

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) **RECORDATION FORM COVER SHEET TRADEMARKS ONLY** U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Suiza Foods Corporation

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

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

2. Name and address of receiving party(ies)
Name: Dean Foods Company
Internal Address: _____
Street Address: 2515 McKinney Avenue, Suite 1200
City: Dallas State: TX Zip: 75201

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
(Designations 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: December 21, 2001

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
SEE ATTACHED EXHIBIT A

B. Trademark Registration No.(s)
SEE ATTACHED EXHIBIT B

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Bridget Griffin Johnson
Internal Address: Dean Foods Company
Street Address: 2515 McKinney Avenue, Ste. 1200
City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 35

7. Total fee (37 CFR 3.41).....\$ 890.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
500785
(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.

Bridget Griffin Johnson Bridget Griffin Johnson August 22, 2002
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

EXHIBIT AU.S. Pending Trademark Applications

<i>ID No.</i>	<i>Serial No.</i>	<i>Application Date</i>	<i>Mark</i>
8801	75/013,828	11/2/95	COUNTRY FRESH
9377	76/349,779	12/18/01	DEAN FOODS and RIVER OF LIFE Logo

EXHIBIT BU.S. Trademark Registrations

<i>ID No.</i>	<i>Registration No.</i>	<i>Registration Date</i>	<i>Mark</i>
8451	2,160,092	5/26/98	100% NATURAL and Design
8498	1,970,663	4/23/96	BOTTLE DESIGN
8768	2,390,491	9/36/00	CHOCOLATE SMASH
8514	1,686,571	5/12/92	CLOVERFIELD DAIRY and Design
8795	2,402,860	11/7/00	COW CHARACTER ON ROLLER BLADES
8796	2,445,072	4/17/01	COW CHARACTER ON SKATEBOARD
8797	2,402,859	11/7/00	COW CHARACTER ON SNOWBOARD
8794	2,400,959	10/31/00	COW HEAD WITH MILK BOTTLE
8462	2,033,099	1/21/97	COW POWER
8715	2,378,190	8/15/00	EVERY GLASS LASTS A LIFETIME
8521	2,356,290	6/6/00	FITMILK
8490	1,480,989	3/15/88	FRANKLIN GROVES and Design
8491	1,487,701	5/10/88	FRANKLIN ORCHARDS and Design
8492	1,502,401	8/30/88	FRANKLIN SPRINGS
8494	1,782,832	7/20/93	G GARELICK Design
8493	1,763,073	4/6/93	GARELICK FARMS and Design
8573	2,498,776	10/16/01	HAND PRINT Design
8524	2,356,292	6/6/00	LIFEMILK
8572	2,378,191	8/15/00	LIGHT BULB Design
8769	2,390,492	9/26/00	MILK BLAST
8687	2,453,820	5/22/01	MILK ON THE MOVE
8452	1,790,553	8/31/93	NATURAL BY GARELICK FARMS (Stylized)
8455	2,325,227	3/7/00	NATURAL 1 (Stylized)
8456	2,327,742	3/14/00	NATURAL 2 (Stylized)
8461	2,091,933	8/26/97	NBD & Design
8520	2,276,713	9/7/99	NUTRITIONAL ADVANTAGE
8472	2,424,140	1/23/01	RIVER OF LIFE Logo
8714	2,369,480	7/18/00	RUNNING MAN Design
8609	2,476,345	8/7/01	SMART JUG
8986	2,518,389	12/11/01	STAR Design
8889	2,449,987	5/8/01	STRAWBERRY DASH
8496	1,756,200	3/2/93	SUNNY TROPICS
8499	2,013,111	11/5/96	WEST LYNN CREAMERY Logo

State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"PROJECT PUCK CORP.", A DELAWARE CORPORATION,

WITH AND INTO "SUIZA FOODS CORPORATION" UNDER THE NAME OF "DEAN FOODS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2001, AT 9:01 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1521281

DATE: 12-21-01

2434587 8100M

010659667

TRADEMARK
REEL: 002531 FRAME: 0403

CERTIFICATE OF OWNERSHIP AND MERGER

OF

PROJECT PUCK CORP.

(a Delaware corporation)

INTO

SUIZA FOODS CORPORATION

(a Delaware corporation)

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 12/21/2001
010659667 - 2434587

It is hereby certified that:

1. Suiza Foods Corporation, hereinafter sometimes referred to as the "Corporation," is a corporation of the State of Delaware.
2. The Corporation is the owner of all of the outstanding shares of the common stock of Project Puck Corp., which is also a corporation of the State of Delaware.
3. On December 21, 2001, the Board of Directors of the Corporation adopted the following resolutions to merge Project Puck Corp. into the Corporation:

RESOLVED, that each executive officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to take all actions necessary and appropriate to form a new wholly-owned subsidiary of the Corporation (the "Merger Sub") for the purpose of effecting a change in the Corporation's name.

RESOLVED, that pursuant to the terms of a Certificate of Ownership and Merger of the Corporation and the Merger Sub, (i) the Merger Sub will merge with and into the Corporation (the "Subsidiary Merger"), with the Corporation being the surviving corporation, and, as a result of the Subsidiary Merger, the Corporation will change its name to Dean Foods Company and (ii) the Certificate of Incorporation and Bylaws of the Corporation will be the Certificate of Incorporation and Bylaws of the surviving corporation.

RESOLVED, that each executive officer of the Corporation is hereby authorized and directed, for and on behalf of the Corporation, to do or cause to be done any and all things and to execute, deliver, file and perform any and all such other agreements, amendments, instruments, certificates, waivers, documents and papers, including

without limitation, effecting any filings with the State of Delaware and any other appropriate jurisdiction in connection with the Subsidiary Merger, as any of such executive officers may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions.

4. The certificate of incorporation of the Corporation, is to be amended and changed by reason of the merger herein certified by striking out Article I, thereof, relating to the name of said surviving corporation, and by substituting in lieu thereof the following article:

ARTICLE I

The name of the Corporation is Dean Foods Company (the "Corporation")."

5. The merger herein certified shall be effective immediately upon filing.

21, 2001.

SUIZA FOODS CORPORATION

By: Michelle P. Goolsby
Name: Michelle P. Goolsby
Title: Executive Vice President,
Chief Administrative Officer,
General Counsel and
Secretary