

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):

F&L Enterprises, Inc., doing business as Ross
Swiss Dairies

- Individual(s)
- General Partnership
- Corporation-State-California
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Swiss II, 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 _____
- 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

3. Nature of conveyance:

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

Execution Date: 01/26/2004

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

A. Trademark Application No.(s) 78/249,008;
78/249,029; 78/249,039

B. Trademark Registration No.(s) _____

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
Suite 1200

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41):\$ 90.00

- Enclosed
- 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

April 16, 2004
Date

Total number of pages including cover sheet, attachments, and document: 6

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

CH \$90.00 600786 78249008

Execution Copy

ASSIGNMENT OF TRADEMARKS

This Assignment of Trademarks (this "Assignment") is made to be effective as of January 26, 2004, by and between F&L Enterprises, Inc., a California corporation doing business as Ross Swiss Dairies (the "Assignor"), and Swiss II, LLC, a Delaware limited liability company (the "Assignee"), pursuant to that certain Asset Purchase Agreement, dated as of December 31, 2003 (as amended, the "Agreement"), by and among the Assignee, Rich E. Ross, an individual formerly known as Richard E. Ross, and the Assignor. Capitalized terms used herein that are not otherwise defined have the meanings ascribed to such terms in the Agreement

BY THIS INSTRUMENT, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Assignor hereby sells, conveys, assigns, transfers and delivers to the Assignee and its successors and assigns, all right, title and interest in and to the trademarks, trade names and service marks included within the Assets, including without limitation those set forth on Schedule 1 to this Assignment (collectively, the "Trademarks"), including all common law rights and goodwill associated therewith, and the entire right, title and interest in and to any and all claims and demands the Assignor may have either at law or in equity arising out of past, present or future third party infringement thereof, to have and to hold the Trademarks forever, free and clear of all encumbrances.

The Assignor covenants with the Assignee that the Assignor will take all such further actions, execute and deliver all such further documents and do all such other acts and things as the Assignee may reasonably request for the purpose of carrying out the intent of this Assignment.

The Assignor hereby authorizes the United States Patent and Trademark Office and other corresponding officials of other jurisdictions, as appropriate, to record this instrument and to record the Assignee as the owner of the Trademarks with respect to any such Trademarks that are currently registered in the Assignor's name.

This Assignment will be binding on the Assignor and its successors and assigns, and will inure to the benefit of the Assignee and its successors and assigns.

Nothing contained in this Assignment will be deemed to supersede, limit, amend, supplement or modify any of the rights or obligations of the Assignee, the Assignor or the other Sellers under the Agreement.

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

This Assignment may be executed in one or more counterparts (including by facsimile or portable document format (pdf)) for the convenience of the parties hereto, each of which will be deemed an original, but all of which together will constitute one and the same instrument. No signature page to this Assignment evidencing a party's execution hereof will be deemed to be

delivered by such party to any other party hereto until such delivering party has received executed signature pages from all parties signatory to this Assignment.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

to be effective as of the date first written above.

THE ASSIGNOR:

F&L ENTERPRISES, INC.,
a California corporation doing business as
Ross Swiss Dairies

By: 

Name: Rich E. Ross

Title: President

THE ASSIGNEE:

SWISS II, LLC

By: _____

Name: Ronald H. Klein

Title: Authorized Signatory

to be effective as of the date first written above.

THE ASSIGNOR:

F&L ENTERPRISES, INC.,
a California corporation doing business as
Ross Swiss Dairies

By: _____
Name: Rich E. Ross
Title: President

THE ASSIGNEE:

SWISS II, LLC

By:  _____
Name: Ronald H. Klein
Title: Authorized Signatory

SCHEDULE 1
TRADEMARKS

MARK	Jurisdiction	Application Number
Ross Swiss Dairies	United States	78/249,008
Ross Swiss (with smile logo)	United States	78/249,029
Can you say Ross Swiss without a smile? (with "smile" symbol)	United States	78/249,039

[Schedule I to Assignment of Trademarks]

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