

Form PTO-1594

(Rev. 10/02)

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

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Valley of Virginia Cooperative Milk Producers
Association

- Individual(s)
- General Partnership
- Corporation-State
- Other Virginia cooperative association
- 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: 02/08/00

2. Name and address of receiving party(ies)

Name: Shenandoah's Pride, L.L.C.

Internal
Address:

Street Address: 5325 Port Royal Road

City: Springfield State: VA Zip: 22151-2159

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- 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 No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,438,209 and
1,459,379

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:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

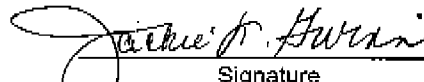
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DO NOT USE THIS SPACE

9. Signature.

Jackie T. Gwinn

Name of Person Signing



Signature

August 19, 2003

Date

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

3

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

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks is by and between Valley of Virginia Cooperative Milk Producers Association, a Virginia cooperative association, having a principal place of business in Harrisonburg, Virginia ("Assignor") and Shenandoah's Pride, LLC, a Delaware limited liability company, having a principal place of business in Springfield, Virginia ("Assignee");

WHEREAS, Assignor has certain rights in and to Trademarks as shown on attached Exhibit A and the goodwill appurtenant thereto ("Trademarks");

WHEREAS, Assignor has agreed to GRANT, SELL, ASSIGN, TRANSFER and CONVEY to Assignee all right, title and interest in and to the Trademarks; and

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor does hereby GRANT, SELL, ASSIGN, TRANSFER and CONVEY to Assignee its right, title and interest in and to the Trademarks.

IN WITNESS HEREOF, Assignor has caused this Assignment of Trademark to be duly executed in a manner appropriate thereto.

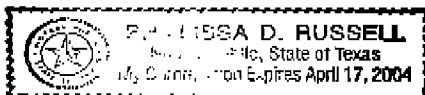
VALLEY OF VIRGINIA MILK PRODUCERS ASSOCIATION

By: [Signature]
Name: LISA N. TYSON
Title: VICE PRESIDENT

ACKNOWLEDGMENT

THE STATE OF TEXAS
COUNTY OF Dallas


On this 8th day of February, 2000, before me personally came LISA N. TYSON, to me known, who being by me duly sworn, did depose and say that she is VICE PRESIDENT of Valley of Virginia Milk Producers Association, the Virginia cooperative association described in and which executed the above Assignment, and that he/she signed his/her name thereto by order of the Manager and/or Member(s) of said cooperative association.



[Signature]
Notary Public

My Commission Expires:

EXHIBIT A**U.S. TRADEMARK REGISTRATIONS**

MARK	REGISTRATION NUMBER	REGISTRATION DATE	CLASS/GOODS
MONTICELLO (Stylized)	553,449	January 15, 1952 (renewed 1/15/92)	29 – fresh milk (fresh cream, fresh butter, ice cream and cottage cheese – deleted from registration)
SHENANDOAH'S PRIDE	1,438,209	April 28, 1987	(29) Butter, milk, cheese, sour cream, cottage cheese, sour cream dip, egg nog, buttermilk, table cream, whipping cream and yogurt (30) ice milk mix and shake mix
SHENANDOAH'S PRIDE and Design 	1,459,379	September 29, 1987	(29) Butter, milk, cheese, sour cream, cottage cheese, sour cream dip, egg nog, buttermilk, table cream, whipping cream and yogurt