

12-29-1998

RE MRD
12-23-98



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ched original documents or copies thereof

To the Honorable Commissioner of Pater

1. Name of conveying party(ies):
Cumberland Farms, Inc. *8.18.98*

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

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

2. Name and address of receiving party(ies):
Name: West Lynn Creamery, Inc.
Internal Address: c/o Suiza Foods Corporation
Street Address: 3811 Turtle Creek Blvd.
City: Dallas TX ZIP: 75219

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: August 13, 1998

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)

B. Trademark registration No.(s) (1,686,571, 875,290 and 1,865,997)
Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Rajesh Vallabh, Reg. No. 35,761
Internal Address: Hughes & Luce, L.L.P. Suite 2800
Street Address: 1717 Main Street
City: Dallas State: Texas ZIP: 75201

6. Total number of applications and trademarks involved: 3

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
(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.
Rajesh Vallabh *Rajesh Vallabh* August 17, 1998
Name of Person Signing Signature Date

Total number of pages including cover sheet:

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

04/20/1998 DNGUYEN 00000029 1686571

01 FC:481

40.00 DP

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01 FC:482

50.00 DP

ASSIGNMENT OF TRADEMARKS

Reference is hereby made to that certain Asset Purchase Agreement, dated as of July 1, 1998 (the "Agreement"), between Suiza Foods Corporation, a Delaware corporation (the "Buyer"), and Cumberland Farms, Inc., a Delaware corporation (the "Seller"), and the Stockholders of Seller identified on the signature page of the Agreement, to the limited extent set forth therein, and assigned by the Buyer to West Lynn Creamery, Inc., a Massachusetts corporation and wholly-owned subsidiary of Buyer ("West Lynn"), pursuant to that certain Assignment and Assumption Agreement (the "Assignment"), by and among Buyer, West Lynn and Seller, dated August 13, 1998. Capitalized terms used herein that are not otherwise defined have the meanings assigned to such terms in the Agreement.

For valuable and lawful consideration, the receipt of which from West Lynn is hereby acknowledged by the Seller, Seller does hereby:

Sell, assign, and transfer to West Lynn the Seller's entire U.S. and foreign right, title and interest in and to the marks and names (including, without limitation, corporate names, assumed names, and trade names) listed on Schedule I hereto, including common law rights and statutory registrations (collectively, the "Marks") and together with the goodwill associated with the Marks and all other rights which Seller has enjoyed thereunder both in the United States and throughout all countries of the world, including any and all rights of recovery based on past infringement of Marks, the same to be held and enjoyed by West Lynn, its successor and assigns, forever and to the full end of the terms for which any of the aforesaid Marks are registered and any renewals of the terms thereof,

And for the same consideration, the Seller hereby covenants and agrees to and with West Lynn, its successors, legal representatives and assigns, that the Seller will, whenever counsel of West Lynn, or the counsel of its successors, legal representatives and assigns, shall advise that it is lawful and desirable, sign all papers and documents, deliver necessary documents including original registration certificates, if available, take all lawful oaths, execute separate confirmatory assignments, and do all acts necessary or desirable to be done for the procurement, maintenance, enforcement and defense of said Marks thereof without charge to West Lynn, its successors, legal representative and assigns, but at the cost and expense of Seller, its successors, legal representatives and assigns.

IN WITNESS WHEREOF, the Sellers have caused this Assignment of Trademarks to be duly executed in a manner appropriate thereto as of August 14, 1998.

CUMBERLAND FARMS, INC.

By: *Lily H. Bentos*
Name: LILY H. BENTOS
Title: PRESIDENT

ACKNOWLEDGMENT

COMMONWEALTH OF MASSACHUSETTS
Suffolk, ss.

Date: August 14, 1998

Then personally appeared the above named *Lily H. Bentos* of Cumberland Farms, Inc., and acknowledged the foregoing instrument to be his/her free act and deed and the free act and deed of Cumberland Farms, Inc.

Before me,

Michael A. Mulroy
Notary Public
My commission expires: 9-24-2004

Schedule 1

Cloverfield Dairy & Design (excluding the stylized tree-shaped logo) -
Registration No. 1,686,571

Fancy Free & Design - Registration No. 875,290

Penn Valley Farms & Design - Registration No. 1,865,997

Attorneys and Counselors

December 22, 1998

Writer's Direct Dial Number

214 / 939-5458

Internet Address

suhrek@hughesluce.com

Other Offices

Austin

Houston

U.S. Dept. of Commerce
U.S. Patent and Trademark Office, Assignment Division
Box Assignments, CG-4
1213 Jefferson David Hwy., Suite 320
Washington, D.C. 20231

SENT VIA FEDERAL EXPRESS

Attn: Tonya Lee, Examiner

Re: West Lynn Creamery, Inc.

Dear Ms. Lee:

Enclosed please find our firm check in the amount of \$50.00 per your letter dated November 16, 1998.

If you have any questions or need any further explanation, please give me a call.

Sincerely yours,



Rita E. Nobles

REN/aab

Encl.