

06-17-1998

6/1/88

To the Honorable Commissioner of Patents and Trademarks

100741321

Documents or copy thereof.

1. Name of conveying party(ies):

Borden/Meadow Gold Dairies Investments, Inc..

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

Execution Date: November 10, 1997

2. Name and address of receiving party(ies):

Name: Southern Foods Group, L.P.

Internal Address:

Street Address: 3114 South Haskell  
City: Dallas State: TX ZIP: 75223

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_

Limited Partnership Delaware

Corporation-State \_\_\_\_\_

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 registration number(s):

A. Trademark Application No.(s)  
75/245,482

B. Trademark Registration No.(s) 1,637,290

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: James F. Struthers

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41) ..... 5 \$65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(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.

James F. Struthers

May 27, 1998

Name of Person Signing

Signature

Date

06/15/1998 SSMITH 00000159 75245482

01 FC:481  
02 FC:482

Total number of pages including cover sheet, attachments, and document: 10

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK  
REEL: 1741 FRAME: 0083

NUNC PRO TUNC TRADEMARK ASSIGNMENT

This Trademark Assignment is made the 10 day of November, 1997, between Borden/Meadow Gold Dairies Investments, Inc., a Delaware corporation ("Assignor"), located and doing business at 2711 Centerville Road, Wilmington, Delaware 19808 and Southern Foods Group, L.P., a Delaware limited partnership ("Assignee"), located and doing business at 3114 South Haskell, Dallas, Texas 75223.

WHEREAS,

- I. Assignor intended to use, has used, and is the owner of certain trademarks, details of which are set out in Schedule A hereto, together with common law rights therein (hereinafter, the "Trademarks"); and
- II. The Trademarks are the subject of respective federal registrations or applications; and
- III. All assets of Assignor, including all Assignor's trademark rights, including the Trademarks, were sold to Assignee in that certain Asset Purchase Agreement dated September 4, 1997, to which Assignor and Assignee are parties.

NOW THIS DEED WITNESSETH AS FOLLOWS:

For good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), Assignor hereby confirms the previous sale and assigns and conveys to Assignee, NUNC PRO TUNC, all Assignor's trademark rights in the Trademarks, the business of the Assignor in which the Trademarks were used or were intended to be used, including all property, right, title, and interest in and to the Trademarks, the registrations and applications listed in Schedule A hereto, the common law rights therein, the goodwill associated with the business in which the Trademarks are used, and the right to recover for past infringements thereof; to hold the same unto Assignee absolutely.

IN WITNESS WHEREOF, Assignor has executed this Assignment the date and year first written above.

BORDEN/MEADOW GOLD DAIRIES  
INVESTMENTS, INC.

By: David A. Geisler  
David A. Geisler  
Its: Vice President



STATE OF MISSOURI §  
 COUNTY OF Greene §

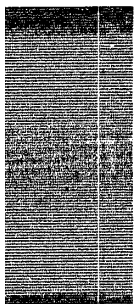
BEFORE ME, on this day personally appeared David A. Geisler, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he/~~she~~ executed the same on behalf of Borden/Meadow Gold Dairies Investments, Inc. for the purposes and consideration therein expressed.

Subscribed to and sworn to before me this 10 day of November, 1997.

Mary C. Bode  
 Notary Public in and for the  
 State of Missouri  
 MARY C. BODE Notary Public  
 Christian County State of Missouri  
 Printed Name: My Commission Expires Aug. 30, 2000  
 My Commission Expires: \_\_\_\_\_

**SCHEDULE A  
TRADEMARK REGISTRATIONS**

<u>Registration No.</u>	<u>Registration Date</u>	<u>Class</u>	<u>Mark</u>
56,820	10/23/06	29	MEADOW GOLD
145,605	08/16/21	30	MEADOW GOLD (STYLIZED LETTERS)
173,261	09/18/23	30	MEADOW GOLD (STYLIZED LETTERS)
281,436	03/17/31	30	MEADOW GOLD (STYLIZED LETTERS)
285,893	08/11/31	30	MEADOW GOLD (STYLIZED LETTERS)
311,368	03/20/34	30	FROSTICK (STYLIZED LETTERS)
394,672	04/21/42	30	MEADOW GOLD (STYLIZED LETTERS)
582,470	11/17/53	30	MEADOW GOLD (STYLIZED LETTERS)
644,259	04/16/57	29	SHIELD DESIGN (MEADOW GOLD)
660,410	04/08/58	30	SVELTE
746,288	03/05/63	30	HOLLAND DUTCH
809,357	05/31/66	30	TIC TAC TOE
813,109	08/16/66	29	POINSETTIA
880,996	11/18/69	29	STARFLAKE
892,148	06/02/70	29, 30	PAGE
929,657	02/22/72	29	LITE-LINE (STYLIZED LETTERS)



