Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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):
Southern Foods Group, L.P.

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

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

2. Name and address of receiving party(ies)
Name: Southern Foods Holding Company, LLC
Internal Address:
Street Address: 3114 South Haskell
City: Dallas State: TX Zip: 75223

- [ ] Individual(s) citizenship
- [ ] Association
- [ ] General Partnership
- [ ] Limited Partnership
- [ ] Corporation-State
- [x] Other Delaware Limited Liability Company

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 [x] No

3. Nature of conveyance:

- [x] Assignment
- [ ] Security Agreement
- [ ] Other
- [ ] Merger
- [ ] Change of Name

Execution Date: 10/1/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s) SEE ATTACHED EXHIBIT A
B. Trademark Registration No.(s) SEE ATTACHED EXHIBIT B

Additional number(s) attached [x] Yes [ ] No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Bridget Griffin Johnson
Internal Address: Dean Foods Company
Street Address: 2515 McKinney Avenue, Ste 1200
City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 70

7. Total fee (37 CFR 3.41).....$ 1,765.00

- [ ] Enclosed
- [x] Authorized to be charged to deposit account

8. Deposit account number:
500785

DO NOT USE THIS SPACE

9. Signature.

Bridget Griffin Johnson
Name of Person Signing

Bridget Griffin Johnson
Signature

February 20, 2003
Date

Total number of pages including cover sheet, attachments, and document: 15

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

EXHIBIT A

A. TRADEMARK APPLICATIONS

Mark	SERIAL No.
BROWN'S DAIRY	76/009,076
BROWN'S DAIRY/SMOOTH AS VELVET	76/009,077

EXHIBIT B

B. REGISTERED TRADEMARKS

Mark	Registration No.
MOUNTAIN HIGH and Design	2,369,297
BARBE'S	2,225,264
BARBE'S	2,265,065
BATISE	2,297,043
BROWN'S VELVET DAIRY	2,230,141
WASATCH WONDERS	2,518,534
DAIRYLAND	2,162,986
KNOWLTON'S	1,236,563
JERSEY GOLD	698,257
MIDWEST FARMS	1,816,437
OAK FARMS	766,008
OAK FARMS	773,278
GOLDEN ROYAL	1,689,176
SCHEPPS	1,725,958
THE DAIRY BEST	1,655,638
CRANBERRY RASPBERRY BAY	2,257,552
CRAZY MILK	1,991,763
FABULOUS FRUIT SHORTCAKE	2,206,475
FARMSTEAD	1,407,842
FARMSTEAD	1,406,961
FROSTICK (Stylized)	311,368
FRUIT BLOSSOM DELIGHT	2,319,675
GLACIER CLUB	2,077,402
GO LIGHTLY and Design	1,331,064
VIVA SLAM	2,483,434

EXHIBIT B (cont'd)

B. REGISTERED TRADEMARKS

Mark	Registration No.
THIRSTEE SMASH	2,327,515
MCKINNEY	1,777,520
COOL MINT CHIP	2,360,505
HILLSIDE FARMS	2,191,071
MOOO'S UP	2,044,298
HYGEIA	1,755,550
HYGEIA DAIRY BAR AND DELI	2,160,634
PURE MILK CO. and Design	2,071,557
OAK FARMS and Design	2,304,338
SHIELD DESIGN (Meadow Gold)	644,259
MEADOW GOLD (Stylized)	582,470
MEADOW GOLD (Stylized)	281,436
MEADOW GOLD (Stylized)	285,893
MEADOW GOLD (Stylized)	394,672
MEADOW GOLD (Stylized script)	173,261
MALT ASSAULT	2,202,098
VIVA	2,277,013
VIVA and Design	1,283,514
VIVA and Design	1,334,580
SO-LO	2,022,921
MOUNTAIN HIGH	1,132,794
MOUNTAIN HIGH and Design	1,132,793
STRAWBERRY MANGO ISLAND	2,183,603
MILK WAGON DESIGN	1,412,503

