

09-19-2002

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

RE



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

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

102226900

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

1. Name of conveying party(ies):  
 SOUTHERN FOODS GROUP, L.P. *09-13-02*  
 3114 SOUTH HASKELL  
 DALLAS, TEXAS 75223

Individual(s)                       Association  
 General Partnership             Limited Partnership  
 Corporation-State                      Delaware  
 Other \_\_\_\_\_

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) \_\_\_\_\_  
SEE ATTACHED SCHEDULE

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: 39

7. Total fee (37 CFR 3.41).....\$ 990.00  
 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

*Steven D. Thomas*  
 \_\_\_\_\_  
 Signature

September 13, 2002  
 \_\_\_\_\_  
 Date

6

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 TBIAZ1 00000143 1406961

01 FC:481 40.00 OP  
 02 FC:482 950.00 OP

TRADEMARK  
 REEL: 002584 FRAME: 0829

**Exhibit A  
Trademarks**

**Southern Foods Group, L.P.  
(Delaware Limited Partnership)**

**Registered Marks**

Mark	Registration No.	Registration Date
FARMSTEAD	1,406,961	08/26/86
DESIGN ONLY	1,394,226	05/20/86
DESIGN ONLY	1,412,503	10/07/86
VIVA and Design	1,334,580	05/07/85
MEADOW GOLD	1,326,215	03/19/85
GO LIGHTLY and Design	1,331,064	04/16/85
VIVA and Design	1,283,514	06/26/84
LITE-LINE	1,178,356	11/17/81
SUPER SCOOP	1,194,419	04/27/82
MOUNTAIN HIGH	1,132,794	04/08/80
MOUNTAIN HIGH and Design	1,132,793	04/08/80
VIVA-YO	1,165,701	08/18/81
GRAND OLD VANILLA	1,064,973	05/03/77
IF IT'S BORDEN IT'S GOT TO BE GOOD	1,042,420	06/29/76
BORDEN and Design	969,728	10/02/73
BORDEN and Design	921,370	10/05/71
LITE-LINE Stylized Letters	929,657	02/22/72
ELSIE	810,861	07/05/66
POINSETTIA	813,109	08/16/66
HOLLAND DUTCH TREAT Stylized Letters	746,288	03/05/63
DESIGN ONLY	644,259	04/16/57
MEADOW GOLD Stylized Letters	582,470	11/17/53
LADY BORDEN	572,693	03/31/53
DESIGN ONLY	529,468	08/22/50
DESIGN ONLY	405,706	02/15/44
MEADOW GOLD Stylized Letters	394,672	04/21/42
DESIGN ONLY	397,158	08/25/42
FROSTICK Stylized Letters	311,368	03/20/34
MEADOW GOLD Stylized Letters	285,893	08/11/31
MEADOW GOLD Stylized Letters	281,436	03/17/31
MEADOW-GOLD Stylized Letters	173,261	09/18/23
CABELL'S	919,484	8/31/71
JERSEY GOLD	698,257	5/24/60
KNOWLTON'S	1,236,563	5/3/83
OAK FARMS	766,008	3/3/64
OAK FARMS	773,278	7/14/64

**Pending Applications**

Mark	Registration No.	Registration Date

Mark	App. Ser. No.	Filed Date
BROWN'S DAIRY SMOOTH AS VELVET and Design	76-009,077	03/24/00
BROWN'S DAIRY	76-009,076	03/24/00
WASATCH WONDERS	75-908,567	02/02/00

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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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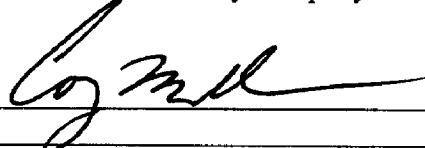
See attached EXHIBIT A

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,

SOUTHERN FOODS GROUP, L.P.,  
a Delaware limited partnership (successor  
in interest to Meadow Gold Dairies, Inc.)

By: SFG MANAGEMENT  
LIMITED LIABILITY COMPANY,  
a Delaware limited liability company

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.

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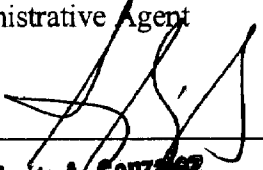
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a Delaware limited partnership (successor  
in interest to Meadow Gold Dairies, Inc.)

By: SFG MANAGEMENT  
LIMITED LIABILITY COMPANY,  
a Delaware limited liability company

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

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

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

**Exhibit A  
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