

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌ ▼ ▼ ▼ ▼ ▼ ▼ ▼

### 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):

Dean Southeast, LLC

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: 10/1/2002

2. Name and address of receiving party(ies)

Name: Suiza Dairy Group, L.P.

Internal

Address:

Street Address: 2515 McKinney Avenue, Ste 1200

City: Dallas State: TX Zip: 75201

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

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  
EXHIBIT A

Additional number(s) attached  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:

29

7. Total fee (37 CFR 3.41): \$ 740.00

- Enclosed
- 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:

13

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

**EXHIBIT A****B. REGISTERED TRADEMARKS**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>
HEALTHY DELIGHT	2,084,633
BUNCH O CRUNCH	1,943,950
BROWN MULE	1,918,220
COUNTRY LOVE	2,045,280
COUNTRYSIDE and Design	1,876,773
DAIRY QUALITY & FRESHNESS SINCE 1929 and Design	1,910,269
DAIRY QUALITY SINCE 1929 and Design	1,636,468
LAND-O-SUN and Design	1,883,709
A-A	1,461,186
COUNTRYSIDE	1,457,674
COUNTRYSIDE	1,413,524
RICH & CREAMY	1,326,221
FROSTBITE	1,481,748
LOUIS TRAUTH DAIRY, INC. (Stylized)	2,403,496
JERSEY FARMS/TRAUTH Logo	2,372,440
GRAPE GORILLA and Design	2,292,591
LEMONASAUR	2,286,688
PUNCHARAMA	2,256,981

**EXHIBIT A (cont'd)****B. REGISTERED TRADEMARKS**

<b><u>Mark</u></b>	<b><u>Registration No.</u></b>
X.Y.ZOO'S	2,262,745
ORANGEOPUS	2,276,760
CARIBLUE	2,276,759
LEMONLION	2,282,172
CHOCODILE	2,373,531
KITCHEN GUILD	1,421,302
BROUGHTON Logo	1,088,833
BROUGHTON B KITCHEN GUILD	808,618
SOKREEM	804,381
THE SKINNY MILK WITH THE FAT TASTE	2,292,898
SKIM SUPREME	2,100,495

INTELLECTUAL PROPERTY ASSIGNMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT ("Assignment") is made and entered into as of October 1, 2002, between Dean Southeast, LLC, a Delaware limited liability company ("Assignor") and Suiza Dairy Group, L.P., a Delaware limited partnership ("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.

**[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]**

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

DEAN SOUTHEAST, LLC

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

SUIZA DAIRY GROUP, L.P.

By: SUIZA DAIRY GROUP GP, LLC,  
its general partner

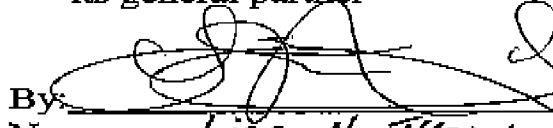
By:   
 Name: LISA N. TYSON  
 Title: VICE PRESIDENT

EXHIBIT A

INTELLECTUAL PROPERTY

See attached.

**Dean Southeast**

Dairy Fresh, LLC  
Land-O-Sun Dairies, LLC  
Louis Trauth Dairy, LLC  
Broughton Foods, LLC  
Country Delite Farms, LLC



Dairy Fresh

TRADEMARKS

<u>ID</u>	<u>Jurisdiction</u>	<u>Mark</u>	<u>Classes</u>	<u>App. #</u>	<u>App. Dt</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
8896	United States	HEALTHY DELIGHT	30	74-718,534	08/21/1995	2,084,633	07/29/1997	Registered

Land-O-Sun Dairies

## TRADEMARKS

ID	Jurisdiction	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
8961	Tennessee	FARM FRESH	29			930,630	06/30/1993	Registered
8960	Virginia	DIXIE FRESH	29			5491	06/22/1993	Registered
8811	United States	BUNCH O CRUNCH	30	74-611,264	12/15/1994	1,943,990	12/26/1995	Registered
8812	United States	CHEROKEE FARMS	30	74-561,744	08/16/1994	1,973,634	05/14/1996	Registered
8813	United States	BROWN MULE	30	74-548,877	07/13/1994	1,918,220	09/12/1995	Registered
8814	United States	COUNTRY LOVE	30	74-544,515	07/01/1994	2,045,280	03/18/1997	Registered
8815	United States	COUNTRYSIDE and Design	29, 32	74-484,981	01/31/1994	1,876,773	01/31/1995	Registered
8816	United States	DAIRY QUALITY & FRESHNESS SINCE 1929 and Design	29, 32	74-455,958	11/09/1993	1,910,269	08/08/1995	Registered
8820	United States	SWOOPBE	30	74-244,017	02/07/1992	1,727,930	10/27/1992	Registered
8822	United States	DAIRY QUALITY SINCE 1929 and Design	42	74-049,018	04/16/1990	1,636,468	02/26/1991	Registered
8823	United States	LAND-O-SUN and Design	29, 30, 32	73-808,020	06/20/1989	1,883,709	03/14/1995	Registered
8825	United States	A-A	30	73-612,003	07/29/1986	1,461,186	10/13/1987	Registered
8826	United States	COUNTRYSIDE	32	73-587,899	03/14/1986	1,457,674	09/15/1987	Registered
8827	United States	COUNTRYSIDE	29	73-563,781	10/18/1985	1,413,524	10/14/1986	Registered
8828	United States	BIG DRAW and Design	30	73-331,216	10/15/1981	1,222,810	01/04/1983	Registered
8830	United States	RICH & CREAMY	30	73-152,027	12/14/1977	1,326,221	03/19/1985	Registered
8806	United States	FROSTBITE	30	73-545,676	07/01/1985	1,481,748	03/22/1988	Registered