EXHIBIT B (cont'd)

B. REGISTERED TRADEMARKS (CONT'D)

Mark	Registration No.
MINTERRIFIC	2,202,097
OLDE FASHIONED RECIPE	1,496,023
POINSETTA	813,109
RAINBOW RAPTURE	2,203,564
READY FRESH PACK	1,408,446
ROYAL DANISH	2,256,339
RUBY RED RHAPSODY	2,273,820
HOLLAND DUTCH	746,288
HOLLAND DUTCH and Design	1,872,664
GRAND OLD VANILLA	1,064,973
VANILLA VALLEY	2,183,602
MARVELOUS MOCHA	2,254,086
JAVA & CREAM	2,204,607
LITE-LINE (Stylized)	929,657
LITE-LINE	1,178,356
BLUEBERRY WAFFLE CRUNCH	2,203,255
CHOCOLATE MIDNIGHT MADNESS	2,183,564
BARBE'S COW & MOON Design	1,394,226
MEADOW GOLD	1,326,215

INTELLECTUAL PROPERTY ASSIGNMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT ("Assignment") is made and entered into as of October 1, 2002, between Southern Foods Group, L.P., a Delaware limited partnership ("Assignor") and Southern Foods Holding Company, LLC, a Delaware limited liability company ("Assignee").

RECITALS

WHEREAS, Assignor desires to distribute all of its owned intellectual property to Assignee (the "Distribution").

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor agrees as follows:

1. Assignor does hereby assign, transfer, grant, deliver and set over unto Assignee, its successors and assigns, all of Assignor's right, title and interest in all intellectual property owned by Assignor, including without limitation, the intellectual property set forth on Exhibit A attached hereto and made part hereof (the "Intellectual Property"), together with the goodwill associated with the Intellectual Property and any registrations and applications therefor.

2. Assignor authorizes the Commissioner of Patents and Trademarks of the United States, any official of any foreign countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Intellectual Property and title thereto as the property of Assignee, its successors and assigns, in accordance with the terms of this instrument.

3. This Assignment is subject to all liens, encumbrances, or other security interests granted by that certain Security Agreement, dated as of December 21, 2001, as amended, by and among Dean Foods Company ("DFC"), formerly known as Suiza Foods Corporation, a Delaware corporation, as borrower, certain subsidiaries of DFC, the other credit parties identified therein, the banks and financial institutions from time to time parties thereto, and Wachovia Bank, National Association, formerly known as First Union National Bank, as administrative agent; including, but not limited to, the grants of security interests evidenced by the notices filed with the United States Patent and Trademark Office and the United States Copyright Office in furtherance thereof.

4. This Assignment may be executed by one or several of the parties in several counterparts and all such counterparts so executed shall together be deemed to constitute one final agreement as if signed by all parties, and each such counterpart shall be deemed to be an original.

5. Each party agrees to execute any and all documents or instruments, and to perform such other acts as may be necessary or expedient to further the purposes of the Assignment and the transactions contemplated hereby.

This Assignment is governed by, and construed and interpreted in accordance with, the substantive laws of the State of Delaware, without giving effect to any conflict-of-laws rule or principle that might result in the application of the laws of another jurisdiction.

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TRADEMARK
REEL: 2609 FRAME: 0702

IN WITNESS WHEREOF, this Assignment is executed as of the date first written above.

SOUTHERN FOODS GROUP, L.P.

BY: SFG Management, Limited Liability Company, its general partner

By: _____
Name: LISA N. TYSON
Title: VICE PRESIDENT

SOUTHERN FOODS HOLDING COMPANY, LLC

By: _____
Name: LISA N. TYSON
Title: VICE PRESIDENT

EXHIBIT A

INTELLECTUAL PROPERTY

See attached.

