

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dean Foods Company		05/29/2013	CORPORATION:

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, National Association, as Administrative Agent
Street Address:	10 SOUTH DEARBORN
City:	CHICAGO
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	NATIONAL BANKING ASSOCIATION: UNITED STATES

PROPERTY NUMBERS Total: 113

Property Type	Number	Word Mark
Registration Number:	2669147	"ADD SOMETHING."
Registration Number:	3924035	5 CINCO PUNTOS DE CONTROL DE PUREZA
Registration Number:	3949100	5 FIVE POINT PURITY CHECKLIST
Registration Number:	3949101	5 POINT PURITY CHECKLIST
Registration Number:	3902102	A TRULY GOOD THING
Registration Number:	3375938	ANY TIME OF DAY, IT'S THE MORNING GLORY
Registration Number:	1993870	ARCTIC SPLASH
Registration Number:	2225264	BARBE'S
Registration Number:	1394226	
Registration Number:	1970663	
Registration Number:	2914718	
Registration Number:	2936478	
Registration Number:	2871890	
Registration Number:	2759109	

CH \$2840.00 2669147

Registration Number:	1088833	BROUGHTON B
Registration Number:	1918220	BROWN MULE
Registration Number:	2650081	BROWN'S DAIRY
Registration Number:	2650082	BROWN'S DAIRY SMOOTH AS VELVET
Registration Number:	2230141	BROWN'S VELVET DAIRY
Registration Number:	0673697	CCC
Registration Number:	3924034	CINCO PUNTOS DE CONTROL DE PUREZA
Registration Number:	3303495	COFFEE CREATIONS
Registration Number:	2852238	COUNTRY FRESH
Registration Number:	2775829	COUNTRY LANE
Registration Number:	2045280	COUNTRY LOVE
Registration Number:	1413524	COUNTRYSIDE
Registration Number:	1876773	COUNTRYSIDE
Registration Number:	3550811	
Registration Number:	1741509	DAIRY EASE
Registration Number:	1910269	DAIRY QUALITY & FRESHNESS SINCE 1929
Registration Number:	1636468	DAIRY QUALITY SINCE 1929
Registration Number:	2162986	DAIRYLAND
Registration Number:	3159269	DEAN FOODS
Registration Number:	1640081	DELICIOUS
Registration Number:	1899083	DELICIOUS
Registration Number:	2622347	DIPZZ
Registration Number:	1245919	DRIGGS FARMS
Registration Number:	0776272	ELGIN
Registration Number:	3271112	EVERYTHING YOU LOVE, NOTHING YOU DON'T..
Serial Number:	77968401	FIVE POINT PURITY CHECKLIST
Registration Number:	3955859	FIVE POINT PURITY CHECKLIST
Serial Number:	77647349	FRESHLAST
Serial Number:	85412785	FRUIT RUSH
Registration Number:	2535791	GARELICK FARMS
Registration Number:	2588579	GARELICK FARMS SINCE 1931
Registration Number:	2647314	GARELICK FARMS SINCE 1931
Registration Number:	3386382	GOLD STAR QUALITY
Serial Number:	85414056	GOOD NUTRITION. GREAT TASTE. NO DEBATE.
Registration Number:	2084633	HEALTHY DELIGHT

TRADEMARK

REEL: 005037 FRAME: 0544

	3103153	HEARTLAND FARMS
Registration Number:	3195185	HEARTLAND FARMS
Registration Number:	2191071	HILLSIDE FARMS
Registration Number:	0746288	HOLLAND DUTCH
Registration Number:	1755550	HYGEIA
Registration Number:	3105731	IDEAL DAIRY FARMS
Registration Number:	2902356	IT'S A BRAND NEW DAY
Registration Number:	2372440	
Registration Number:	1458580	KISSED WITH HONEY
Registration Number:	2995293	LA CORONA
Registration Number:	1883709	LAND-O-SUN
Registration Number:	2014110	
Registration Number:	2102824	
Registration Number:	2135366	LEHIGH VALLEY DAIRY FARMS
Registration Number:	2403496	LOUIS TRAUTH DAIRY, INC.
Registration Number:	2054280	LUNCH MUNCH
Registration Number:	1777520	MCKINNEY
Registration Number:	0582470	MEADOW GOLD
Registration Number:	0281436	MEADOW GOLD
Registration Number:	0285893	MEADOW GOLD
Registration Number:	1149064	MELODY FARMS
Registration Number:	1816437	MIDWEST FARMS
Registration Number:	1412503	
Registration Number:	2387189	MODEL DAIRY
Registration Number:	3945827	MOO DAT
Registration Number:	3126992	MORNING GLORY
Registration Number:	3457997	MORNING GLORY
Registration Number:	3173996	MORNING GLORY
Registration Number:	3581709	MORNING GLORY
Registration Number:	2637455	NATURE'S PRIDE
Registration Number:	0766008	OAK FARMS
Registration Number:	0773278	OAK FARMS
Registration Number:	2304338	OAK FARMS
Registration Number:	1496023	OLDE FASHIONED RECIPE
Registration Number:	1794910	ORCHARDS HAWAII

