement |

**Debtor: Westfield Distributing (North Dakota) Inc. ("NDco")**

**MANITOBA**

| Registration No. | Date        | Secured Party                                 | Particulars                |
|------------------|-------------|---|----------------------------|
| 000509105227     | May 9, 2000 | TD Bank, as security agent for itself and BNS | general security agreement |

**Debtor: Wheatheart Manufacturing Ltd. ("Wheatheart")**

**MANITOBA**

| Registration No. | Date         | Secured Party                                 | Particulars   |
|------------------|--------------|---|---|
| 000512109233     | May 12, 2000 | TD Bank, as security agent for itself and BNS | general security agreement and serial numbered goods (PMSI) |

**SASKATCHEWAN**

| Registration No. | Date         | Secured Party   | Particulars  |
|------------------|--------------|-----------------|--|
| 112184756        | May 12, 1998 | TD Bank and BNS | all present and after-acquired personal property and serial numbered goods -also registered against 621895 Saskatchewan Ltd. |

**ALBERTA**

| Registration No. | Date | Secured Party | Particulars |
|------------------|------|---------------|-------------|
|------------------|------|---------------|-------------|

| Registration No. | Date         | Secured Party                                 | Particulars   |
|------------------|--------------|---|---|
| 98051223851      | May 12, 1998 | TD Bank, as security agent for itself and BNS | serial numbered goods and all present and after-acquired property of the debtor |

Debtor: **Batco Manufacturing Ltd. ("Batco")**

**MANITOBA**

| Registration No. | Date         | Secured Party                                 | Particulars   |
|------------------|--------------|---|---|
| 000512109225     | May 12, 2000 | TD Bank, as security agent for itself and BNS | general security agreement and serial numbered goods (PMSI) |

**SASKATCHEWAN**

| Registration No. | Date         | Secured Party                                 | Particulars  |
|------------------|--------------|---|--|
| 112184691        | May 12, 1998 | TD Bank                                       | all debts and liabilities, present and future, of 621895 Saskatchewan Ltd. to the debtor. Proceeds consisting of goods, chattel paper, securities, documents of title, instruments, money and intangibles. |
| 112184722        | May 12, 1998 | TD Bank, as security agent for itself and BNS | serial numbered goods and all of the debtor's present and after acquired personal property   |

**ALBERTA**

| Registration No. | Date         | Secured Party                                 | Particulars  |
|------------------|--------------|---|--|
| 98051223901      | May 12, 1998 | TD Bank, as security agent for itself and BNS | serial numbered goods and all present and after-acquired personal property |

Debtor: **628554 Saskatchewan Ltd.**

**SASKATCHEWAN**

| Registration No. | Date        | Secured Party                        | Particulars   |
|------------------|-------------|--------------------------------------|---|
| 115002034        | May 9, 2000 | TD Bank, as agent for itself and BNS | all present and after-acquired personal property of the Debtor -also registered against Ag Growth |

**II. Land Titles Registrations**

**Rosenort, Manitoba**

| Title Nos. | Registered Owner | Encumbrance  | Particulars                            |
|------------|------------------|--------------|--|
| 1771612    | Westfield        | Mortgage No. | \$10,000,000 mortgage in favour of the |

|   |           |                           |   |
|---|-----------|---------------------------|---|
| 1771614<br>1771618<br>1771621<br>1771627<br>1771631<br>1771633            |           | 2486235                   | TD Bank, registered May 10, 2000  |
| 1771612<br>1771614<br>1771618<br>1771621<br>1771627<br>1771631<br>1771633 | Westfield | Instrument No.<br>2894573 | Agreement to extend/amend mortgage from TD Bank to Westfield, registered September 15, 2003 |

### Swift Current, Saskatchewan

| Title Nos. | Registered Owner | Encumbrance                     | Particulars  |
|------------|------------------|---------------------------------|--|
| 113367157  | Westfield        | Caveat No.<br>112735504         | TD Bank, registered April 19, 2001 giving notice of a mortgage of lease (Converted Instrument No. 01SC04654) |
| 113367157  | Westfield        | Mortgage No.<br>122572874       | \$371,000 mortgage to TD Bank, registered September 15, 2003   |
| 113367124  | Batco            | Mortgage No.<br>112735403       | TD Bank, registered May 1, 1998 in respect of a \$750,000 Mortgage (Converted Instrument No. 98SC05880)      |
| 113367124  | Batco            | Caveat No.<br>112735414         | TD Bank, registered May 23, 2000 giving notice of Amending Agreement (Converted Instrument No. 00SC06854)    |
| 113367124  | Batco            | Misc. Interest<br>No. 122624254 | TD Bank, registered September 19, 2003   |

