

09-19-2002

Form **PTO-1594**
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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102226899

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):

Tuscan/Lehigh Dairies, L.P.
750 Union Avenue
Union, NJ 07083

- ☐ Individual(s) ☐ Association
☐ General Partnership ☒ Limited Partnership
☐ Corporation-State Delaware
☐ Other _____

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: _____

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: _____

34

7. Total fee (37 CFR 3.41)\$ 865.00

- ☒ 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 13, 2002

Date

9

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 TDIAZI 00000144 2331680

01 FC:481
02 FC:482

40.00 DP
825.00 DP

TRADEMARK
REEL: 002584 FRAME: 0435

**Exhibit A
Trademarks**

**Tuscan/Lehigh Dairies L.P.
(Delaware Limited Partnership)**

Registered Marks

Mark	Registration No.	Registration Date
DESIGN ONLY	2,331,680	03/21/00
SUPREME MILK	2,254,594	06/15/99
LEHIGH VALLEY DAIRIES	2,135,366	02/10/98
DESIGN ONLY	2,102,824	10/07/97
LACTO ZERO	2,095,972	09/09/97
THE GREATER NEW YORK DAIRY and Design	2,290,348	11/02/99
THE GREATER NEW YORK DAIRY	2,282,198	09/28/99
TUSCAN DELLWOOD and Design	2,186,272	09/01/98
TUSCAN DELLWOOD and Design	2,293,002	11/16/99
DESIGN ONLY	2,243,018	05/04/99
DESIGN ONLY	2,011,228	10/22/96
R.S.V.P.	1,954,698	02/06/96
SUN DEW and Design	1,945,135	01/02/96
ARCTIC SPLASH	1,993,870	08/13/96
MORE THAN JUST GREAT TASTE	1,978,771	06/04/96
MIGHTY LITE	1,981,497	06/18/96
DESIGN ONLY	2,014,110	11/05/96
TROPIC ISLE	1,879,307	02/14/95
SUPER SHAKE Stylized Letters	1,817,604	01/18/94
ULTRA DAIRY	1,943,315	12/26/95
LIMIT	1,394,231	05/20/86
RICH N' PURE	1,342,962	06/18/85
DIET TIME	1,324,842	03/12/85
DIET TIME	1,294,741	09/11/84
LEHIGH VALLEY FARMS	1,194,788	05/04/82
OLD PHILADELPHIA ABBOTTS ALL NATURAL ICE CREAM and Design	1,180,696	12/01/81
MINI MILK	1,171,493	09/29/81
RICH N' PURE	1,105,008	10/24/78
TUSCAN	1,042,416	06/29/76
TROPIC ISLE	1,020,801	09/16/75
TUSCAN and Design	950,435	01/09/73
TROPICOL	882,567	12/16/69
MARTIN CENTURY FARMS	745,183	02/12/63
DELLWOOD Stylized Letters	536,869	01/23/51

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,

TUSCAN/LEHIGH DAIRIES, L.P.,
a Delaware limited partnership
(successor in interest to Dellwood Foods,
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.

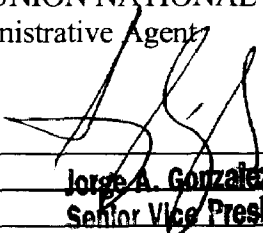
Very truly yours,

TUSCAN/LEHIGH DAIRIES, L.P.,
a Delaware limited partnership
(successor in interest to Dellwood Foods,
Inc.)

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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