

09-19-2002



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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002) Tab settings

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): SOUTHERN FOODS GROUP, L.P. 3114 SOUTH HASKELL DALLAS, TEXAS 75223 [] Individual(s) [] General Partnership [] Corporation-State [] Other [] Association [x] Limited Partnership Delaware Additional name(s) of conveying party(ies) attached? [] Yes [x] No

2. Name and address of receiving party(ies) Name: First Union National Bank, as Administrative Agent Internal Address: Street Address: 201 South College Street, City: Charlotte State: NC Zip: 28288 [] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [] Corporation-State [x] Other National Banking Association If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [x] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

3. Nature of conveyance: [] Assignment [] Security Agreement [x] Other Notice of Grant of Security Interest [] Merger [] Change of Name Execution Date: 12/21/2001

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) SEE ATTACHED SCHEDULE Additional number(s) attached [x] Yes [] No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Steven D. Thomas Internal Address: Street Address: Moore & Van Allen, PLLC 2200 West Main Street, Suite 800 City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 50 7. Total fee (37 CFR 3.41): \$ 1,265.00 [x] Enclosed [x] Authorized to be charged to deposit account 8. Deposit account number: 50-2316

DO NOT USE THIS SPACE

9. Signature. Steven D. Thomas Name of Person Signing [Signature] Signature September 13, 2002 Date [7] Total number of pages including cover sheet, attachments, and document:

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

09/18/2002 TDIAZ1 00000145 2483434

01 FC:481 40.00 OP 02 FC:482 1225.00 OP

TRADEMARK REEL: 2576 FRAME: 0101

**Exhibit A
Trademarks**

**Southern Foods Group, L.P.
(Delaware Limited Partnership)**

Registered Marks

Mark	Registration No.	Registration Date
VIVA SLAM	2,483,434	08/28/01
OAK FARMS and Design	2,304,338	12/28/99
BATISE	2,297,043	11/30/99
BARBE'S	2,265,065	07/27/99
MOUNTAIN HIGH and Design	2,369,297	07/18/00
RUBY RED RHAPSODY	2,273,820	08/31/99
HILLSIDE FARMS	2,191,071	09/22/98
BARBE'S	2,225,264	02/23/99
BROWN'S VELVET DAIRY	2,230,141	03/09/99
HYGEIA DAIRY BAR AND DELI	2,160,634	05/26/98
ROYAL DANISH	2,256,339	06/29/99
FRUIT BLOSSOM DELIGHT	2,319,675	02/15/00
STRAWBERRY MANGO ISLAND	2,183,603	08/25/98
VANILLA VALLEY	2,183,602	08/25/98
COOL MINT CHIP	2,360,505	06/20/00
RAINBOW RAPTURE	2,203,564	11/17/98
MARVELOUS MOCHA	2,254,086	06/15/99
VIVA	2,277,013	09/14/99
FABULOUS FRUIT SHORTCAKE	2,206,475	12/01/98
MALT ASSAULT	2,202,098	11/03/98
JAVA & CREAM	2,204,607	11/17/98
BLUEBERRY WAFFLE CRUNCH	2,203,255	11/10/98
CHOCOLATE MIDNIGHT MADNESS	2,183,564	08/25/98
MINTERRIFIC	2,202,097	11/03/98
CRANBERRY RASPBERRY BAY	2,257,552	06/29/99
THIRSTEE SMASH	2,327,515	03/14/00
GLACIER CLUB	2,077,402	07/08/97
PURE MILK CO. and Design	2,071,557	06/17/97
MEADOW GOLD and Design	1,936,181	11/14/95
BORDEN and Design	1,859,074	10/18/94
PROFILE	2,025,138	12/24/96
SO-LO	2,022,921	12/17/96
MOOO'S UP	2,044,298	03/11/97
CRAZY MILK	1,991,763	08/06/96
THE WAY YOGHURT'S SUPPOSED TO TASTE	1,921,006	09/19/95
HOLLAND DUTCH and Design	1,872,664	01/10/95
LADY BORDEN and Design	1,893,711	05/09/95
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DESIGN ONLY	1,757,048	03/09/93
MIDWEST FARMS	1,816,437	01/11/94
MCKINNEY	1,777,520	06/15/93