### Saskatoon, Saskatchewan

| Title Nos. | Registered Owner | Encumbrance               | Particulars   |
|------------|------------------|---------------------------|---|
| 107739164  | Wheatheart       | Mortgage No.<br>107122159 | TD Bank, registered May 1, 1998 in respect of a \$1,100,000 mortgage (Converted Instrument No. 98SA10980) |
| 107739164  | Wheatheart       | Caveat No.<br>107122126   | TD Bank, registered May 23, 2000 in respect of an Amending Agreement (Converted Instrument No. 00SA12243) |
| 107739164  | Wheatheart       | Misc. Interest            | TD Bank, registered September 17,   |

**III. UCC Registrations****Debtor: Westfield**

| State                     | Secured Party                | File Nos.   |
|---------------------------|------------------------------|---|
| Iowa                      | TD Bank, as Collateral Agent | P106157, P442577 and E566469                              |
| Wisconsin                 | TD Bank, as Collateral Agent | 030015020008 and 030019200719                             |
| District of Columbia      | TD Bank, as Collateral Agent | 2003115982, 2003116022 and 2003163535                     |
| Illinois                  | TD Bank, as Collateral Agent | 7592469 and 7910282                                       |
| South Dakota              | TD Bank, as Collateral Agent | 20032621201953 and 20033351300816                         |
| Cass County, North Dakota | TD Bank, as Collateral Agent | 00-000943814, 03-000149225, 03-000133733 and 03-000133729 |
| Minnesota                 | TD Bank, as Collateral Agent | 20038853822   |
| Missouri                  | TD Bank, as Collateral Agent | 20030095314J and 20030122762G                             |

**Debtor: NDco**

| State                     | Secured Party                | File Nos.   |
|---------------------------|------------------------------|---|
| Cass County, North Dakota | TD Bank, as Collateral Agent | 00-000943808, 03-000149224, 03-000133726, 03-000133721 and 00-000979571 |

**IV. Intellectual Property Registrations****Canadian Trademarks**

| Canadian Trademarks      | Application/Registration Number | Owner      | Party with Interest Notice | Security |
|--------------------------|---------------------------------|------------|----------------------------|----------|
| SEED SHUTTLE             | 1 090 138                       | Batco      | TD Bank                    |          |
| WESTFIELD                | TMA 422 052                     | Westfield  | TD Bank                    |          |
| WESTFIELD Design         | TMA 331 455                     | Westfield  | TD Bank                    |          |
| PICK UP WITH US Design   | TMA 566 471                     | Wheatheart | TD Bank                    |          |
| VICTORY EQUIPMENT Design | TMA 549 208                     | Wheatheart | TD Bank                    |          |
| WHEATHEART               | TMA 301 580                     | Wheatheart | TD Bank                    |          |
| WHEATHEART Design        | TMA 303 478                     | Wheatheart | TD Bank                    |          |

**US Trademarks**

| <b>United States Trademarks</b> | <b>Application/Registration Number</b> | <b>Owner</b> | <b>Party with Interest Notice</b> | <b>Security</b> |
|---------------------------------|--|--------------|-----------------------------------|-----------------|
| WESTFIELD                       | 1 794 696                              | Westfield    | TD Bank                           |                 |
| WESTFIELD Design                | 1 641 037                              | Westfield    | TD Bank                           |                 |

**Canadian Patents**

| <b>Canadian Patents Title</b>  | <b>Patent/Serial Number</b> | <b>Owner</b> | <b>Party with Interest Notice</b> | <b>Security</b> |
|--|-----------------------------|--------------|-----------------------------------|-----------------|
| COUPLING GRAIN AUGERS  | CA 1 158 193                | Westfield    | TD Bank                           |                 |
| HYDRAULIC CYLINDER FOR GRAIN AUGERS  | CA 2 185 377                | Westfield    | TD Bank                           |                 |
| METHOD AND APPARATUS FOR FORMING REINFORCED AUGER FLIGHTING AND A DETACHABLE REINFORCED AUGER FLIGHT | CA 2 252 127                | Westfield    | TD Bank                           |                 |
| AUGER SCREW  | CA 1 206 115                | Wheatheart   | TD Bank                           |                 |

**US Patents**

| <b>United States Patents Title</b>  | <b>Patent/Serial Number</b> | <b>Owner</b> | <b>Party with Interest Notice</b> | <b>Security</b> |
|-------------------------------------|-----------------------------|--------------|-----------------------------------|-----------------|
| COUPLING GRAIN AUGERS               | 4 603 775                   | Westfield.   | TD Bank                           |                 |
| HYDRAULIC CYLINDER FOR GRAIN AUGERS | 5 873 447                   | Westfield    | TD Bank                           |                 |



|  |            |           |         |
|--|------------|-----------|---------|
| METHOD AND APPARATUS FOR FORMING REINFORCED AUGER FLIGHTING AND A DETACHABLE REINFORCED AUGER FLIGHT | 09/184,637 | Westfield | TD Bank |
|--|------------|-----------|---------|