TRADEMARK
REEL: 2609 FRAME: 0704

Southern Foods Group

TRADEMARKS

ID	Jurisdiction	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
9278	Hawaii	DAIRYMEN'S				223,311	01/06/1999	Registered
9279	Hawaii	EXCELSIOR DAIRY				230,184	07/30/1999	Registered
9280	Hawaii	DAYS FRESHER				181,195	08/02/1995	Registered
9283	Hawaii	HAPPY COWS				175,170	01/31/1995	Registered
9285	Hawaii	COUNTRY VALUE				247503	02/18/1981	Registered
9287	Hawaii	HAWAIIAN ICED WATER	32			196,372	10/10/1996	Registered
9288	Hawaii	HAWAIIAN STYLE ICE CREAM	30			217,602	11/03/1998	Registered
9289	Hawaii	HAWAII'S SHAKA SHERBET	29, 30, 35	02/07/1991		127,886	03/07/1991	Registered
9290	Hawaii	LANI HAWAIIAN PREMIUM PURIFIED WATER	32			217,603	11/24/1998	Registered
9292	Hawaii	LANI MOO	29			247500	02/15/1991	Registered
9293	Hawaii	LITE 1	29			132,134	12/21/1991	Registered
9296	Hawaii	NAALEHU DAIRY	35			218,821	07/24/1998	Registered
9297	Hawaii	PACIFIC PARADISE WATER	32			140,917	08/29/1992	Registered
9298	Hawaii	PASS-O-GUAVA	32			128,522	04/02/1981	Registered
9300	Hawaii	RAINBOW NECTAR	32			213,934	03/07/1998	Registered
9301	Hawaii	ROYAL DANISH	29			133,201	09/14/1981	Registered
9302	Hawaii	TV ICE CREAM SANDWICH	30			128,523	04/01/1981	Registered
9303	Hawaii	VIVA and Design	29, 30			141,997	04/04/1992	Registered
9308	Hawaii	MAUI'S PRIDE	29, 32			247514	02/08/1991	Registered
9316	Hawaii	MEADOW GOLD DAIRIES				246183	12/21/2000	Registered
9106	Hawaii	BIG ISLAND FRESH HAWAII and Design	29			127,887	04/09/1991	Registered
9286	Hawaii	HAWAII ISLAND FRESH and Design				127,889	04/09/1991	Registered
9291	Hawaii	LANI MOO and Design	29			127,891	04/09/1991	Registered
9304	Texas	NATURAL PROTEIN	29			30458	04/12/1973	Registered
9305	Texas	HYGEIA	29, 30			24785	08/28/1964	Registered
9306	Texas	KOFFEE BUDDY	29, 30			48,628	08/08/1988	Registered
9307	Texas	CHOCO-LOCO	29, 30			34541	02/06/1978	Registered
9095	United States	MOUNTAIN HIGH and Design	32	75-514,400	07/07/1998	2,369,297	07/18/2000	Registered
9099	United States	BARBE'S	29, 30	75-330,629	07/25/1997	2,225,264	02/23/1999	Registered

