

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Farmland Dairies LLC		05/17/2005	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	Flagship Atlanta Dairy LLC
Street Address:	777 Memorial Drive
City:	Atlanta
State/Country:	GEORGIA
Postal Code:	30316
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	2199767	KINNETT
Registration Number:	2768498	MATHIS DAIRY
Serial Number:	78261960	MOOZONE
Serial Number:	76571647	
Registration Number:	1269403	PEELERS FARM FRESH
Registration Number:	1268692	PEELERS
Registration Number:	1268691	PEELERS
Registration Number:	2224289	THE JUST RIGHT JUG

CORRESPONDENCE DATA

Fax Number: (212)310-8007
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: ron.elimelekh@weil.com
 Correspondent Name: Weil, Gotshal & Manges c/o Ron Elimelekh
 Address Line 1: 767 5th Avenue

CH \$215.00 2199767

Address Line 4: New York, NEW YORK 10153

NAME OF SUBMITTER:

Ron Elimelekh

Signature:

/Ron Elimelekh/

Date:

05/19/2005

Total Attachments: 5

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (“Assignment”), dated as of May 17, 2005, is made by Farmland Dairies LLC, a Delaware limited liability company, with its principal offices at 520 Main Avenue, Wallington N.J. 07057 (“*Assignor*”).

WHEREAS, Assignor owns (except as otherwise disclosed on Schedule A) all right, title and interest, both statutory and common law rights, in and to the United States trademarks, and registrations and applications therefor together with the goodwill associated thereto as listed on **Schedule A** (the “*Assigned Trademarks*”);

WHEREAS, Assignor and Flagship Atlanta Dairy LLC, a Delaware limited liability company, successor by merger to Flagship Holdings, Inc., a Delaware corporation, with its principal offices at 777 Memorial Drive, Atlanta, GA 30316 (“*Assignee*”), are parties to an Asset Purchase Agreement, dated as of March 23, 2005, as amended by an Amendment No. 1 to Asset Purchase Agreement, dated as of May 9, 2005, (as amended, the “*Purchase Agreement*”) pursuant to which Assignor has agreed, *inter alia*, to sell its fluid milk and other beverages business in the State of Georgia and certain of its assets to the Assignee, and Assignee, *inter alia*, has agreed to purchase such business and assets from the Assignor; and

WHEREAS, in connection with and with the representations and warranties of Assignor as provided in the Purchase Agreement, Assignee desires to acquire, and Assignor desires to assign, all of Assignor’s right, title and interest in and to the Assigned Trademarks together with the goodwill associated therewith.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor and Assignee agree as follows:

1. The Recitals and the referenced Purchase Agreement hereto are an integral and substantial part of this Assignment.
2. Assignor does hereby sell, assign and transfer to Assignee, all of its right, title and interest, both statutory and common law rights, in and to the Assigned Trademarks, together with the goodwill connected with and symbolized by the Assigned Trademarks, and all other Intellectual Property (as defined in the Section 1 of the Purchase Agreement) rights associated with the Assigned Trademarks, the same to be held and enjoyed by Assignee for its own use and enjoyment and the use and enjoyment of its successors, assigns or other legal representatives, to the end of the term or terms for which the Assigned Trademarks are granted or reissued or extended as fully and entirely as the same would have been held and enjoyed by Assignor if this assignment and sale had not been made, as assignee of its entire right, title and interest therein and in and to all income, royalties, damages and payments now or hereafter due or payable with respect thereto in and to all causes of action (either in


hereafter due or payable with respect thereto in and to all causes of action (either in law or in equity) and the right to sue, counterclaim, and recover for past, present and future infringement of the rights assigned or to be assigned under this Assignment.

3. Assignor agrees to execute any additional documents and to take such other actions as may be necessary to transfer to Assignor its entire right, title and interest in and to the Assigned Trademarks.
4. The assignment set forth in paragraph 2 of this Assignment is subject to all licenses and other rights in and to the Assigned Trademarks previously granted to any third person, which grants are in effect as of the date of this Assignment.
5. The parties hereto authorize and request the Commissioner of Patents and Trademarks of the United States to record Assignee as the assignee and owner of the Assigned Trademarks.
6. This Assignment shall be governed by and construed in accordance with the laws of the State of New York without regard to the conflicts of law principles thereof.
7. All capitalized terms not otherwise defined in this Assignment, as used in this Assignment, will have the respective meanings set forth in the Purchase Agreement.