Mark	Registration No.	Registration Date
DAIRYLAND	2,162,986	06/09/98
HYGELA	1,755,550	03/02/93
GOLDEN ROYAL	1,689,176	05/26/92
THE DAIRY BEST	1,655,638	09/03/91
SCHEPPS	1,725,958	10/20/92
OLDE FASHIONED RECIPE	1,496,023	07/12/88
IF IT'S BORDEN IT'S GOT TO BE GOOD	1,504,138	09/13/88
READY FRESH PACK	1,408,446	09/09/86
FARMSTEAD	1,407,842	09/02/86

5225

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

<u>Trademark Registration No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See attached EXHIBIT A	

TRADEMARK APPLICATIONS

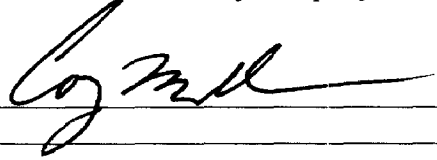
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached EXHIBIT A	

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

SOUTHERN FOODS GROUP, L.P.,
a Delaware limited partnership (successor
in interest to Meadow Gold Dairies, Inc.)

By: SFG MANAGEMENT
LIMITED LIABILITY COMPANY,
a Delaware limited liability company

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

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LIMITED LIABILITY COMPANY,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: **Jorge A. Gonzalez**
Title: **Senior Vice President**

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**Southern Foods Group, L.P.
(Delaware Limited Partnership)**

Registered Marks

Mark	Registration No.	Registration Date
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READY FRESH PACK	1,408,446	09/09/86
FARMSTEAD	1,407,842	09/02/86

September 13, 2002

Steven D. Thomas
Attorney at Law

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F 919 416 8322
steventhomas@mvalaw.com

Via Express Mail:
EV177008785US

Commissioner of Patents and Trademarks
BOX ASSIGNMENTS
Washington, D.C. 20231

Moore & Van Allen PLLC

Offices:
Suite 800
2200 West Main Street
Durham, NC 27705-4658

Re: Recordation of Notice of Grant of Security Interest in Trademarks.
Attorney Docket Number: 512485.905

Mailing Address:
Post Office Box 3843
Durham, NC 27702-3843

Dear Sir/Madam:

Please find enclosed the following documents for recording with the Patent and Trademark Office.

1. Recordation Form Cover Sheet – Trademarks;
2. Notice of Grant of Security Interest in Trademarks, executed December 21, 2001, between Southern Foods Group, L.P. and First Union National Bank, as Administrative Agent;
3. Check No. 35034 in the amount of One Thousand Two Hundred and Sixty-Five Dollars (\$1,265.00);
4. Postcard acknowledgment of filed Notice of Grant of Security Interest in Trademarks documents.

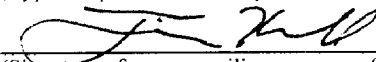
Sincerely yours,

Moore & Van Allen PLLC


Steven D. Thomas

CERTIFICATE OF MAILING BY "EXPRESS MAIL"
"Express Mail" mailing label number EV177008785US
I hereby certify that this correspondence is addressed to the Commissioner of Patents and Trademarks, BOX ASSIGNMENTS, Washington, DC 20231 and is being deposited with the United States Postal Service "Express Mail Post Office to Addressee" service under 37 CFR 1.10 on the date noted below.

Tim Kroll
(Typed or printed name of person mailing paper or fee)


(Signature of person mailing papers or fee)

9/13/02
(Date of Signature)

Charlotte, NC
Raleigh, NC
Charleston, SC