

09-19-2002



Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102226658

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

1. Name of conveying party(ies):
ROBINSON DAIRY, LLC
646 BRYANT STREET
DENVER, CO 80204-4122
09-13-02
 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: **01**
7. Total fee (37 CFR 3.41).....\$ 40.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
50-2316

DO NOT USE THIS SPACE

9. Signature.
Steven D. Thomas *Steven D. Thomas* September 13, 2002
Name of Person Signing Signature Date
Total number of pages including cover sheet, attachments, and document: **7**

09/18/2002 TDIAZ1 00000133 1199735
01 FC:481 40.00 OP

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

DUR1\312955_2

TRADEMARK
REEL: 002584 FRAME: 0760

**Exhibit A
Trademarks**

**Robinson Dairy, Inc.
(Robinson Dairy, LLC as successor in interest)**

Registered Mark

Mark	Registration No.	Registration Date
ROBINSON R and Design	1,199,735	6/29/82

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

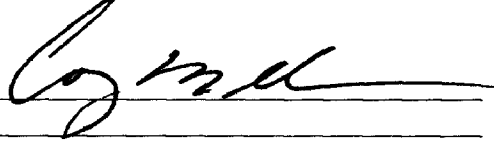
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

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,

ROBINSON DAIRY, LLC,
a Delaware limited liability company
(successor in interest to Robinson 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.

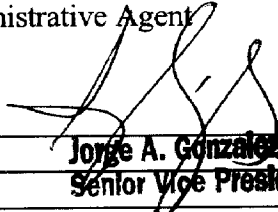
Very truly yours,

ROBINSON DAIRY, LLC,
a Delaware limited liability company
(successor in interest to Robinson 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**

**Robinson Dairy, Inc.
(Robinson Dairy, LLC as successor in interest)**

Registered Mark

Mark	Registration No.	Registration Date
ROBINSON R and Design	1,199,735	6/29/82