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9100	United States	BARBE'S	32	75-533,889	08/11/1998	2,265,065	07/27/1999	Registered
9101	United States	BATISE	32	75-557,446	09/23/1998	2,297,043	11/30/1999	Registered
9108	United States	BROWN'S VELVET DAIRY	29	75-330,373	07/25/1997	2,230,141	03/09/1999	Registered
9114	United States	OAK FARMS COWS & TREE LOGO	29	74-271,620	04/30/1992	1,757,048	03/09/1993	Registered
9115	United States	WASATCH WONDERS	30	75-908,567	02/02/2000	2,518,534	12/11/2001	Registered
9119	United States	DAIRYLAND	29	74-218,003	10/30/1991	2,162,986	06/09/1998	Registered
9120	United States	KNOWLTON'S	29	73-234,776	10/11/1979	1,236,563	05/03/1983	Registered
9121	United States	JERSEY GOLD	29	72-076,506	06/25/1959	698,257	05/24/1960	Registered
9122	United States	MIDWEST FARMS	29	74-252,506	03/02/1992	1,816,437	01/11/1994	Registered
9123	United States	OAK FARMS	29, 30, 32	72-144,649	05/15/1962	766,008	03/03/1964	Registered
9124	United States	OAK FARMS	29	72-172,346	07/02/1963	773,278	07/14/1964	Registered
9125	United States	GOLDEN ROYAL	29	74-140,120	02/15/1991	1,689,176	05/26/1992	Registered
9126	United States	SCHEPPS	29	73/675338	07/30/1987	1,725,958	10/20/1992	Registered
9127	United States	THE DAIRY BEST	29, 32	73-675,339	07/30/1987	1,655,638	09/03/1991	Registered
9150	United States	CRANBERRY RASPBERRY BAY	29	75-209,503	12/06/1996	2,257,552	06/29/1999	Registered
9151	United States	CRAZY MILK	29	74/536926	06/13/1994	1,991,763	08/06/1996	Registered
9152	United States	FABULOUS FRUIT SHORTCAKE	30	75-243,473	02/18/1997	2,206,475	12/01/1998	Registered
9153	United States	FARMSTEAD	29	73-557,809	09/11/1985	1,407,842	09/02/1986	Registered
9154	United States	FARMSTEAD	30	73-557,808	09/11/1985	1,406,961	08/26/1986	Registered
9155	United States	FROSTICK (Stylized)	30	71-343,519	11/10/1933	311,368	03/20/1934	Registered
9156	United States	FRUIT BLOSSOM DELIGHT	30	75-268,436	04/02/1997	2,319,675	02/15/2000	Registered
9157	United States	BROWN'S DAIRY	29	76-009,076	03/24/2000			Pending Application
9158	United States	BROWN'S DAIRY/SMOOTH AS VELVET	29	76-009,077	03/24/2000			Pending Application
9165	United States	GLACIER CLUB	30	75-125,446	06/25/1996	2,077,402	07/08/1997	Registered
9166	United States	GO LIGHTLY and Design	29	73-407,152	12/23/1982	1,331,064	04/16/1985	Registered
9167	United States	VIVA SLAM	29	75-792,549	09/03/1999	2,483,434	08/28/2001	Registered
9168	United States	THIRSTEE SMASH	32	75-183,282	10/17/1996	2,327,515	03/14/2000	Registered
9170	United States	MCKINNEY	30	74-241,263	01/29/1992	1,777,520	06/15/1993	Registered
9171	United States	COOL MINT CHIP	30	75-245,482	02/21/1997	2,360,505	06/20/2000	Registered
9173	United States	HILLSIDE FARMS	30	75-381,379	10/29/1997	2,191,071	09/22/1998	Registered
9174	United States	MOOO'S UP	30	74-581,050	10/03/1994	2,044,298	03/11/1997	Registered
9175	United States	HYGEIA	29, 30	74-215,185	10/22/1991	1,755,550	03/02/1993	Registered
9176	United States	HYGEIA DAIRY BAR AND DELI	42	75-312,585	06/20/1997	2,160,634	05/26/1998	Registered
9177	United States	PROFILE	29	74-718,469	08/21/1995	2,025,138	12/24/1996	Registered
9178	United States	PURE MILK CO. and Design	32	75-102,299	05/10/1996	2,071,557	06/17/1997	Registered
9180	United States	OAK FARMS and Design	29	75-643,949	02/19/1999	2,304,338	12/28/1999	Registered
9181	United States	SHIELD DESIGN	29, 30	71-637,162	10/25/1952	644,259	04/16/1957	Registered

