

11-16-1998

Attorney Docket No. 17288-001600

FORM PTO-1594
1-31-92

11/9/98



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks

100878579

attached original documents or copy thereof.

1. Name of conveying party(ies):

Worcester Creameries Corp.

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State - NEW YORK
- Other:

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

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

Name: Horizon Organic Holding Corporation

Internal Address:

Street Address: 6311 Horizon Lane, Suite 100

City: Longmont State: CO ZIP: 80503

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

(Designation must be a separate document from Assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other:

Execution Date: April 8, 1998

4. Application number(s) or registration number(s).

A. Trademark Application No.(s)
75/403,679 JUNIPER VALLEY

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Lesley S. Craig
TOWNSEND and TOWNSEND and CREW LLP
Two Embarcadero Center, 8th Floor
San Francisco, California 94111

6. Total number of applications and registrations involved:

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

- Enclosed
- Charge Fees to Deposit Account
- Charge any additional fees associated with this paper or during the pendency of this application, or credit any overpayment, to deposit account

11/13/1998 SBURNS 00000114 201430 75403679

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8. Deposit account number: 20-1430

(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.

Lesley S. Craig
Name of Person Signing

Lesley S. Craig
Signature

11-5-98
Date

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

10. Change Correspondence Address to that of Part 5? Yes No

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

Do not detach this portion
Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks
Box Assignments
Washington, D.C. 20231

TRADEMARK
REEL: 1812 FRAME: 0613

INTELLECTUAL PROPERTY ASSIGNMENT

This ASSIGNMENT, effective this 8th day of April, 1998, is made by Worcester Creameries Corp., a New York corporation and a successor by merger to Mountainside Farms, Inc., having a business address at 155-04 Liberty Avenue, Jamaica, NY 11433 (hereinafter "WORCESTER") to Horizon Organic Holding Corporation, a Delaware corporation, having a business address at 6311 Horizon Lane, Longmont, CO 80501 (hereinafter "HORIZON");

WHEREAS, WORCESTER's predecessor has, since at least as early as October 14, 1995, engaged in the manufacture and/or wholesale distribution of organic dairy products to various customers of WORCESTER, including milk products, orange juice and eggs (hereinafter "Dairy Business") and has used and owns a variety of trade secrets, Proprietary Assets, copyrights, trade names, fictitious business names, and trademark and service marks, including without limitation, "JUNIPER VALLEY" in all manner of its usage in connection with the Dairy Business (hereinafter collectively "Intellectual Property"); and

WHEREAS, WORCESTER, as a part of Intellectual Property, is the owner and applicant of U.S. Trademark Application Serial No. 75/403,679 for "JUNIPER VALLEY", filed December 11, 1997, with the U.S. Patent and Trademark Office for use in conjunction with organic food products, including organic dairy products, organic puddings and organic fruit juices, along with all of the goodwill associated in conjunction therewith (hereinafter "Assigned Trademark");

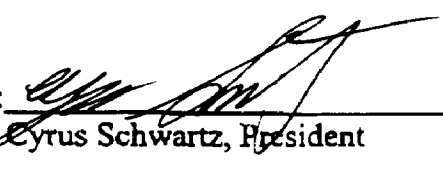
WHEREAS, in connection with the sale of Dairy Business by WORCESTER to HORIZON, HORIZON wishes to acquire, and WORCESTER wishes to transfer to HORIZON title to Intellectual Property and Assigned Trademark;

NOW THEREFORE, in consideration of Ten Dollars (\$10.00) paid by HORIZON to WORCESTER and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, WORCESTER hereby grants, assigns, transfers, conveys and delivers to HORIZON all of its right, title and interest in, to or under Intellectual Property and Assigned Trademark, including all the goodwill of the business associated therewith;

Upon execution of this assignment of rights in, to and under Intellectual Property and Assigned Trademark, absent license from HORIZON, it will immediately cease and desist (except as otherwise provided in the Asset Purchase Agreement dated the date hereof) from all use of Intellectual Property, including Assigned Trademark, and from any and all future use of trademarks, service marks, trade names, trade dress or other indicia of origin which HORIZON believes is substantially or confusingly similar to Intellectual Property or Assigned Trademark; and that it will cooperate with HORIZON by execution of subsequent documents or by other acts which HORIZON finds necessary to perfect any of its rights in, to and under Intellectual Property and Assigned Trademark.

IN WITNESS WHEREOF, WORCESTER has caused this Intellectual Property Assignment to be executed as of the date below written.

WORCESTER CREAMERIES CORP.,
a New York corporation

By: 
Cyrus Schwartz, President

Date: _____

ACKNOWLEDGED BY: HORIZON ORGANIC HOLDING CORPORATION

By: _____
Barnet Feinblum, President and Chief
Executive Officer

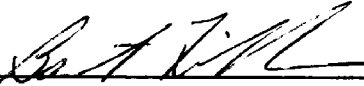
IN WITNESS WHEREOF, WORCESTER has caused this Intellectual Property Assignment to be executed as of the date below written.

WORCESTER CREAMERIES CORP.,
a New York corporation

By: _____
Cyrus Schwartz, President

Date: April 8, 1998

ACKNOWLEDGED BY: HORIZON ORGANIC HOLDING CORPORATION

By:  _____
Barnet Feinblum, President and Chief
Executive Officer