

**UNITED POTATO GROWERS COOPERATIVE OF WISCONSIN, INC.
MEMBERSHIP AGREEMENT**

THIS AGREEMENT executed as of this ____ day of _____, 2005, by and between UNITED POTATO GROWERS COOPERATIVE OF WISCONSIN, INC., a Wisconsin agricultural cooperative, hereinafter called the "Cooperative," and the undersigned member of the Cooperative hereinafter called the "Member," is made in consideration of mutual promises and other good and valuable consideration and is as follows:

- 1. This Agreement is one of several similar agreements made by the Cooperative with potato growers who are mutually and individually obligated under the terms hereof ("Members"). The Cooperative shall be deemed to be acting in its own name for and on behalf of all of its Members in carrying out the provisions of such agreements or in any action or legal proceeding resulting therefrom.**
- 2. The person who signs on behalf of Member acknowledges that such Member is an agricultural producer which is either an individual, partnership, corporation or other entity actually engaged in the production of potatoes or a landlord which receives a portion of the crop as rent.**
- 3. Member hereby agrees to acquire one (1) share of common voting stock at a price of Two Hundred Dollars (\$200.00).**
- 4. In the event the Board of Directors determines to issue Preferred Stock, Member agrees to acquire one (1) share of Preferred Stock of the Cooperative for each acre of potatoes grown historically at a price to be set by the Board of Directors. Member agrees to provide the information sought on the signature page. Member hereby acknowledges that the Board of Directors may assess a check-off or marketing fee to help finance the operations of the Cooperative.**
- 5. It is the intention of the Cooperative and its Members that pricing, supply and/or acreage buy out/buy down programs, rules and regulations be observed by the Grower as are published from time to time by the Cooperative and provided to Member. In the event Member does not observe such pricing, supply and/or acreage buy out/buy down programs, rules & regulations, Member may be discharged from membership by a vote of a majority of the Board of Directors of the Cooperative. Member acknowledges that the Board of Directors of the Cooperative may from time to time adopt penalties for violations of the Membership Agreement.**
- 6. In the event monetary benefits are realized by the Cooperative through any of its operations or activities, such benefits will be allocated to the Members in accordance with their patronage, or in absence of patronage, in accordance with the outstanding Preferred Stock on a per share basis.**
- 7. This Membership Agreement, together with the Cooperative's Articles of Incorporation, Bylaws, pricing, supply and/or buy out/buy down programs, rules and regulations, constitute the entire contract between the Cooperative and the Members. Member also agrees to abide by such additional rules and regulations adopted by the Board of Directors from time to time which are not in conflict with the Articles of Incorporation and Bylaws.**
- 8. This Membership Agreement is binding on Grower, his heirs, successors and assigns. In the event Grower utilizes an entity which he owns, controls or affiliates with to circumvent the provisions of this Agreement, the Cooperative shall be entitled to treat such act as an assignment. The penalties for such breach shall be assessed to Member, his heirs, successors or assigns.**

9. The term of this Agreement shall be for a period of five (5) years from date. Thereafter, it shall be automatically renewed from year to year, unless terminated as set forth herein or by written notice furnished by either party not later than six (6) months prior to the end of the original term or any renewal term.

IN WITNESS WHEREOF, this contract has been executed as of the day and year first above written.

UNITED POTATO GROWERS
COOPERATIVE OF WISCONSIN, INC

Member Address:

Address:

PO Box 327

Antigo, WI 54409-0327

(Member's Name) Please Print

By _____
(Signature) UNITED Representative

Signature of Member or Authorized Representative

Co-Owner Address (if applicable)

VERY IMPORTANT

In order to join the person or company joining must be the growing/grower portion of your business

Co-Owner's Signature (if applicable)

Member's Telephone Number

Social Security Number or Federal ID Number

Please identify your 2005 planting intentions by crop type.

Acres:

Fresh _____
Process _____
Chips _____
Seed _____

Member Fax Number

Member Email address

Total Acres: _____

Subscription: _____ shares of Preferred Stock (1 share per Acre) @ \$ 1.00 per share = \$ _____

Common Stock (Voting stock) @ \$200

Total Payment: Preferred Stock amount plus Common Stock amount = _____

Make Check out to: UNITED POTATO CO-OP OF WI

County(s) or locale where potatoes are grown: _____

