

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Dairy Crest Limited		08/23/2008	CORPORATION: UNITED KINGDOM

**RECEIVING PARTY DATA**

Name:	Long Clawson Dairy Limited
Street Address:	Long Clawson
Internal Address:	Leicestershire
City:	Melton Mowbray
State/Country:	UNITED KINGDOM
Postal Code:	LE14 4PJ
Entity Type:	CORPORATION: UNITED KINGDOM

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	3065682	COOPER THORNHILL
Serial Number:	78960186	GEORGIAN
Registration Number:	3413799	HARTINGTON
Registration Number:	3506668	HEART OF ENGLAND
Registration Number:	3516546	STILCHESTER
Registration Number:	3514343	STURMINSTER

**CORRESPONDENCE DATA**

Fax Number: (303)607-3600  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 303-607-3500  
 Email: trademarkdnvr@faegre.com  
 Correspondent Name: Joshua A. Smith  
 Address Line 1: 1700 Lincoln Street

OP \$165.00 3065682

Address Line 2: 3200 Wells Fargo Center  
Address Line 4: Denver, COLORADO 80203-4532

ATTORNEY DOCKET NUMBER: 83060-336001

DOMESTIC REPRESENTATIVE

Name: Leslie P. Kramer, Esq. Faegre & Benson  
Address Line 1: 1700 Lincoln Street  
Address Line 2: 3200 Wells Fargo Center  
Address Line 4: Denver, COLORADO 80203-4532

NAME OF SUBMITTER: Joshua A. Smith

Signature: /Joshua A. Smith/

Date: 05/28/2009

Total Attachments: 9

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**DATED****PARTIES:** 23 August 2008

(1) **LONG CLAWSON DAIRY LIMITED** an Industrial and Provident Society Incorporated in England and Wales with registered number 5419R whose registered office is at Long Clawson, Melton Mowbray, Leicestershire LE14 4PJ (the "Assignee")

(2) **DAIRY CREST LIMITED** registered in England with company number 2085882 whose registered office is at Claygate House, Littleworth Road, Esher, Surrey KT10 9PN (the "Assignor")

**BACKGROUND**

- (A) The Assignor operates a business in the purchase or raw milk and the sale, supply and distribution of dairy and ancillary products.
- (B) The Assignor and the Assignee are parties to the Asset Purchase Agreement (as defined below) under which the Assignor agreed to sell the Business to the Assignee.
- (C) After Completion (as defined below), the Assignee wishes to use the Trade Marks (as defined below) on various products and the Assignor has therefore agreed to assign the Trade Marks to the Assignee on the following terms.

**OPERATIVE PROVISIONS****1 DEFINITIONS**

- 1.1 The following expressions shall have the following meanings, unless the context requires otherwise:

**Asset Purchase Agreement:** the agreement dated 29 July 2008 between the Assignor and the Assignee relating to the sale and purchase of the Business;

**Business:** shall have the meaning given to such term in the Asset Purchase Agreement;

**Completion:** shall have the meaning given to such term in the Asset Purchase agreement; and

**Trade Marks:** the trade marks listed in the schedule.

**2 Assignment**

- 2.1 In consideration of the sum of £1 paid by the Assignee to the Assignor (receipt of which the Assignor hereby acknowledges), the Assignor hereby assigns with full title guarantee to the Assignee absolutely the Trade Marks and all and any rights in and to the Trade Marks (including the benefit of the applications for registration with the intention that, when the applications are granted the registrations shall vest in the Assignee) and any common law rights and all the goodwill attaching to the Trade Marks.

**3 Proceedings**

3.1 This assignment shall include the right for the Assignee to bring proceedings against any third party in respect of the Trade Marks, including proceedings against any third party for infringement of the Trade Marks or for passing off or for otherwise infringing the rights of the Assignor in the Trade Marks.

3.2 The Assignor agrees and undertakes to provide the Assignee (at its request) with all such assistance with any proceedings which may be brought by or against the Assignee against or by any third party in relation to the Trade Marks and the Assignee shall indemnify the Assignor in respect of all costs and expenses (including reasonable legal costs) incurred by it in providing the Assignee with such assistance.

**4 Further assurance**

4.1 The Assignor covenants that, at the cost and request of the Assignee at any time and from time to time, it shall execute such deeds or documents and do such acts or things as may be necessary or desirable to give effect to this assignment.

**5 Governing law and jurisdiction**

5.1 This assignment shall be governed by and construed in accordance with the laws of England and the parties submit to the non-exclusive jurisdiction of the English courts.

This agreement has been entered into on the date stated at the beginning of it.