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		(MEADOW GOLD)						
9183	United States	MEADOW GOLD (Stylized)	29, 30, 32	71-636,582	10/14/1952	582,470	11/17/1953	Registered
9184	United States	MEADOW GOLD (Stylized)	29, 30	71-307,038	10/22/1930	281,436	03/17/1931	Registered
9185	United States	MEADOW GOLD (Stylized)	29	71-313,417	04/16/1931	285,893	08/11/1931	Registered
9186	United States	MEADOW GOLD (Stylized)	32	71/448848	11/24/1941	394,672	04/21/1942	Registered
9187	United States	MEADOW GOLD (Stylized - Script)	29	71-175,459	02/03/2023	173,261	09/18/2023	Registered
9188	United States	MALT ASSAULT	30	75-243,258	02/18/1997	2,202,098	11/03/1998	Registered
9189	United States	VIVA	29	75-244,533	02/20/1997	2,277,013	09/14/1999	Registered
9190	United States	VIVA and Design	29	73-390,567	09/27/1982	1,283,514	06/26/1984	Registered
9192	United States	VIVA and Design	30	73-508,754	11/14/1984	1,334,580	05/07/1985	Registered
9225	United States	SO-LO	29	74/634649	02/15/1995	2,022,921	12/17/1996	Registered
9226	United States	MOUNTAIN HIGH	29	73-193,774	11/20/1978	1,132,794	04/08/1980	Registered
9227	United States	MOUNTAIN HIGH and Design	29	73-193,773	11/20/1978	1,132,793	04/08/1980	Registered
9231	United States	STRAWBERRY MANGO ISLAND	29	75-254,596	03/10/1997	2,183,603	08/25/1998	Registered
9232	United States	MILK WAGON DESIGN	29, 30, 32	73-548,180	07/15/1985	1,412,503	10/07/1986	Registered
9233	United States	MINTERRIFIC	30	75-243,254	02/18/1997	2,202,097	11/03/1998	Registered
9234	United States	OLDE FASHIONED RECIPE	30	73-631,479	11/20/1986	1,496,023	07/12/1988	Registered
9235	United States	POINSETTIA	29	72-217,705	04/30/1965	813,109	08/16/1966	Registered
9236	United States	RAINBOW RAPTURE	30	75-245,480	02/21/1997	2,203,564	11/17/1998	Registered
9237	United States	READY FRESH PACK	16	73-569,972	11/22/1985	1,408,446	09/09/1986	Registered
9239	United States	ROYAL DANISH	29	75-285,014	05/01/1997	2,256,339	06/29/1999	Registered
9240	United States	RUBY RED RHAPSODY	30	75-434,585	02/16/1998	2,273,820	08/31/1999	Registered
9241	United States	HOLLAND DUTCH	29, 30	72-122,992	06/28/1961	746,288	03/05/1963	Registered
9242	United States	HOLLAND DUTCH and Design	29	74-474,099	12/28/1993	1,872,664	01/10/1995	Registered
9243	United States	GRAND OLD VANILLA	30	73-095,061	07/12/1976	1,064,973	05/03/1977	Registered
9247	United States	VANILLA VALLEY	29	75-254,592	03/10/1997	2,183,602	08/25/1998	Registered
9248	United States	MARVELOUS MOCHA	30	75-245,478	02/21/1997	2,254,086	06/15/1999	Registered
9250	United States	JAVA & CREAM	30	75-243,257	02/18/1997	2,204,607	11/17/1998	Registered
9251	United States	LITE-LINE (Stylized)	29	72/313553	12/04/1968	929,657	02/22/1972	Registered
9252	United States	LITE-LINE	29	73-269,214	07/07/1980	1,178,356	11/17/1981	Registered
9253	United States	BLUEBERRY WAFFLE CRUNCH	30	75-243,256	02/18/1997	2,203,255	11/10/1998	Registered
9254	United States	CHOCOLATE MIDNIGHT MADNESS	30	75-243,255	02/18/1997	2,183,564	08/25/1998	Registered
9294	United States	BARBE'S COW & MOON Design	29	73-549,507	07/22/1985	1,394,226	05/20/1986	Registered
9193	United States	MEADOW GOLD	29	73-467,697	02/27/1984	1,326,215	03/19/1985	Registered

