

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
National Dairy Holdings, LP		01/18/2008	LIMITED PARTNERSHIP: DELAWARE
Cream O'Weber Dairy, LLC		01/18/2008	LIMITED LIABILITY COMPANY: UTAH
Oberlin Farms Dairy, LLC		01/18/2008	LIMITED LIABILITY COMPANY: DELAWARE
U.C. Milk Company, LLC		01/18/2008	LIMITED LIABILITY COMPANY: KENTUCKY
Dairy Fresh of Alabama, LLC		01/18/2008	LIMITED LIABILITY COMPANY: DELAWARE
Velda Farms, LLC		01/18/2008	LIMITED LIABILITY COMPANY: DELAWARE
Milk Products, LLC		01/18/2008	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	Wachovia Bank, National Association
<b>Street Address:</b>	Charlotte Plaza, CP-8, 201 South College St
<b>City:</b>	Charlotte
<b>State/Country:</b>	NORTH CAROLINA
<b>Postal Code:</b>	28288
<b>Entity Type:</b>	national banking association:

**PROPERTY NUMBERS Total: 29**

Property Type	Number	Word Mark
Serial Number:	77335175	BODY BOOST
Serial Number:	77133098	BERMUDA BLAST
Serial Number:	78973697	COW-MOO-FLAGE
Serial Number:	77180298	COW-AOKE
Serial Number:	77335165	IMOONITY

CH \$740.00 77335175

Serial Number:	77191811	ISLAND TROPICAL PUNCH
Serial Number:	77133060	MONTEGO MADNESS
Serial Number:	76626452	MOOVANA
Serial Number:	77133039	NASSAU NECTAR
Serial Number:	78973677	NATURAL COW
Serial Number:	77239219	ORIGINAL HOLIDAY CUSTARD
Serial Number:	77223721	SABA SUNBURST
Serial Number:	76629059	SOL T
Serial Number:	78973692	SPORTS MILK
Serial Number:	76626457	YOTOPIA
Registration Number:	2868430	KENTUCKY FARMS
Registration Number:	2909567	FRESHLOK
Registration Number:	3013685	HEALTHY COW!
Registration Number:	3230127	KID BUILDER
Registration Number:	3093576	SOL TROPICAL
Registration Number:	3234008	SOL T 20
Registration Number:	2756869	GROVE'S PRIDE
Registration Number:	2720313	SANTA MARIA
Registration Number:	1445381	ALL THE DAIRY BEST TO YOU FROM DAIRYMENS
Registration Number:	1442331	LA PETITE CREME
Registration Number:	1964815	DAIRYMENS
Registration Number:	2783922	GOLDENROD
Registration Number:	2880054	COUNTRY FARMS BRAND
Registration Number:	0911830	VELDA FARMS

**CORRESPONDENCE DATA**

Fax Number: (404)815-2424  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 404-815-2231  
Email: carolfraser@paulhastings.com  
Correspondent Name: Carol Fraser, Corporate Paralegal  
Address Line 1: 600 Peachtree Street, NE, Suite 2400  
Address Line 2: Paul Hastings Janofsky & Walker LLP  
Address Line 4: Atlanta, GEORGIA 30308

NAME OF SUBMITTER:	Carol Fraser
Signature:	//Carol Fraser//

Date:

01/18/2008

**Total Attachments: 6**

source=NDH trademark security agmt#page1.tif

source=NDH trademark security agmt#page2.tif

source=NDH trademark security agmt#page3.tif

source=NDH trademark security agmt#page4.tif

source=NDH trademark security agmt#page5.tif

source=NDH trademark security agmt#page6.tif

TRADEMARK SECURITY AGREEMENT

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to that certain Third Amended and Restated Collateral Agreement dated as of January 18, 2008 (as amended, modified, extended or restated from time to time, the "Collateral Agreement") by and among National Dairy Holdings, LP, a Delaware limited partnership (the "Parent"), certain of the Parent's subsidiaries (together with the Parent, each a "Grantor" and collectively, the "Grantors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the benefit of the Beneficiaries referenced therein, the undersigned Grantor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications on Schedule I to the Administrative Agent for the benefit of the Beneficiaries.

The undersigned Grantor and the Administrative Agent, on behalf of the Beneficiaries, hereby acknowledge and agree that the security interest in the trademarks and trademark applications on Schedule I hereto (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

BORROWERS:

**NATIONAL DAIRY HOLDINGS, LP**

By: Dairy Management LLC, its sole  
general partner

**CREAM O'WEBER DAIRY, LLC**  
**OBERLIN FARMS DAIRY, LLC**  
**U.C. MILK COMPANY, LLC**  
**DAIRY FRESH OF ALABAMA, LLC**  
**VELDA FARMS LLC**

