

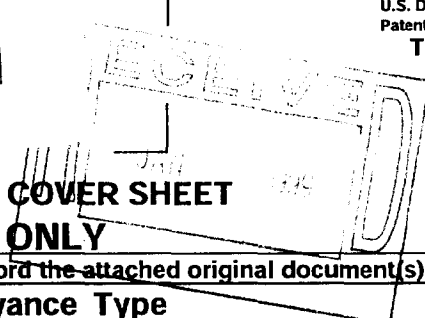
01-06-1999



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RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID # \_\_\_\_\_
- Correction of PTO Error  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_
- Corrective Document  
Reel # \_\_\_\_\_ Frame # \_\_\_\_\_

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year \_\_\_\_\_
- Merger
- Change of Name
- Other \_\_\_\_\_

Conveying Party

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name H.E.A. Inc.

12/21/98

~~Formerly~~ d/b/a Nature's Best Dairy

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Rhode Island Subchapter S

Receiving Party

Mark if additional names of receiving parties attached

Name Suiza Foods Corporation

DBA/AKA/TA \_\_\_\_\_

65E

Composed of \_\_\_\_\_

Address (line 1) 2515 McKinney Avenue, Suite 1200

Address (line 2) LB 30

Address (line 3) Dallas

Texas

75201

City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other \_\_\_\_\_
- Citizenship/State of Incorporation/Organization Delaware

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

01/05/1999 TTON11 00000115 500785 2091933

01 FC:481 40.00 CH  
02 FC:482 25.00 CH

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

TRADEMARK  
REEL: 1836 FRAME: 0098

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

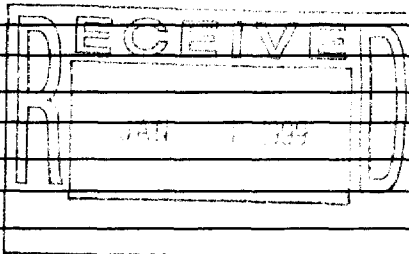
Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)



**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,091,933"/>	<input type="text" value="2,033,099"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment: Enclosed  Deposit Account

**Deposit Account**

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Bridget Griffin Johnson

Name of Person Signing

Bridget Griffin Johnson

Signature

12/30/98

Date Signed

## ASSIGNMENT OF TRADEMARKS

WHEREAS, H.E.A. Inc., d/b/a Nature's Best Dairy, a Rhode Island Subchapter S corporation, having its principal place of business at 2032 Plainfield Road, Cranston, Rhode Island 02921-2013 (the "Company"), has registered the trademarks described below with the United States Patent and Trademark Office (the "Trademarks"):

<u>Mark</u>	<u>Registration No.</u>	<u>Date of Registration</u>
Graphic of Cow Head in Circle with bell around neck bearing "NBD" emblazoned on bell	2,091,933	August 26, 1997
Slogan reading "COW POWER"	2,033,099	January 21, 1997

WHEREAS, Suiza Foods Corporation, a Delaware corporation ("Suiza Foods"), desires to acquire the Trademarks pursuant to an Asset Purchase Agreement, dated as of June 30, 1998, among Garelick Farms, Inc., a Massachusetts corporation, the predecessor to Suiza GTL, LLC, Suiza the Company, J.A.L.S.R. Realty, Inc., a Rhode Island Subchapter S corporation, LKAN, Inc., a Rhode Island Subchapter S corporation and Allen Cicchitelli, as amended (the "Agreement");

NOW, THEREFORE, for good and valuable consideration pursuant to the Agreement, receipt of which is hereby acknowledged, the Company does hereby sell, assign and transfer unto Suiza Foods the Company's entire right, title and interest in and to the Trademarks and the foregoing registration, together with the goodwill of the business in which the Company uses the Trademarks, and the entire right, title and interest in and to any and all claims and demands it may have either at law or in equity arising out of past, present or future infringement of the Trademarks.

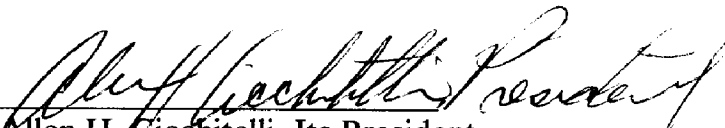
The Company hereby authorizes and requests the United States Patent and Trademark Office and other corresponding officials of other jurisdictions, as appropriate, to record this instrument and to record Suiza Foods as the owner of the Trademarks.

IN WITNESS WHEREOF, the Company has caused this Assignment of Trademarks to be duly executed in a manner appropriate thereto as of December 22, 1998.

21 AAL

H.E.A. INC., d/b/a NATURE'S BEST  
DAIRY, INC.

By:

  
Allen H. Cicchitelli, Its President

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TRADEMARK  
REEL: 1836 FRAME: 0100

