TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Substitution of Administrative Agent in an Secured Credit Facility regarding Trademarks owned by Dean Intellectual Property Services, L.P.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wachovia Bank, National Association, successor in interest to First Union National Bank		04/02/2007	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, National Association
Street Address:	10 South Dearborn
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 113

Property Type	Number	Word Mark
Registration Number:	2637455	NATURE'S PRIDE
Registration Number:	2622347	DIPZZ
Registration Number:	2647314	GARELICK FARMS SINCE 1931
Registration Number:	2588579	GARELICK FARMS SINCE 1931
Registration Number:	2633358	ADD SOMETHING
Registration Number:	2669147	"ADD SOMETHING."
Registration Number:	2607653	CHEESE 'N STUFF
Registration Number:	2629419	STRAWBERRY DREAMIN'
Registration Number:	2629418	NEO MADNESS
Registration Number:	2629417	BUTTERY PECAN MADNESS
Registration Number:	2629416	PRESTO CHANGOS
Registration Number:	2730611	SPARKLERS

CH $2840.00 2637455

Registration Number:	2691652	GO LIGHTLY
Registration Number:	2840902	IT'S NOT MY BIRTHDAY
Registration Number:	2716487	OOZLE DOOZLE
Registration Number:	2716486	ICEY DICEY
Registration Number:	2716485	BLACK AND BLUE
Registration Number:	2763336	YONSON
Registration Number:	2867072	MAGIC WANDS
Registration Number:	2602191	NUTTIN' BUT TRUFFLES
Registration Number:	2742811	SWEET SIGNATURES
Registration Number:	2535791	GARELICK FARMS
Registration Number:	2546177	GARELICK FARMS
Registration Number:	2447883	LAFAYETTE FRENCH
Registration Number:	2632581	MADNESS
Registration Number:	2650082	BROWN'S DAIRY SMOOTH AS VELVET
Registration Number:	2650081	BROWN'S DAIRY
Registration Number:	2518534	WASATCH WONDERS
Registration Number:	2483434	VIVA SLAM
Registration Number:	2493247	SQUISH PAK!
Registration Number:	2372440	
Registration Number:	2403496	LOUIS TRAUTH DAIRY, INC.
Registration Number:	2304338	OAK FARMS
Registration Number:	2387189	MODEL DAIRY
Registration Number:	2957396	DEAN'S
Registration Number:	2254594	SUPREME MILK
Serial Number:	75407374	CHUG IT!
Registration Number:	2191071	HILLSIDE FARMS
Registration Number:	2871890	
Registration Number:	2936478	
Registration Number:	2759109	
Registration Number:	2914718	
Registration Number:	2225264	BARBE'S
Registration Number:	2230141	BROWN'S VELVET DAIRY
Registration Number:	2256339	ROYAL DANISH
Registration Number:	2183602	VANILLA VALLEY
Registration Number:	2203564	RAINBOW RAPTURE

Registration Number:	2277013	VIVA
Registration Number:	2183564	CHOCOLATE MIDNIGHT MADNESS
Registration Number:	2135366	LEHIGH VALLEY DAIRY FARMS
Registration Number:	2102824	
Registration Number:	2290348	THE GREATER NEW YORK DAIRY
Registration Number:	2282198	THE GREATER NEW YORK DAIRY
Registration Number:	2243018	
Registration Number:	2046782	SUPER RAINBOW
Registration Number:	2054280	LUNCH MUNCH
Registration Number:	2011228	
Registration Number:	2044298	MOOO'S UP
Registration Number:	1918220	BROWN MULE
Registration Number:	2045280	COUNTRY LOVE
Registration Number:	1993870	ARCTIC SPLASH
Registration Number:	2014110	
Registration Number:	1876773	COUNTRYSIDE
Registration Number:	1872664	HOLLAND DUTCH
Registration Number:	1910269	DAIRY QUALITY & FRESHNESS SINCE 1929
Registration Number:	1816437	MIDWEST FARMS
Registration Number:	1777520	MCKINNEY
Registration Number:	2162986	DAIRYLAND
Registration Number:	1689176	GOLDEN ROYAL
Registration Number:	1636468	DAIRY QUALITY SINCE 1929
Registration Number:	1823012	LA CORONA
Registration Number:	1883709	LAND-O-SUN
Registration Number:	1655638	THE DAIRY BEST
Registration Number:	1725958	SCHEPPS
Registration Number:	1464754	MICHIGAN'S NATURAL CHOICE LONDON'S
Registration Number:	1496023	OLDE FASHIONED RECIPE
Registration Number:	1444364	SUN BORN
Registration Number:	1461186	"A-A"
Registration Number:	1421302	KITCHEN GUILD
Registration Number:	1457674	COUNTRYSIDE
Registration Number:	1408446	READY FRESH PACK
Registration Number:	1413524	COUNTRYSIDE

