

Form PTO-1594

(Rev. 10/02)

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

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Dean Northeast, 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) 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:

500785

DO NOT USE THIS SPACE

9. Signature.

Jackie T. Gwin

Name of Person Signing



Signature

August 21, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 10

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 Dean Northeast, 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.

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

DEAN NORTHEAST, 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

e attached.

Dean Northeast

New England Dairies, LLC
 Tuscan/Lehigh Management, L.L.C.
 Tuscan/Lehigh Dairies, L.P.
 Shenandoah's Pride, LLC

DOMAIN NAMES

ID	Jurisdiction	Mark	Classes	App. #	App. Dt	Reg. #	Reg. Dt	Status
9044	United States	GARELICK-FARMS.COM		NIC-99102.1d00			10/21/1999	Registered
9045	United States	GARELICKNATURAL.COM		NIC-99108.1107			11/08/1999	Registered
9046	United States	GARELICKMILK.COM		NIC-99108.1107			11/08/1999	Registered
9047	United States	GARELICKFARMSDAIRY.COM		NIC-99108.110e			11/08/1999	Registered
9048	United States	GARELICKFRESH.COM		NIC-99108.110a			11/08/1999	Registered
9049	United States	GARELICKFARMSFRESH.COM		NIC-99108.1109			11/08/1999	Registered
9050	United States	GARELICKDAIRY.COM		NIC-99108.1107			11/08/1999	Registered
9051	United States	GARELICKFARMSNATURAL.COM		NIC-99108.1189			11/08/1999	Registered
9052	United States	GARELICKFARMSMILK.COM		NIC-99108.120b			11/08/1999	Registered
9270	United States	GARELICKFARMS.COM					02/10/2000	Registered

New England DairiesTRADEMARKS

<u>Jurisdiction</u>	<u>Mark</u>	<u>Reg. #</u>	<u>Reg. Dt</u>	<u>Status</u>
United States	LESCAF	1,322,442		Registered
United States	NED	1,454,498		Registered
United States	SUNSET RIDGE FARMS	1,771,675		Registered

Tuscan-Lehigh Dairies

TRADEMARKS

ID	Jurisdiction	Mark	Classes	App.#	Ann.Dt	Reg.#	Reg.Dt	Status
8781	New York	SUNCHASE	45			R-27031	10/18/1992	Registered
8527	United States	SUPREME MILK	29	75-440,133	02/25/1998	2,254,594	06/15/1999	Registered
8530	United States	LEHIGH VALLEY DAIRIES	29, 30, 32	75-150,695	08/15/1996	2,135,366	02/10/1998	Registered
8531	United States	LEHIGH VALLEY DAIRIES/SUNBURST LOGO	29, 32	75-091,351	04/19/1996	2,102,824	10/07/1997	Registered
8532	United States	LACTO ZERO	29	75-062,899	02/26/1996	2,095,972	09/09/1997	Registered
8535	United States	THE GREATER NEW YORK DAIRY and Design	29	75-057,958	02/14/1996	2,290,348	11/02/1999	Registered
8536	United States	THE GREATER NEW YORK DAIRY	29	75-057,844	02/14/1996	2,282,198	09/28/1999	Registered
8537	United States	TUSCAN DELLWOOD and COW DESIGN	29	75-057,810	02/14/1996	2,186,272	09/01/1998	Registered
8538	United States	TUSCAN DELLWOOD (Stylized)	29	75-057,653	02/14/1996	2,293,002	11/16/1999	Registered
8539	United States	COW DESIGN (THE GREATER NEW YORK DAIRY)	29, 30, 32	75-057,652	02/14/1996	2,243,018	05/04/1999	Registered
8540	United States	COWHIDE DESIGN	29	74-684,574	06/05/1995	2,011,228	10/22/1996	Registered
8543	United States	ARCTIC SPLASH	32	74/506231	03/22/1994	1,993,870	08/13/1996	Registered
8544	United States	MORE THAN JUST GREAT TASTE	29, 32	74/506230	03/22/1994	1,978,771	06/04/1996	Registered
8545	United States	MIGHTY LITE	29	74/506228	03/22/1994	1,981,497	06/18/1996	Registered
8546	United States	LEHIGH VALLEY DAIRIES/SUNBURST LOGO	29, 30	74-496,368	02/28/1994	2,014,110	11/05/1996	Registered
8557	United States	LIMIT	29	73-560,872	09/30/1985	1,394,231	05/20/1986	Registered
8558	United States	RICH'N' PURE	29	73-481,023	05/18/1984	1,342,962	06/18/1985	Registered
8559	United States	DIET TIME	29	73-429,862	06/13/1983	1,324,842	03/12/1985	Registered
8560	United States	DIET TIME	30	73-405,163	12/08/1982	1,294,741	09/11/1984	Registered
8561	United States	LEHIGH VALLEY FARMS	29	73-236,261	10/22/1979	1,194,788	05/04/1982	Registered
8565	United States	RICH'N' PURE	29	73-141,974	09/21/1977	1,105,008	10/24/1978	Registered
8566	United States	TUSCAN	29, 30, 32	73-046,143	03/10/1975	1,042,416	06/29/1976	Registered
8567	United States	TUSCAN (Stylized)	29, 30, 32	72-403,273	09/22/1971	950,435	01/09/1973	Registered
8570	United States	MARTIN CENTURY FARMS (Stylized)	29, 30, 32	72-112,972	02/02/1961	745,183	02/12/1963	Registered
8575	United States	TROPIC ISLE	32	72-446,387	01/19/1973	1,020,801	09/16/1975	Registered
8628	United States	COW & BARN DESIGN	29	75-595,657	11/25/1998	2,331,680	03/21/2000	Registered

TRADEMARK

REEL: 002702 FRAME: 0916

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					08/26/1998	Registered