

09-19-2002

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



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102226659

Tab settings ⇌ ⇌ ⇌ ▼

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

1. Name of conveying party(ies):
 Suiza Dairy Group, L.P.
 2515 McKinney Avenue Suite 1200
 Dallas, Texas 75201

09/13/02

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: 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 _____
 Other National Banking Association

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 Notice of Grant of Security Interest

Execution Date: 12/21/2001

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

B. Trademark Registration No.(s) _____
SEE ATTACHED SCHEDULE

Additional number(s) attached 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: 51

7. Total fee (37 CFR 3.41).....\$ 1,290.00
 Enclosed
 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

Steven D. Thomas

 Signature

September 13, 2002

 Date

Total number of pages including cover sheet, attachments, and document: 9

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

09/18/2002 TBIAZ1 00000132 447863

01 FC:481 40.00 OP
02 FC:482 1250.00 OP

TRADEMARK
REEL: 2576 FRAME: 0136

**Exhibit A
Trademarks**

**Suiza Dairy Group, L.P.
(Delaware Limited Partnership)**

Registered Marks

Mark	Registration No.	Registration Date
LAFAYETTE FRENCH	2,447,883	05/01/01
FAST TRAX SUNDAE	2,316,635	02/08/00
SUPER RAINBOW	2,046,782	03/18/97
LUNCH MUNCH	2,054,280	04/22/97
FLAV-O-RICH and Design	1,960,006	03/05/96
FLAV-O-RICH	1,960,005	03/05/96
DAIRY CHARM	1,943,901	12/26/95
SUN BORN	1,444,364	06/23/87
LUNCH MUNCH and Design	1,401,455	07/15/86
FLAV-O-RICH and Design	1,369,357	11/05/85
FLAV-O-RICH and Design	1,424,186	01/06/87
FLAV-O-RICH and Design	1,181,355	12/08/81
ORCHARD GROVE	894,244	07/07/70
DESIGN ONLY	903,098	11/24/70

Pending Applications

Mark	App. Ser. No.	Filing Date
NATURE'S PRIDE	78-069,351	06/15/01
DIPZZ	78-057,591	04/10/01
GARELICK FARMS SINCE 1931 and Design	78-057,386	04/09/01
GARELICK FARMS SINCE 1931 and Design	78-054,250	03/21/01
ADD SOMETHING	78-053,151	03/14/01
ADD SOMETHING	78-053,150	03/14/01
ARCTIC KREMES	78-051,163	03/02/01
CHEESE 'N STUFF	78-049,136	02/19/01
STRAWBERRY DREAMIN'	78-049,124	02/19/01
NEO MADNESS	78-049,120	02/19/01
BUTTERY PECAN MADNESS	78-049,117	02/19/01
PRESTO CHANGOS	78-049,113	02/19/01
SPARKLERS	78-049,109	02/19/01
GO LIGHTLY	78-027,460	09/25/00
SASSERS	76-300,074	08/15/01
YONSON	76-298,209	08/09/01
MILK MADE BETTER	76-285,568	07/13/01
MAGIC WANDS	76-072,449	06/16/00
NUTTIN' BUT TRUFFLES	76-072,448	06/16/00
TOM-TOMS	76-072,326	06/16/00
SWEET SIGNATURES	76-064,818	06/06/00
JUNGLE FLOOD	76-043,468	05/05/00

Mark	App. Ser. No.	Filing Date
GARELICK FARMS	76-043,466	05/05/00
GARELICK FARMS and Design	76-042,523	05/05/00
BOUQUET OF FLAVORS	76-037,246	04/28/00
SPRING BOUQUET OF FLAVORS	76-037,245	04/28/00
MADNESS	76-035,871	04/27/00
PECAN FUDGE MADNESS	76-035,870	04/27/00
THE DIFFERENCE IS CLEAR	75-694,483	04/29/99
SOC (STACKS OF CHOCOLATE) SOCK IT TO ME	76-339,428	11/15/01
IT'S NOT MY BIRTHDAY	76-339,429	11/15/01
LEMONICIOUS	76-339,427	11/15/01
BLACK AND BLUE	76-336,445	11/12/01
PCB CHOCOLATE	76-336,447	11/12/01
PEACH RAZZMATAZZ	76-336,444	11/12/01
OOZLE DOOZLE	76-336,448	11/12/01

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**Exhibit A
Trademarks**

**Suiza Dairy Group, L.P.
(Delaware Limited Partnership)**

Pending Application

Mark	App. Ser. No.	Filing Date
ICEY DICEY	76-336,446	11/12/01

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>
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See attached EXHIBIT A

TRADEMARK APPLICATIONS

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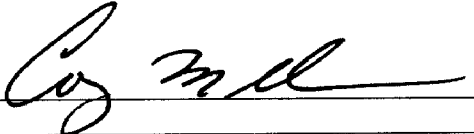
See attached EXHIBIT A

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,

SUIZA DAIRY GROUP, L.P.,
a Delaware limited partnership (successor
in interest to Suiza Fluid Dairy Group, L.P.)

By: SUIZA DAIRY GROUP GP, LLC,
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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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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(Delaware Limited Partnership)**

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