<u>Registration No.</u>	<u>Registration Date</u>	<u>Class</u>	<u>Mark</u>
1,064,973	05/03/77	30	GRAND OLE VANILLA
1,071,902	08/23/77	29	VIVA-YO
1,088,264	03/28/78	30	BLUE VALLEY
1,132,792	04/08/80	29	MOUNTAIN HIGH & DESIGN
1,132,794	04/08/80	29	MOUNTAIN HIGH
1,165,701	08/18/81	29	VIVA-YO (STYLIZED LETTERS)
1,178,356	11/17/81	29	LITE-LINE
1,194,419	04/27/82	30	SUPER SCOOP
1,283,514	06/26/84	29	VIVA & DESIGN
1,326,215	03/19/85	29	MEADOW GOLD
1,331,064	04/16/85	29	GO LIGHTLY AND DESIGN
1,334,580	05/07/85	30	VIVA & DESIGN
1,406,961	08/26/86	30	FARMSTEAD
1,407,842	09/02/86	29	FARMSTEAD
1,408,446	09/09/86	16	READY FRESH PACK
1,412,503	10/07/86	29,30,32	MILKWAGON DESIGN
1,496,023	07/12/88	30	OLDE FASHIONED RECIPE (PLAIN BLOCK)
1,637,290	03/05/91	29	HONEY LIGHT
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1,682,452	04/07/92	29	ECONO-WAY
1,825,314	03/08/94	29	SKIM-LINE



<u>Registration No.</u>	<u>Registration Date</u>	<u>Class</u>	<u>Mark</u>
1,872,664	01/10/95	29	HOLLAND DUTCH
1,921,066	09/19/95	29	THE WAY YOGHURT'S SUPPOSED TO BE
1,921,066	09/19/95	29	THE WAY YOGHURT'S SUPPOSED TO BE
1,936,181	11/14/95	29, 30	MEADOW GOLD & DESIGN
1,991,763	08/06/96	29	CRAZY MILK
1,991,763	08/06/96	29	CRAZY MILK
2,077,402	07/08/97	30	GLACIER CLUB
2,081,816	07/22/97	29, 30	MEADOW GOLD & DESIGN

**TRADEMARK APPLICATIONS**

<u>Application No.</u>	<u>Application Date</u>	<u>Class</u>	<u>Mark</u>
75/183,282	10/17/96	32	THIRSTEE SMASH
75/195,308	11/08/96	29	MOO JUICE
75/209,503	12/06/96	29	CRANBERRY-RASPBERRY BAY
75/243,254	02/18/97	30	MINTERRIFIC
75/243,255	02/18/97	30	CHOCOLATE MIDNIGHT MADNESS
75/243,256	02/18/97	30	BLUEBERRY WAFFLE CRUNCH
75/243,257	02/18/97	30	JAVA & CREAM
75/243,258	02/18/97	30	MALT ASSAULT
75/243,473	02/18/97	30	FABULOUS FRUIT SHORTCAKE
75/244,533	02/20/97	29	VIVA AND DESIGN
75/245,477	02/21/97	30	RUBY RED RASPBERRY
75/245,478	02/21/97	30	MARVELOUS MOCHA
75/245,479	02/21/97	30	TOTALLY NUTS
75/245,480	02/21/97	30	RAINBOW RAPTURE
75/245,481	02/21/97	30	CHERRY BLOSSOM SWIRL
75/245,482	02/21/97	30	COOL MINT CHIP
75/263,321	03/06/97	29	RICH & FIT
75/263,322	03/06/97	29	HONEY ALMOND OASIS



<u>Application No.</u>	<u>Application Date</u>	<u>Class</u>	<u>Mark</u>
75/254,592	03/10/97	29	VANILLA VALLEY
75/254,596	03/10/97	29	STRAWBERRY MANGO ISLAND
75/268,436	04/02/97	30	FRUIT BLOSSOM DELIGHT
75/285,014	05/01/97	29	ROYAL DANISH

157459 1/SP3/LSS/JKG/110597  
RECORDED: 06/01/1998

- 7 - TRADEMARK  
REEL: 1741 FRAME: 0090