

9-12-02

09-17-2002



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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

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):  
 Model Dairy, LLC  
 500 Gould Street  
 Reno, NV 89502

Individual(s)       Association  
 General Partnership       Limited Partnership  
 Corporation-State  
 Other a Delaware Limited Liability Company

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) \_\_\_\_\_  
 \_\_\_\_\_

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: 2

7. Total fee (37 CFR 3.41).....\$ 65.00  
 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

Signature

September 12, 2002  
 Date

Total number of pages including cover sheet, attachments, and document: 6

09/16/2002 LNUJELLER 00000132 2387189  
 01 FC:481  
 02 FC:482  
 40.00 OP  
 25.00 OP

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

TRADEMARK  
 REEL: 2582 FRAME: 0707

**Exhibit A  
Trademarks**

**Model Dairy, LLC  
(Delaware Limited Liability Company)**

**Registered Marks**

Mark	Registration No.	Registration Date
MODEL DAIRY	2,387,189	09/19/00
LOCAL MILK FROM LOCAL COWS	2,324,063	02/29/00

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

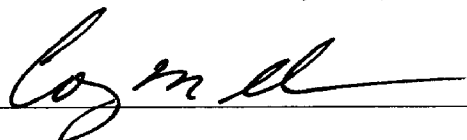
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

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,

MODEL DAIRY, LLC,  
a Delaware limited liability company  
(successor in interest to Model Dairy, Inc.)

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.


Very truly yours,

MODEL DAIRY, LLC,  
a Delaware limited liability company  
(successor in interest to Model Dairy, Inc.)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

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

**Exhibit A  
Trademarks**

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(Delaware Limited Liability Company)**

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