[Signatures on Following Page]

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed in duplicate originals by its duly authorized representative as of the day and year first above written.

FARMLAND DAIRIES LLC

By: 
Name: TE WEBB
Title: CFO

FLAGSHIP ATLANTA DAIRY LLC

By: _____
Name: _____
Title: _____

ATTESTATION OF WITNESS

I, Cesna Cardela, whose full post office address is 510 Main Ave. Wallingford, CT, was personally present and did see [officer], who is personally known to me, execute the above assignment.

Cesna Cardela

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed in duplicate originals by its duly authorized representative as of the day and year first above written.

FARMLAND DAIRIES LLC

By: _____
Name:
Title:

FLAGSHIP ATLANTA DAIRY LLC

By: Patrick Labriola
Name: PATRICK LABRIOLA
Title: PRESIDENT

ATTESTATION OF WITNESS

I, ELIZABETH A GRAF, whose full post office address is 1112 Haver CB McDonough, GA was personally present and did see [officer], who is personally known to me, execute the above assignment.

Elizabeth A Graf

Schedule A

ASSIGNED TRADEMARKS

TRADEMARK	COUNTRY	OWNER	APPLICATION NO. / REGISTRATION NO.	APPLICATION DATE / REGISTRATION DATE	GOODS / SERVICES
KINNETT	US	Farmland Dairies LLC	App. # 75348579 Reg. # 2199767	Filed: Aug. 28, 1997 Reg: Oct.27,1998	House mark for ice creams, frozen confections, frozen yogurts, sherbets; house mark for milk.
MATHIS DAIRY	U.S.	Farmland Dairies LLC	App. # 75337920 Reg. # 2768498	Filed: Aug. 8, 1997 Reg: Sept. 30, 2003	Milk and dairy products excluding ice cream, ice milk, and frozen yogurt.
MOOZONE ¹	U.S.	Farmland Dairies LLC	App. # 78261960	Filed: June 13, 2003	Dairy products
MOOZONE DESIGN	U.S.	Farmland Dairies LLC	App. # 76571647	Filed: January 23, 2004	Dairy Product, excluding ice cream, ice milk and frozen yogurt; bakery goods, cookies and crackers.
PEELERS FARM FRESH & Design	U.S.	Farmland Dairies LLC (successor by merger to Peeler Jersey Farms, Inc.)	App. # 73370789 Reg. # 1269403	Filed: June 1, 1982 Reg: March 6, 1984	Dairy products, namely, whole milk, buttermilk, whipping cream, chocolate milk, skim milk, lowfat milk, cottage cheese, butter, egg nog; orange juice and fruit drinks containing water; Dairy products, namely, ice cream and ice milk.
PEELERS & Design	U.S.	Farmland Dairies LLC	App. # 73366848 Reg. # 1268692	Filed: May 27, 1982 Reg: Feb. 28, 1984	Dairy products, namely, whole milk, buttermilk, whipping cream, chocolate milk, skim milk, lowfat milk, cottage cheese, butter, egg nog; orange juice and fruit drinks containing water; ice cream, ice milk
PEELERS	U.S.	Farmland Dairies LLC	App. # 73366845 Reg. # 1268691	Filed: May 27, 1982 Reg: Feb. 28, 1984	Dairy products, namely, whole milk, buttermilk, whipping cream, chocolate milk, skim milk, lowfat milk, cottage cheese, butter, egg nog; orange juice, fruit drinks containing water;
THE JUST RIGHT JUG ²	U.S.	Farmland Dairies LLC (successor by merger to Kinnett Dairies, Inc.)	App. # 75424953 Reg. # 2224289	Filed: Jan. 28, 1998 Reg: Feb. 16, 1999	Containers for Dairy Products

¹ Assignee is aware that this trademark application was filed on an intent-to-use basis on 6/13/03 and abandoned for failure to respond as of 8/9/04. Assignor expressly disclaims any representation or warranty that it owns any right, title or interest, whether statutory or common-law, associated with this trademark application.

² Trademark will not be renewed upon its expiration.