Registration Number:	1394226	
Registration Number:	1412503	
Registration Number:	1342962	RICH N' PURE
Registration Number:	1199735	ROBINSON
Registration Number:	1178356	LITE-LINE
Registration Number:	1132794	MOUNTAIN HIGH
Registration Number:	1132793	MOUNTAIN HIGH
Registration Number:	1105008	RICH N' PURE
Registration Number:	1088833	BROUGHTON B
Registration Number:	1064973	GRAND OLD VANILLA
Registration Number:	1042416	TUSCAN
Registration Number:	0950435	TUSCAN
Registration Number:	0894244	ORCHARD GROVE
Registration Number:	0929657	LITE-LINE
Registration Number:	0813109	POINSETTIA
Registration Number:	0773278	OAK FARMS
Registration Number:	0766008	OAK FARMS
Registration Number:	0746288	HOLLAND DUTCH
Registration Number:	0698257	JERSEY GOLD
Registration Number:	0647932	PURE SEALED
Registration Number:	0644259	
Registration Number:	0582470	MEADOW GOLD
Registration Number:	0394672	MEADOW GOLD
Registration Number:	0285893	MEADOW GOLD
Registration Number:	0281436	MEADOW GOLD
Registration Number:	1506180	THANKS MOM!
Registration Number:	0903098	
Registration Number:	2022921	SO-LO
Registration Number:	1755550	HYGEIA
Registration Number:	2662726	PINEMONT FARMS
Registration Number:	3159269	DEAN FOODS

CORRESPONDENCE DATA

Fax Number: (214)981-3400

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 214-981-3483
Email: dclark@sidley.com
Correspondent Name: Dusan Clark, Esq.
Address Line 1: Sidley Austin LLP
Address Line 2: 717 N. Harwood St., Suite 3400
Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-35920
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	04/04/2007

Total Attachments: 13
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EXECUTION COPY

NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS** (this "Notice") is executed as of April 2, 2007, by and among (i) DEAN INTELLECTUAL PROPERTY SERVICES, L.P., a Delaware limited partnership (a "Subsidiary Guarantor"), (ii) DEAN FOODS COMPANY, a Delaware corporation (the "Borrower"), (iii) WACHOVIA BANK, NATIONAL ASSOCIATION, successor in interest to First Union National Bank, as the existing administrative agent (the "Existing Administrative Agent") under the Existing Credit Agreement referred to below, and (iv) JPMORGAN CHASE BANK, NATIONAL ASSOCIATION as the successor administrative agent to the Existing Credit Agreement pursuant to the Credit Agreement referred to below (in such capacity, together with its successors and assigns, if any, in such capacity, "Administrative Agent").

W I T N E S S E T H

WHEREAS, the Borrower, certain of the domestic subsidiaries of the Borrower, certain financial institutions (the "Lenders") and the Existing Administrative Agent are currently party to that certain Amended and Restated Credit Agreement dated as of August 13, 2004 (as amended, restated or otherwise modified prior to the date hereof, the "Existing Credit Agreement").

WHEREAS, the Borrower, the Lenders, the Existing Administrative Agent and the Administrative Agent have as of the date hereof amended and restated in its entirety the provisions of the Existing Credit Agreement to extend the maturity date and make certain other modifications and amendments, all as more particularly described in that certain Amended and Restated Credit Agreement dated April 2, 2007 (as amended, restated or otherwise modified prior to the date hereof, the "Credit Agreement").

WHEREAS, it is the intent of the parties that the Credit Agreement not constitute a novation of the obligations and liabilities of the parties under the Existing Credit Agreement or be deemed to evidence or constitute full repayment of such obligations and liabilities, but that the Credit Agreement amend and restate in its entirety the Existing Credit Agreement and re-evidence the obligations and liabilities of the Borrower and the other credit parties outstanding thereunder, which shall be payable in accordance with the terms thereof.

WHEREAS, it is also the intent of the Borrower and the Subsidiary Guarantor to confirm that all obligations under the "Credit Documents" (as referred to and defined in the Existing Credit Agreement) shall continue in full force and effect as modified and/or restated by the Loan Documents (as referred to and defined in the Credit Agreement) and that, from and after the Effective Date, all references to the "Credit Agreement" contained in any such existing "Credit Documents" shall be deemed to refer to the Credit Agreement.