Louis Trauth Dairy

**TRADEMARKS**

<u>ID</u>	<u>Jurisdiction</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u>	<u>App.Dt</u>	<u>Reg.#</u>	<u>Reg.Dt</u>	<u>Status</u>
9061	Ohio	JERSEY FARMS/TRAUTH LOGO	29, 30, 31			TM/13,093	01/17/1990	Registered
8624	United States	LOUIS TRAUTH DAIRY, INC. (Stylized)	29, 30, 32, 31-75-676,906		04/08/1999	2,403,496	11/14/2000	Registered
8626	United States	JERSEY FARMS/TRAUTH LOGO	29, 30	75-676,907	04/08/1999	2,372,440	08/01/2000	Registered

**DOMAIN NAMES**

<u>ID</u>	<u>Jurisdiction</u>	<u>Mark</u>	<u>Classes</u>	<u>App.#</u>	<u>App.Dt</u>	<u>Reg.#</u>	<u>Reg.Dt</u>	<u>Status</u>
9070	United States	TRAUTHDAIRY.COM					06/06/1996	Registered

Broughton Foods

TRADEMARKS		Jurisdiction		Mark	Classes	App. #	App. Dt	Rev. #	Reg. Dt	Status
ID	United States									
8866	United States			GRAPE GORILLA and Design	32	75-548,031	09/04/1998	2,292,591	11/16/1999	Registered
8867	United States			LEMOMASAUUR	32	75-467,113	04/13/1998	2,286,688	10/12/1999	Registered
8868	United States			PUNCHARAMA	32	75-467,112	04/13/1998	2,256,981	06/29/1999	Registered
8869	United States			X.Y.ZOO'S	30, 32	75-466,498	04/13/1998	2,262,745	07/20/1999	Registered
8870	United States			ORANGEOPUS	32	75-466,497	04/13/1998	2,276,760	09/07/1999	Registered
8871	United States			CARIBLUE	32	75-466,494	04/13/1998	2,276,759	09/07/1999	Registered
8872	United States			LEMONLION	32	75-466,493	04/13/1998	2,282,172	09/28/1999	Registered
8873	United States			CHOCODILE	30	75-466,431	04/13/1998	2,373,531	08/01/2000	Registered
8878	United States			KITCHEN GUILD	29	73-591,140	04/01/1986	1,421,302	12/16/1986	Registered
8879	United States			BROUGHTON LOGO	29	73-120,292	03/24/1977	1,088,833	04/04/1978	Registered
8880	United States			KEEPWELL	29	72/280363	01/07/1971	944,169	10/03/1972	Registered
8881	United States			BROUGHTON B KITCHEN GUILD	29	72-221,569	06/21/1965	808,618	05/17/1966	Registered
8882	United States			SOKRHEM	29	72-218,382	05/10/1965	804,381	02/22/1966	Registered

## COPYRIGHTS

TITLE	OWNER	REGISTRATION NO.	ISSUE DATE
XYZOO'S Lemmonlion label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA941-199	09/08/1998
XYZOO'S Orangeopus label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA941-198	09/08/1998
XYZOO'S Lemmonsaaur label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA966-070	09/08/1998
XYZOO'S Grape Gorilla label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA918-073	11/10/1998
XYZOO'S Chocodile label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA966-071	09/08/1998
XYZOO'S Cariblue label	Broughton Foods, LLC (successor by merger to Broughton Foods Company)	VA966-068	09/08/1998

TRADEMARK

REEL: 002613 FRAME: 0713

Country Delite Farms

TRADEMARKS

ID	Jurisdiction	Mark	Classes	App.#	App. Dt	Reg.#	Reg. Dt	Status
8443	United States	THE SKINNY MILK WITH THE FAT TASTE	29	75-613,632	12/30/1998	2,292,898	11/16/1999	Registered
8471	United States	SKIM SUPREME	29	75-063,445	02/26/1996	2,100,495	09/23/1997	Registered