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9194	United States	MEADOW GOLD and ELSIE DESIGN	29, 30	74-393,658	05/24/1993	2,081,816	07/22/1997	Registered

PATENTS

Jurisdiction	Title	Owner	Status	Serial No.	Filing Date	Patent No.	Issue Date	Maint/Issue Fee Due	Expiration Date
United States	Calcium Fortified Milk	Southern Foods Group, L.P.	Issued	827892	02/10/1986	4,701,329	10/20/1987	All maint fees paid	02/10/2006

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Title of Work	Reg. #
Why are women so much braver than men?	KK 41896
But Elmer, I didn't say it would make you live to 90! said Elsie, the Borden Cow.	KK 113614
But Elmer, your painting of me will be in everyone's refrigerator! said Elsie, the Borden cow" I don't need anything to help me live to 90, bellowed Elmer the bull. I have decided that I'm going to live to 105 without anything any help!	KK 113710
What happened in 1857? asked Elsie, the Borden cow...	KK 128678
Are all husbands born bull-headed?	KK 37771
And I say, men are worse naggers than women!	KK 47666
Why do men keep business secrets from their wives?	KK 41902
A child isn't always fibbing when he doesn't tell the truth,	KK 37777
A good wife knows how to stretch a dollar!	KK 97126
But good manners never made a sissy of a boy!	KK 41897
A family on a budget eat better and I can prove it!	KK 41891

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What's wrong with a woman marrying a younger man?	KK 37779
What's wrong with marrying on a shoestring?	KK 26674
There- are right ways and wrong ways to scold a child, dear	KK 20919
But aren't men just as vain as women?	KK 47671
But darling, what's wrong with hiring a baby sitter?	KK 22034
But dear, what's wrong with a woman for president?	KK 22033
Who said women can't keep secrets better than men?	KK 59138
Who should handle the money, husband or wife?	KK 32456
Just how frank should you be with a child?	KK 37778
Easy dear! Folks your age should watch their blood pressure!	KK 37775
But what's wrong with giving Cupid a little nudge	KK 59137
Come on everybody - it's Elsie week	KK 41901
Do all husbands change after marriage?	KK 22608
Do college girls make better wives?	KK 27333
Do parents expect too much of their children?	KK 20654
Do you want the child to develop an inferiority complex?	KK 26673
Should a parent open a child's mail?	KK 32460
A child isn't bad just because he does naughty things	KK 20655
Should husbands and wives take separate vacations?	KK 23863
Are husbands more sentimental than wives?	KK 32458
Aren't husbands really more possessive than wives?	KK 47668

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A child isn't necessarily stupid, because he gets low marks!	KK 32461
How much should you help your in-laws?	KK 32462
I'm up to my horns in plans for our Second Hundred Years . . .	KK 129939
It was written almost 100 years ago! says Elsie. . .	KK 128017

DOMAIN NAMES

ID	Jurisdiction	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
9197	United States	BROWNSVELVETDAIRY.COM					02/07/1999	Registered
9260	United States	OAKFARMSDAIRY.COM					03/11/1999	Registered

2515 McKinney Avenue, Suite 1200
Dallas, TX 75201
214.303.3400 phone 214.303.3499 fax

Fax

To:	U.S. Patent & Trademark Office Assignment Branch	**From:**	Jackie T. Gwinn, Paralegal Phone No. 214-303-3714 Fax No. 214-303-3896
Fax:	703-306-5995	**Pages:**	16 (including transmittal page)
Phone:		**Date:**	February 21, 2003
Re:	Recordal of Assignment – Southern Foods Group, L.P. to Southern Foods Holding Company, LLC	**CC:**	

☐ **Urgent** ☐ **For Review** ☐ **Please Comment** ☐ **Please Reply** ☐ **Please Recycle**

• **Comments:**

Please return recorded recordation form cover sheet via facsimile number 214-303-3896. Thank you.

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