WHEREAS, the Borrower, the Subsidiary Guarantor and certain subsidiaries of the Borrower have entered into an Amended and Restated Pledge and Security Agreement dated April 2, 2007 (as may be amended, restated, supplemented or otherwise modified from time to

time, the ("Pledge and Security Agreement"), in which the Subsidiary Guarantor granted the Administrative Agent a security interest in its trademarks (the "Trademarks").

WHEREAS, the Existing Administrative Agent is executing this Notice for the purpose of giving notice of the transfer of its right, title, and interest in the Collateral (as defined in the Credit Agreement) to the Administrative Agent pursuant to the Credit Agreement.

NOW, THEREFORE, the Existing Administrative Agent hereby gives notice that it has transferred and conveyed to the Administrative Agent as set forth in the Credit Amendment all of its right, title and interest, in and to the Collateral related to the Trademarks, described on Schedule A attached hereto. The Subsidiary Guarantor acknowledges its liabilities and obligations detailed in the Pledge and Security Agreement and consents to the change in administrative agents.

Execution in Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of this Notice by facsimile shall be effective as delivery of a manually executed counterpart of this Notice.

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TRADEMARK
REEL: 003515 FRAME: 0305

EXECUTION COPY

IN WITNESS WHEREOF, Existing Administrative Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

WACHOVIA BANK, NATIONAL ASSOCIATION, successor in interest to First Union National Bank, as Existing Administrative Agent

By: Richard E. Anglin III

Name: Richard E. Anglin III
Title: Vice President

Trademark Notice

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JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, as successor Administrative Agent

By: _____

Name: Jason A. Rastovski
Title: Vice President

Trademark Notice

EXECUTION COPY

DEAN INTELLECTUAL PROPERTY
SERVICES, L.P., as a Subsidiary Guarantor

by DIPS GP, Inc., its General Partner

By: _____

Name: Timothy A. Smith
Title: Vice President and Treasurer

Trademark Notice

EXECUTION COPY

DEAN FOODS COMPANY, as Borrower

By: _____

Name: Timothy A. Smith

Title: Vice President and Treasurer

Trademark Notice

Schedule A
to
Notice Of Substitution Of Administrative Agent In Trademarks

NO.	MARK	SERIAL NO.	DATE FILED	REG. NO.	DATE REG.
1.	NATURE'S PRIDE	78069351	06/15/2001	2637455	10/15/2002
2.	DIPZZ	78057591	04/10/2001	2622347	09/17/2002
3.	GARELICK FARMS SINCE 1931 *and Design*	78057386	04/09/2001	2647314	11/05/2002
4.	GARELICK FARMS SINCE 1931 *and Design*	78054250	03/21/2001	2588579	07/02/2002
5.	ADD SOMETHING	78053151	03/14/2001	2633358	10/08/2002
6.	"ADD SOMETHING."	78053150	03/14/2001	2669147	12/31/2002
7.	CHEESE 'N STUFF	78049136	02/19/2001	2607653	08/13/2002
8.	STRAWBERRY DREAMIN'	78049124	02/19/2001	2629419	10/01/2002
9.	NEO MADNESS	78049120	02/19/2001	2629418	10/01/2002
10.	BUTTERY PECAN MADNESS	78049117	02/19/2001	2629417	10/01/2002
11.	PRESTO CHANGOS	78049113	02/19/2001	2629416	10/01/2002
12.	SPARKLERS	78049109	02/19/2001	2730611	06/24/2003
13.	GO LIGHTLY	78027460	09/25/2000	2691652	02/25/2003
14.	IT'S NOT MY BIRTHDAY	76339429	11/15/2001	2840902	05/11/2004
15.	OOZLE DOOZLE	76336448	11/12/2001	2716487	05/13/2003
16.	ICEY DICEY	76336446	11/12/2001	2716486	05/13/2003
17.	BLACK AND BLUE	76336445	11/12/2001	2716485	05/13/2003
18.	YONSON	76298209	08/09/2001	2763336	09/16/2003
19.	MAGIC WANDS	76072449	06/14/2000	2867072	07/27/2004
20.	NUTTIN' BUT TRUFFLES	76072448	06/16/2000	2602191	07/30/2002
21.	SWEET SIGNATURES	76064818	06/06/2000	2742811	07/29/2003
22.	GARELICK FARMS	76043466	05/05/2000	2535791	02/05/2002
23.	GARELICK FARMS *and Design* Garelick Farms	76042523	05/05/2000	2546177	03/12/2002
24.	LAFAYETTE FRENCH	76035872	04/27/2000	2447883	05/01/2001
25.	MADNESS	76035871	04/27/2000	2632581	10/08/2002
26.	BROWN'S DAIRY	76009077	03/24/2000	2650082	11/12/2002

