

09-17-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102224197

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):
LAND-O-SUN DAIRIES, LLC
2515 MCKINNEY AVE., SUITE 1200
DALLAS, TX 75201
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a Delaware Limited Liability Company

9-12-02

Additional name(s) of conveying party(ies) 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

2. Name and address of receiving party(ies)
Name: First Union National Bank, as Administrative Agent
Internal Address:
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

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: 15

7. Total fee (37 CFR 3.41).....\$ 390.00

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:
50-2316

FINANCE SECTION
SEP 12 2 42 PM '02

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 LNUELLER 00000129 1943950

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

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

TRADEMARK
REEL: 2582 FRAME: 0731

**Exhibit A
Trademarks**

**Land-O-Sun Dairies, L.L.C.
(Delaware Limited Liability Company)**

Registered Marks

Mark	Registration No.	Registration Date
BUNCH O CRUNCH	1,943,950	12/26/95
CHEROKEE FARMS	1,973,634	05/14/96
BROWN MULE	1,918,220	09/12/95
COUNTRY LOVE	2,045,280	03/18/97
COUNTRYSIDE and Design	1,876,773	01/31/95
DAIRY QUALITY & FRESHNESS SINCE 1929 and Design	1,910,269	08/08/95
MORNING ORANGE	1,909,412	08/01/95
SWOOPEE	1,727,930	10/27/92
DAIRY QUALITY SINCE 1929 and Design	1,636,468	02/26/91
LAND-O-SUN and Design	1,883,709	03/14/95
FRESH N' LIGHT	1,716,076	09/15/92
"A-A"	1,461,186	10/13/87
COUNTRYSIDE	1,457,674	09/15/87
COUNTRYSIDE	1,413,524	10/14/86
BIG DRAW and Design	1,222,810	01/04/83

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	

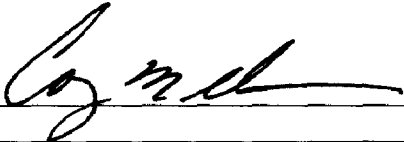
TRADEMARK APPLICATIONS

<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,

LAND-O-SUN DAIRIES, LLC,
a Delaware limited liability company (successor in interest
to Flav-O-Rich, Inc., Land-O-Sun Dairies, 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.

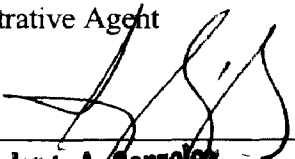
Very truly yours,

LAND-O-SUN DAIRIES, LLC,
a Delaware limited liability company (successor in interest
to Flav-O-Rich, Inc., Land-O-Sun Dairies, 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**

**Land-O-Sun Dairies, L.L.C.
(Delaware Limited Liability Company)**

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Mark	Registration No.	Registration Date
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