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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

12-28-1999

U.S. Patent & TMO/TM Mail Rcpt Dt. #61 Commissioner's Office

101261270

The attached original documents or copy thereof.

1. Name of conveying party(ies):

Hygeia Dairy Company

*MKD
10.28.99*

- Individual(s)
- General Partnership
- Corporation-State Texas
- 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: November 30, 1999

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

Name: Southern Foods Group, L.P.

Internal Address:

Street Address: 3114 S. Haskell
City: Dallas State: TX ZIP: 75223

- Individual(s) citizenship _____
- Association _____
- General Partnership _____

Limited Partnership Delaware

- Corporation-State _____
- 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 registration number(s):

A. Trademark Application No.(s) 75/607,549

B. Trademark Registration No.(s) 2,191,071; 1,755,550; 2,160,634; 1,777,520; and 2,044,298

Additional numbers attached? Yes No

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

Name: Molly Buck Richard

Internal Address: Strasburger & Price, L.L.P.

Street Address: 901 Main Street, Suite 4300

City: Dallas State: TX ZIP: 75202

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41) \$165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 19-4547

(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.*

Molly Buck Richard

Molly Buck Richard

December 28, 1999

Name of Person Signing

Signature

Date

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

00000050 75607549 40 30 DP 125 30 DP

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments, Washington, D.C. 20230

TRADEMARK ASSIGNMENT

This Trademark Assignment is made effective as of the 30th day of November, 1999, between HYGEIA DAIRY COMPANY, a Texas corporation ("Assignor"), with an address of P. O. Box 751720, South F. Street, Harlingen, Texas 78551 and SOUTHERN FOODS GROUP, L.P., a Delaware limited partnership, located and doing business at 3114 S. Haskell, Dallas, Texas 75223 ("Assignee").

RECITALS

Assignor has used and is the owner of certain trademarks identified in Schedule A hereto, together with common law rights therein (hereinafter, the "Trademarks"); and


The Trademarks are the subject of federal, Texas and Mexico registrations and/or applications, details of which are set out in Schedule A hereto; and

Assignor has agreed to assign to Assignee all rights of Assignor in the Trademarks, including all property, right, title and interest in and to the Trademarks, including the registrations and applications listed in Schedule A hereto, and the goodwill associated therewith.

ASSIGNMENT

For good and valuable consideration (the receipt and sufficiency of which is hereby acknowledged), Assignor hereby assigns and conveys to Assignee all Assignor's rights in the Trademarks, including all property, right, title, and interest in and to the Trademarks, and the registrations listed in Schedule A hereto, the common law rights therein, the goodwill associated with the business in which the Trademarks are used, and the right to recover for past infringements thereof; to hold the same unto Assignee absolutely.

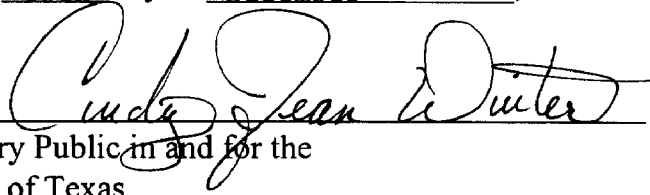
IN WITNESS WHEREOF, Assignor has executed this Assignment effective the date and year first written above.

By 
H. Lee Richards, Chairman
HYGEIA DAIRY COMPANY

STATE OF TEXAS §
 §
COUNTY OF CAMERON §

BEFORE ME, on this day personally appeared H. Lee Richards, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is the Chairman of the Board of Hygeia Dairy Company and that he executed such instrument on behalf of such corporation for the purposes and consideration therein expressed.

Subscribed to and sworn to before me this 10th day of December, 1999.



Notary Public in and for the
State of Texas



Printed Name: Cindy Jean Winter
My Commission Expires: 12-22-2003

ACCEPTED BY:

SOUTHERN FOODS GROUP, L.P.

By: SFG Management Limited Liability Company,
General Partner

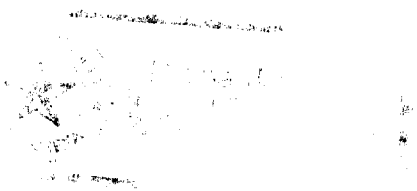
By Patrick K Ford
Patrick K. Ford
Chief Financial Officer

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, on this day personally appeared Patrick K. Ford, known to me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that he is the Chief Financial Officer of SFG Management Limited Liability Company, the General Partner of Southern Foods Group, L.P. and that he executed such instrument on behalf of such corporation for the purposes and consideration therein expressed.

Subscribed to and sworn to before me this 14th day of December 1999.

Donna Jensen
Notary Public in and for the
State of Texas



SCHEDULE A
FEDERAL TRADEMARK REGISTRATIONS/APPLICATIONS

<u>Mark</u>	<u>Registration No./Serial No.</u>	<u>Registration Date/Filing Date</u>
HILLSIDE FARMS	2,191,071	September 22, 1998
HYGEIA	1,755,550	March 2, 1993
HYGEIA DAIRY BAR AND DELI	2,160,634	May 26, 1998
MCKINNEY	1,777,520	June 15, 1993
MOOO'S UP	2,044,298	March 11, 1997
SZIPS	75/607,549	December 15, 1998

TEXAS TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
CHOCO-LOCO	34,541	February 6, 1978
HYGEIA	24,785	August 28, 1964
NATURAL PROTEIN	30,458	April 12, 1973

MEXICO TRADEMARK REGISTRATIONS

<u>Mark</u>	<u>Registration No.</u>	<u>Registration Date</u>
BARRICINI and Design	410,317	April 6, 1992
HILLSIDE FARMS	481,408	December 5, 1994
HILLSIDE FARMS	481,407	December 5, 1994
HYGEIA	442,680	September 24, 1993
HYGEIA	453,510	March 3, 1994
HYGEIA	463,511	March 3, 1994
JAIGEIA	538,568	November 29, 1996
JAIGEIA	538,569	November 29, 1996
JAIYIA	545,011	March 26, 1997
LESCAL	399,082	September 11, 1991
LITE TIME	398,773	September 2, 1991
LITE TIME	398,774	September 2, 1991
MELLORINE	562,384	October 31, 1997
SUPER GOOD and Design	462,005	May 30, 1994