	SMOOTH AS VELVET *and Design*				
27.	BROWN'S DAIRY	76009076	03/24/2000	2650081	11/12/2002
28.	WASATCH WONDERS	75908567	02/02/2000	2518534	12/11/2001
29.	VIVA SLAM	75792549	09/03/1999	2483434	08/28/2001
30.	SQUISH PAK!	75724972	06/09/1999	2493247	09/25/2001
31.	DESIGN ONLY	75676907	04/08/1999	2372440	08/01/2000
32.	LOUIS TRAUTH DAIRY, INC. *Stylized Letters*	75676906	04/08/1999	2403496	11/14/2000
33.	OAK FARMS *and Design*	75643949	02/19/1999	2304338	12/28/1999
34.	MODEL DAIRY	75643748	02/17/1999	2387189	09/19/2000
35.	DEAN'S	75470971	04/20/1998	2957396	05/31/2005
36.	SUPREME MILK	75440133	02/25/1998	2254594	06/15/1999
37.	CHUG IT!	75407374	12/18/1997		
38.	HILLSIDE FARMS	75381379	10/29/1997	2191071	09/22/1998
39.	DESIGN ONLY	75336318	08/05/1997	2871890	08/10/2004
40.	DESIGN ONLY	75336317	08/05/1997	2936478	03/29/2005
41.	DESIGN ONLY	75336316	08/05/1997	2759109	09/02/2003

42.	*DESIGN ONLY*	75336153	08/05/1997	2914718	12/28/2004
43.	BARBE'S	75330629	07/25/1997	2225264	02/23/1999
44.	BROWN'S VELVET DAIRY	75330373	07/25/1997	2230141	03/09/1999
45.	ROYAL DANISH	75285014	05/01/1997	2256339	06/29/1999
46.	VANILLA VALLEY	75254592	03/10/1997	2183602	08/25/1998
47.	RAINBOW RAPTURE	75245480	02/21/1997	2203564	11/17/1998
48.	VIVA	75244533	02/20/1997	2277013	09/14/1999
49.	CHOCOLATE MIDNIGHT MADNESS	75243255	02/18/1997	2183564	08/25/1998
50.	LEHIGH VALLEY DAIRY FARMS	75150695	08/15/1996	2135366	02/10/1998
51.	DESIGN ONLY	75091351	04/19/1996	2102824	10/07/1997
52.	THE GREATER NEW YORK DAIRY *and Design*	75057958	02/14/1996	2290348	11/02/1999
53.	THE GREATER NEW YORK DAIRY	75057844	02/14/1996	2282198	09/28/1999
54.	DESIGN ONLY	75057652	02/14/1996	2243018	05/04/1999
55.	SUPER RAINBOW	75024183	11/27/1995	2046782	03/18/1997
56.	LUNCH MUNCH	75012308	10/27/1995	2054280	04/22/1997
57.	*DESIGN ONLY*	74684574	06/05/1995	2011228	10/22/1996

58.	MOO'S UP	74581050	10/03/1994	2044298	03/11/1997
59.	BROWN MULE	74548877	07/13/1994	1918220	09/12/1995
60.	COUNTRY LOVE	74544515	07/01/1994	2045280	03/18/1997
61.	ARCTIC SPLASH	74506231	03/22/1994	1993870	08/13/1996
62.	DESIGN ONLY	74496368	02/28/1994	2014110	11/05/1996
63.	COUNTRYSIDE *and Design* Countryside	74484981	01/31/1994	1876773	01/31/1995
64.	HOLLAND DUTCH *and Design* HOLLAND	74474099	12/28/1993	1872664	01/10/1995
65.	DAIRY QUALITY & FRESHNESS SINCE 1929 *and Design* QUALITY & FRESHNESS DAIRY SINCE 1929	74455958	11/09/1993	1910269	08/08/1995
66.	MIDWEST FARMS	74252506	03/02/1992	1816437	01/11/1994
67.	MCKINNEY	74241263	01/29/1992	1777520	06/15/1993
68.	DAIRYLAND	74218003	10/30/1991	2162986	06/09/1998
69.	GOLDEN ROYAL	74140120	02/15/1991	1689176	05/26/1992
70.	DAIRY QUALITY SINCE 1929 *and Design* QUALITY DAIRY SINCE 1929	74049018	04/16/1990	1636468	02/26/1991
71.	LA CORONA (THE CROWN) *STYLIZED LETTERS* LaCorona	74000220	11/16/1989	1823012	02/22/1994
72.	LAND-O-SUN *and*	73808020	06/20/1989	1883709	03/14/1995

