

ASSIGNMENT


This Assignment is between ROBERT RATCLIFFE, an individual having a mailing address of P.O. Box 995, 175 Church Lane, Bridgehampton, New York 11932, and ENGAGE AGRO CORP., a Canadian Corporation having offices at 1030 Gordon Street, Guelph, Ontario N1G 4X5, Canada.

WHEREAS ROBERT RATCLIFFE is the owner of the trademark THE FAIRWAY SNAKE, and U.S. Trademark Registration No. 2,587,893 registered on July 2, 2002 (the "Mark");

WHEREAS ENGAGE AGRO CORP. is desirous of acquiring said Mark and registration;

NOW, THEREFORE, in consideration of the sum of one dollar (\$1.00) and other good and valuable consideration, receipt of which is hereby acknowledged, ROBERT RATCLIFFE hereby assigns to ENGAGE AGRO CORP., all right, title and interest in and to said Mark and the aforesaid registration thereof, together with all goodwill of the business connected with the use of and symbolized by said Mark, as fully and entirely as the same would have been held and enjoyed by ROBERT RATCLIFFE, if this assignment had not been made; together with all claims for damages by reason of past infringement of said Mark, with the right to sue for and collect the same for its own use and enjoyment, and for the use and enjoyment of its successors, assigns, or other legal representatives.

This assignment is effective as of February 5, 2004.

By: 
Robert Ratcliffe