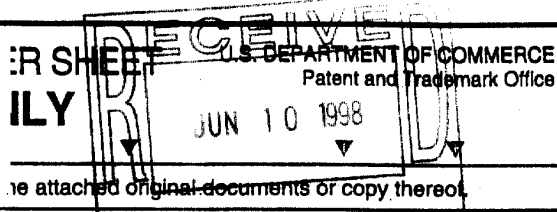


06-26-1998



OMR No. 0651-0011 (exp. 4/94)



Tab settings 0000

To the Honorable Commissioner

100748279

See attached original documents or copy thereof.

1. Name of conveying party(ies):

Tuscan Dairy Farms, Inc.
750 Union Avenue
Union, NJ 07083

- Individual(s)
- General Partnership
- Corporation-State NJ
- 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: May 28, 1998

2. Name and address of receiving party(ies)

Name: Tuscan/Lehigh Dairies, L.P.

Internal Address:

Street Address: 750 Union Avenue

City: Union State: NJ ZIP: 07083

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

1,945,135

Additional numbers attached? Yes No

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

Name: Eric S. Marzluf, Esq.

Internal Address: Caesar, Rivise, Bernstein,
Cohen & Pokotilow, Ltd.

Street Address: 12th Floor - 7 Penn Center
1635 Market Street

City: Philadelphia State: PA ZIP: 19103-2212

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

03-0075

(Attach duplicate copy of this page if paying by deposit account)

06/24/1998 JSHABAZZ 00000026 030075 1945135

DO NOT USE THIS SPACE

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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.

Eric S. Marzluf

Name of Person Signing

Eric S. Marzluf
Signature

June 8, 1998

Date

Total number of pages including cover sheet, attachments, and document: 4

ASSIGNMENT OF TRADEMARKS

WHEREAS, TUSCAN DAIRY FARMS, INC. (TUSCAN), a corporation organized and existing under the laws of the State of New Jersey, and having a place of business at 750 Union Avenue, Union, NJ 07083 is the owner of certain U.S. and foreign trademarks and Certificates of Registrations thereof, and the goodwill of the business associated with and symbolized by said trademarks, which trademarks and Certificates of Registration are identified in Exhibit A, hereunto attached;

WHEREAS, TUSCAN/LEHIGH DAIRIES, L.P., a limited liability partnership organized and existing under the laws of the State of Delaware, and having its principal place of business at 750 Union Avenue, Union, NJ 07083, is desirous of acquiring all of the right, title and interest of said TUSCAN in and to said trademarks, the goodwill of the business associated with and symbolized by said trademarks and said Certificates of Registration:

NOW, THEREFORE, IN CONSIDERATION of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by TUSCAN, said TUSCAN, does hereby sell, assign and transfer to said TUSCAN/LEHIGH DAIRIES, L.P., the trademarks listed in Exhibit A hereunto attached, along with the goodwill of the business associated with and symbolized by said trademarks and the Certificates of Registration therefor, as identified in Exhibit A.

Included in this assignment are any and all rights which the said TUSCAN has or may have against persons who have infringed upon any of said trademarks or the Certificates of Registration prior to the date of this assignment. These rights include the right to sue and recover

for all damages and profits arising out of infringement of said trademarks, and the registrations therefor, prior to the date of this assignment.

IN WITNESS WHEREOF, TUSCAN has caused this assignment to be signed by Robert W. Allen, its President, thereunto duly authorized, this 25 day of July, 1998.

TUSCAN DAIRY FARMS, INC.

By [Signature]
Robert W. Allen, President

ACKNOWLEDGMENT

STATE OF NEW JERSEY :
COUNTY OF UNION : SS:

On this 30th day of July, 1998 before me personally appeared Robert W. Allen, to me known, who, after being duly sworn, did depose and say that he is the President of Tuscan Dairy Farms, Inc., a New Jersey corporation, the corporation described herein, and which executed the above instrument was the free act and deed of Tuscan Dairy Farms, Inc. and his own free act and deed

[Signature] (SEAL)
Notary Public

My commission expires:

LISA M. PEREZ
NOTARY PUBLIC OF NEW JERSEY
My Comm. Exp. Expires Dec. 31, 1998

EXHIBIT A

U.S. Registrations

<u>Registration No.</u>	<u>Mark</u>
1,945,135	SUN DEW

State Registrations

<u>State</u>	<u>Registration No.</u>	<u>Mark</u>
New York	R-26957	SUPER SKIM
New York	R-27051	SUNCHASE

Foreign Registrations

<u>Country</u>	<u>Registration No.</u>	<u>Mark</u>
Canada	TMA244,840	TUSCAN