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

102224195

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

1. Name of conveying party(ies): ALTA-DENA CERTIFIED DAIRY, INC. 17637 E. VALLEY BLVD. CITY OF INDUSTRY, CALIFORNIA 91747

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

3. Nature of conveyance: [] Assignment [] Merger [] Security Agreement [] Change of Name [x] 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 [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: 01 7. Total fee (37 CFR 3.41): \$ 40.00 [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 12, 2002 Date [6] Total number of pages including cover sheet, attachments, and document:

RECORDED 2:42 PM SEP 12 2002 FINANCE SECTION

09/16/2002 LNWELLER 00000131 1002869 01 FC:481 40.00 DP

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: 0719

**Exhibit A
Trademarks**

**Alta-Dena Certified Dairy, Inc.
(Delaware Corporation)**

Registered Mark

Mark	Registration No.	Registration Date
CRAZY COW	1,802,869	11/02/93

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

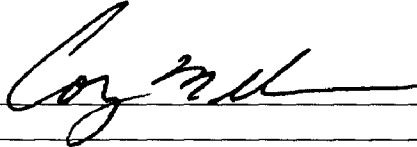
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

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,

ALTA-DENA CERTIFIED DAIRY, INC.
a Delaware corporation

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.

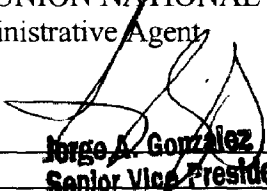
Very truly yours,

ALTA-DENA CERTIFIED DAIRY, INC.
a Delaware corporation

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**

**Alta-Dena Certified Dairy, Inc.
(Delaware Corporation)**

Registered Mark

Mark	Registration No.	Registration Date
CRAZY COW	1,802,869	11/02/93