

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
3114 SOUTH HASKELL
DALLAS, TEXAS 75223

09-13-02

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

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest
- Merger
- Change of Name

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) 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

Total number of pages including cover sheet, attachments, and document: 6

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

5-15

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

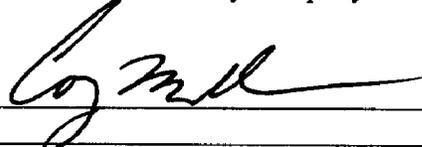
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See attached EXHIBIT A	

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,

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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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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