By: National Dairy Holdings, LP, its sole member  
and manager

By: Dairy Management LLC, its sole general  
partner

**MILK PRODUCTS, LLC**

By: National Dairy Holdings, LP, a member and its  
sole manager

By: Dairy Management LLC, its sole general partner

By: \_\_\_\_\_

Name: Kathy Turner

Title: Executive Vice President and Chief Financial  
Officer, Dairy Management LLC

TRADEMARK SECURITY AGREEMENT

TRADEMARK  
REEL: 003699 FRAME: 0917


Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,  
as the Administrative Agent

By: \_\_\_\_\_

Name:

Title:

  
Dan Dayton  
Director

Schedule 1

**TRADEMARKS AND TRADEMARK APPLICATIONS**

**National Dairy Holdings, LP – U.S. Trademark Applications**

<u>Mark</u>	<u>Serial No.</u>	<u>Filing Date</u>
BODY BOOST	77/335,175	11/21/07
BERMUDA BLAST	77/133,098	03/16/07
COW-MOO-FLAGE	78/973,697	09/13/06
COW-AOKE	77/180,298	05/14/07
IMMOONITY	77/335165	11/21/07
ISLAND TROPICAL PUNCH	77/191,811	12/29/04
MONTEGO MADNESS	77/133,060	03/16/07
MOOVANA	76/626,452	05/29/07
NASSAU NECTAR	77/133,039	03/16/07
NATURAL COW	78/973,677	09/13/06
ORIGINAL HOLIDAY CUSTARD	77/239,219	07/26/07
SABA SUNBURST	77/223,721	07/06/07
SOL T	76/629,059	01/24/05
SPORTS MILK	78/973,692	09/13/06
YOTOPIA	76/626,457	12/29/04

**National Dairy Holdings, LP – US Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
KENTUCKY FARMS	2,868,430	08/03/04	08/03/14
FRESHLOK	2,909,567	12/14/04	12/14/14
HEALTHY COW! and Design	3,013,685	11/08/05	11/08/10
KID BUILDER	3,230,127	04/17/07	04/17/12
SOL TROPICAL and Design	3,093,576	05/16/06	05/16/11
SOL T 20	3,234,008	04/24/07	04/24/12

**CF Burger Dairy, LLC – Material Common Law Trademarks**

BURGER DAIRY

**Coburg Dairy, LLC – Material Common Law Trademarks**

CHARLIE COBURG  
GOOD ALL OVER  
ALL-JERSEY  
COBURG

**C.O.W. Transport, LLC**

None.

**Cream O' Weber Dairy, LLC – Material Common Law Trademarks**

CREAM O' WEBER and Design

**Cream O' Weber Dairy, LLC – State Trademark Registrations**

<u>Mark</u>	<u>State</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
COUNTRY FRESH	UT	4,925,078	3/23/01	3/23/11

**Dairy Fresh of Alabama, LLC – State Trademark Registrations**

<u>Mark</u>	<u>State</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
DAIRY FRESH "BRAND"	AL	101-811	06/30/83	06/30/13

**Dairy Fresh Ice Cream, LLC – Material Common Law Trademarks**

DAIRY FRESH

**Dairy Fresh of Louisiana, LLC – Material Common Law Trademarks**

DAIRY FRESH

**Flav-O-Rich Dairies, LLC – Material Common Law Trademarks**

FLAV-O-RICH and Design  
FLAV-O-RICH  
DAIRY CHARM

**H. Meyer Dairy, LLC – Material Common Law Trademarks**

MODERN FOODS NAME and Logo

**Milk Products, LLC — U.S. Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
GROVE'S PRIDE	2,756,869	08/26/03	08/26/09
SANTA MARIA	2,720,313	06/03/03	06/03/08

**Milk Products, LLC – Foreign Trademark Registrations**

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
GROVE'S PRIDE	Mexico	738,919	03/25/02	06/28/11

**Oberlin Farms Dairy, LLC — U.S. Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Affidavit/ Renewal Due</u>
ALL THE DAIRY BEST TO YOU FROM DAIRYMENS	1,445,381	06/30/87	06/30/17
LA PETIT CRÈME and Design	1,442,331	06/09/87	06/09/17
DAIRYMENS	1,964,815	04/02/96	04/02/16

**Oberlin Farms Dairy, LLC – State Trademark Registrations**

<u>Mark</u>	<u>State</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
DAIRY MAID (stylized)	OH	2287	10/31/55	10/31/15
DAIRYMENS (stylized)	OH	2289	10/31/55	10/31/15



**RGC, LLC**

None.

**Sinton Dairy Foods Company L.L.C. – Material Common Law Trademarks**

SINTON'S and Design  
SINTON DAIRY

**U.C. Milk Company, LLC – U.S. Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Renewal Due</u>
GOLDENROD	2,783,922	11/18/03	11/18/13
COUNTRY FARMS BRAND (stylized)	2,880,054	08/31/04	08/31/04

**Velda Farms, LLC – U.S. Trademark Registrations**

<u>Mark</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Affidavit/ Renewal Due</u>
VELDA FARMS	911,830	06/01/71	06/01/11