

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): Shenandoah's Pride, LLC
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[X] Other Delaware Limited Liability Company
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Dean Northeast, LLC
Internal Address:
Street Address: 2515 McKinney Avenue, Ste 1200
City: Dallas State: TX Zip: 75201
[] 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 [X] No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other
Execution Date: 10/1/2002

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
Additional number(s) attached [] Yes [X] No

B. Trademark Registration No.(s) 1,438,209 and 1,459,379
Additional number(s) attached [] Yes [X] 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
[X] Authorized to be charged to deposit account
8. Deposit account number: 500785

DO NOT USE THIS SPACE

9. Signature. Jackie T. Gwinn Name of Person Signing [Signature] Signature August 20, 2003 Date
Total number of pages including cover sheet, attachments, and document: 7

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

CH \$65.00 500785 1438209

INTELLECTUAL PROPERTY ASSIGNMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT ("Assignment") is made and entered into as of October 1, 2002, between Shenandoah's Pride, LLC, a Delaware limited liability company ("Assignor") and Dean Northeast, 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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IN WITNESS WHEREOF, this Assignment is executed as of the date first written above.

SHENANDOAH'S PRIDE, LLC


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

DEAN NORTHEAST, LLC



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

EXHIBIT A

ELLECTUAL PROPERTY

Shenandoah's Pride

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>
9096	United States	SHENDOAH'S PRIDE	29, 30	73/529649	3/29/85	1,438,209	4/28/87	Registered
9097	United States	S SHENDOAH'S PRIDE and Design	29	73/529572	3/29/85	1,459,379	9/29/87	Registered

Shenandoah's Pride

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>
9259	United States	SHENANDOAHSPRIDE.CO					08/20/1998	Registered