	Design LAND-O-SUN				
73.	THE DAIRY BEST	73675339	07/30/1987	1655638	09/03/1991
74.	SCHEPPS	73675338	07/30/1987	1725958	10/20/1992
75.	MICHIGAN'S NATURAL CHOICE LONDON'S *and Design* LONDON'S	73651440	03/26/1987	1464754	11/10/1987
76.	OLDE FASHIONED RECIPE	73631479	11/20/1986	1496023	07/12/1988
77.	SUN BORN	73619910	09/15/1986	1444364	06/23/1987
78.	"A-A"	73612003	07/29/1986	1461186	10/13/1987
79.	KITCHEN GUILD	73591140	04/01/1986	1421302	12/16/1986
80.	COUNTRYSIDE	73587899	03/14/1986	1457674	09/15/1987
81.	READY FRESH PACK	73569972	11/22/1985	1408446	09/09/1986
82.	COUNTRYSIDE	73563781	10/18/1985	1413524	10/14/1986
83.	DESIGN ONLY	73549507	07/22/1985	1394226	05/20/1986
84.	DESIGN ONLY	73548180	07/15/1985	1412503	10/07/1986
85.	RICH N' PURE	73481023	05/18/1984	1342962	06/18/1985
86.	ROBINSON *and Design* Robinson	73291342	12/29/1980	1199735	06/29/1982
87.	LITE-LINE	73269214	07/07/1980	1178356	11/17/1981
88.	MOUNTAIN HIGH	73193774	11/20/1978	1132794	04/08/1980
89.	MOUNTAIN HIGH *and Design* MOUNTAIN HIGH	73193773	11/20/1978	1132793	04/08/1980
90.	RICH N' PURE	73141974	09/21/1977	1105008	10/24/1978
91.	BROUGHTON B *and Design*	73120292	03/24/1977	1088833	04/04/1978

	BROUGHTON				
92.	GRAND OLD VANILLA	73095061	07/12/1976	1064973	05/03/1977
93.	TUSCAN	73046143	03/10/1975	1042416	06/29/1976
94.	TUSCAN *and Design* Tuscan	72403273	09/22/1971	950435	01/09/1973
95.	ORCHARD GROVE	72317054	01/21/1969	894244	07/07/1970
96.	LITE-LINE *STYLIZED LETTERS* Lite-line	72313553	12/04/1968	929657	02/22/1972
97.	POINSETTIA	72217705	04/30/1965	813109	08/16/1966
98.	OAK FARMS	72172346	07/02/1963	773278	07/14/1964
99.	OAK FARMS	72144649	05/15/1962	766008	03/03/1964
100	HOLLAND DUTCH TREAT *STYLIZED LETTERS* HOLLAND Dutch Treat	72122992	06/28/1961	746288	03/05/1963
101	JERSEY GOLD	72076506	6/25/1959	698257	5/24/1960
102	PURE SEALED *Stylized Letters* PURE SEALED	71685753	4/18/1955	647932	7/2/1957
103	DESIGN ONLY	71637162	10/25/1952	644259	4/16/1957
104	MEADOW GOLD *Stylized Letters* Meadow Gold	71636582	10/14/1952	582470	11/17/1953
105	MEADOW GOLD *Stylized Letters* Meadow Gold	71448848	11/24/1941	394672	4/21/1942
106	MEADOW GOLD *Stylized Letters*	71313417	4/16/1931	285893	8/11/1931

	Meadow Gold				
107	MEADOW GOLD *Stylized Letters* Meadow Gold	71307038	10/22/1930	281436	3/17/1931
108	THANKS MOM!	73682437	09/03/1987	1506180	09/27/1988
109	DESIGN ONLY	72284245	11/06/1967	903098	11/24/1970
110	SO-LO	74634649	02/15/1995	2022921	12/17/1996
111	HYGEIA	74215185	10/22/1991	1755550	03/02/1993
112	PINEMONT FARMS	76349780	12/18/2001	2662726	12/17/2002
113	DEAN FOODS *and Design* Dean FOODS	76349779	12/18/2001	3159269	10/17/2006

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