

ASSIGNMENT OF MARK AND REGISTRATION

WHEREAS Land-O-Sun Dairies, Inc. ("Assignor"), a Delaware Corporation located and doing business at P.O. Box 0, CRS, 2900 Bristol Highway, Johnson City, Tennessee 37602-3440, is owner of the mark RICH & CREAMY and the federal registration thereof, United States Reg. No. 1,326,221 (the "Mark and Registration"), of which Assignor is the sole owner; and

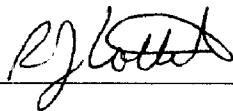
WHEREAS Land-O-Sun Dairies, L.L.C. ("Assignee"), a Delaware limited liability company located and doing business at P.O. Box 6766, Greenville, South Carolina 29606, is the successor to that portion of the business of Assignor to which the Mark and Registration pertain, such business being ongoing and existing; and

WHEREAS Assignee is desirous of acquiring said Mark and Registration; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby assign unto Assignee its right, title, and interest in and to the said Mark and Registration, together with the portion of the good will of the business symbolized by the Mark and Registration.

Assignor agrees to take all such further actions, and to execute any and all such further documents and instruments, as may be necessary or desirable to confirm the assignment effected hereby.

LAND-O-SUN DAIRIES, INC.

By: 
Title: Ex. V.P.
Dated: 8/19/98

SWORN TO AND SUBSCRIBED before me
this _____ day of _____, 1998.

Notary Public

My Commission expires _____.