## SCHEDULE

## 1. Registered Trade Marks

Country	Class	Mark	No.	Specification of goods/services
United Kingdom	29	Cooper Thornhill	2041327	Milk, cheese and dairy products.
United States	29	Cooper Thornhill	3065682	Milk, cheese, and dairy products excluding ice cream and frozen yogurt
United Kingdom	29	Dovedale	2000363	Cheese.
Benelux	05, 29	Georgian	399771	<b>Class 05</b> Lactose  <b>Class 29</b> Milk, chesse, dairy products, lactose, edible oils and edible fats.
European Community	29, 32	Georgian	742833	<b>Class 29</b> Milk and milk products; cheese; spreads; butter; milkshakes; flavoured milkshakes; edible oils and edible fats.  <b>Class 32</b> Mineral and aerated waters and other non-alcoholic drinks; fruit drinks and fruit juices; syrups and other preparations for making beverages.
European Community	29, 30, 41	Hartington	5045901	<b>Class 29</b> Dairy products; milk and milk products; milk predominating beverages; yoghurts; cream; spreads; butter; margarine; cheese; food products consisting of or including cheese as the pre-dominant ingredient; edible oils and edible fats; eggs.

				<p><b>Class 30</b> Flour and preparations made from cereals; snack products; crackers; crisp breads; potato chips; bread and bread products; biscuits, cookies, cakes and pastries; cocoa beverages with milk; coffee beverages with milk; ice cream; frozen yoghurt.</p> <p><b>Class 41</b> Educational services; educational services relating to cheese and other dairy products, including the nutritional value of such products, and the production of cheese and related dairy products; provision of training; provision of educational programs, including such services relating to cheese and dairy products; the provision of educational services electronically, on-line or via electronic media; arranging and conducting exhibitions, seminars, workshops, conferences and conventions; organisation of competitions; organisation of events, parties, sporting and cultural activities; information and advisory services relating to all the aforesaid services.</p>
United Kingdom	29	Hartington (stylised)	2328190	Cheese.

United States	29	Hartington	3413799	Cheese
United Kingdom	29	Lemon Grove	2053246	Soft cheeses flavoured with or containing lemon.
United Kingdom	29	Orange Grove	1577976	Soft cheese containing or flavoured with orange; all included in Class 29.
European Community	29, 30, 41	Over the Moon	5045919	<p><b>Class 29</b> Dairy products; milk and milk products; milk predominating beverages; yoghurts; cream; spreads; butter; margarine; cheese; food products consisting of or including cheese as the pre-dominant ingredient; edible oils and edible fats; eggs.</p> <p><b>Class 30</b> Flour and preparations made from cereals; snack products; crackers; crisp breads; potato chips; bread and bread products; biscuits, cookies, cakes and pastries; cocoa beverages with milk; coffee beverages with milk; ice cream; frozen yoghurt.</p> <p><b>Class 41</b> Educational services; educational services relating to cheese and other dairy products, including the nutritional value of such products, and the production of cheese and related dairy products; provision of training; provision of educational programs, including</p>

				such services relating to cheese and dairy products; the provision of educational services electronically, on-line or via electronic media; arranging and conducting exhibitions, seminars, workshops, conferences and conventions; organisation of competitions; organisation of events, parties, sporting and cultural activities; information and advisory services relating to all the aforesaid services.
United Kingdom	29	Over the Moon	2396755	Dairy products; eggs; milk and milk products; cream; butter; margarine; cheese; fromage frais; yoghurt; edible oils and fats.
United Kingdom	29	Pineapple Grove	2068922	Soft cheeses, containing or flavoured with pineapple.
Australia	29	Stilchester	389280	Class 29: Milk, cheese, dairy products for food, edible oils and edible fats, being goods included in Class 29.
Benelux	29	Stilchester	390002	Milk, cheese, dairy products for food, edible oils and edible fats.
France	29	Stilchester	1231722	Milk, cheese, dairy products for food, edible oils and edible fats.
United Kingdom	29	Stilchester	1195798	Milk, cheese, dairy products for food, edible oils and edible fats.



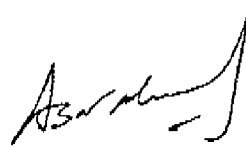
United Kingdom	29	Sturminster	1524291	Milk, dairy products, edible oils and edible fats; all included in Class 29.
United Kingdom	29	Sturminster farm label	2105783	Dairy products; milk, cheese, spreads, edible oils and edible fats.
Italy	29	Westminster Blue	411202	Milk and dairy products, edible oils and edible fats.

## 2. Trade Mark Applications

Country	Class	Mark	No.	Specification of goods/services
United States	29	Georgian	78/960186	Cheese
United States	29	Heart of England	78/960180	Cheese
United States	29	Stilchester	78/960179	Cheese
	29	Sturminster	78/960176	Cheese

SIGNED BY )  
for and on behalf of )  
**LONG CLAWSON DAIRY LIMITED** )

SIGNED BY *A. J. MURPHY* )  
for and on behalf of )  
**DAIRY CREST LIMITED** )



SIGNED BY *Martin Taylor* )  
for and on behalf of )  
**LONG CLAWSON DAIRY LIMITED** )



SIGNED BY )  
for and on behalf of )  
**DAIRY CREST LIMITED** )

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