	3252264	OVER THE MOON
Registration Number:	3965508	PASSIONATE ABOUT PURITY
Registration Number:	0813109	POINSETTIA
Serial Number:	77965699	PURECLICK
Serial Number:	85323074	PUREPROTECT
Registration Number:	2203564	RAINBOW RAPTURE
Registration Number:	1199735	ROBINSON
Registration Number:	2256339	ROYAL DANISH
Registration Number:	1725958	SCHEPPS
Registration Number:	1438209	SHENANDOAH'S PRIDE
Registration Number:	0644259	
Registration Number:	2100495	SKIM SUPREME
Registration Number:	2022921	SO-LO
Registration Number:	3457026	SONORA
Registration Number:	2217956	
Serial Number:	85465701	START RIGHT. END RIGHT.
Serial Number:	85464852	START RIGHT. END RIGHT.
Serial Number:	85385893	STARTS PURE. STAYS PURE.
Registration Number:	1378326	STROH'S
Registration Number:	2046782	SUPER RAINBOW
Registration Number:	3185994	
Registration Number:	3767289	TASTE THE PRIDE INSIDE.
Registration Number:	1655638	THE DAIRY BEST
Registration Number:	3875009	TRUMOO
Registration Number:	1042416	TUSCAN
Registration Number:	0950435	TUSCAN
Registration Number:	2869199	VELVET SPRINGS
Registration Number:	2277013	VIVA
Registration Number:	1532258	YOFRO

CORRESPONDENCE DATA

Fax Number: 2149813400

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

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TRADEMARK
REEL: 005037 FRAME: 0546

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ATTORNEY DOCKET NUMBER:	36084-35920
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	05/30/2013

Total Attachments: 8
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**SUPPLEMENTAL GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

THIS SUPPLEMENTAL GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Supplemental Grant") is made effective as of May 29, 2013 by and from DEAN FOODS COMPANY, a Delaware corporation (the "Grantor") to and in favor of JPMORGAN CHASE BANK, NATIONAL ASSOCIATION, (the "Grantee"), for itself and as Administrative Agent for the Lenders (as defined in the Credit Agreement referenced below).

WHEREAS, Grantor (together with certain Subsidiaries of the Grantor from time to time parties thereto as borrowers and the Lenders) and Grantee have entered into an Amended and Restated Credit Agreement dated April 2, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement").

WHEREAS, the Grantor, along with certain other Subsidiaries of the Grantor, have guaranteed the repayment of the Secured Obligations pursuant to an Amended and Restated Guaranty dated April 2, 2007 (as may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty").

WHEREAS, the Grantor and certain Subsidiaries of the Grantor 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")

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Supplemental Grant has been granted in conjunction with the security interest granted to Grantee under the Pledge and Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Pledge and Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Supplemental Grant are deemed to conflict with the Pledge and Security Agreement, the provisions of the Pledge and Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Credit Agreement.

2) The Security Interest.

(a) This Supplemental Grant is made to secure the satisfactory performance and payment of (i) all the Secured Obligations and (ii) all the obligations and liabilities of the Subsidiary Guarantors under the Guaranty. Upon the payment in full of all Secured Obligations (other than contingent indemnification obligations), Grantee shall promptly, upon such satisfaction, execute, acknowledge, and deliver to Grantor all reasonably requested instruments in writing releasing the security interest in the Trademarks acquired under this Supplemental Grant.

(b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill associated with such Trademarks, and (4) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

IN WITNESS WHEREOF, the Grantor has executed this Supplemental Grant of Security Interest effective as of the date first written above.

DEAN FOODS COMPANY

By: 

Name: Timothy A. Smith

Title: SVP + Treasurer

Exhibit A

TRADEMARK
REEL: 005037 FRAME: 0550

SUPPLEMENTAL GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

MARK	REG./SERIAL NO.
ADD SOMETHING	2,669,147
5 CINCO PUNTOS DE CONTROL DE PUREZA & DESIGN	3,924,035
5 POINT PURITY CHECKLIST & DESIGN	3,949,100
5 POINT PURITY CHECKLIST	3,949,101
A TRULY GOOD THING	3,902,102
ANY TIME OF DAY, IT'S THE MORNING GLORY WAY	3,375,938
ARCTIC SPLASH	1,993,870
BARBE'S	2,225,264
BARBE'S COW & MOON DESIGN	1,394,226
BOTTLE DESIGN	1,970,663
BOTTLE DESIGN	2,914,718
BOTTLE DESIGN	2,936,478
BOTTLE DESIGN	2,871,890
BOTTLE DESIGN	2,759,109
BROUGHTON LOGO	1,088,833
BROWN MULE	1,918,220
BROWN'S DAIRY	2,650,081
BROWN'S DAIRY/SMOOTH AS VELVET	2,650,082
BROWN'S VELVET DAIRY	2,230,141
CCC & DESIGN	0,673,697
CINCO PUNTOS DE CONTROL DE PUREZA	3,924,034
COFFEE CREATIONS	3,303,495

MARK	REG./SERIAL NO.
COUNTRY FRESH	2,852,238
COUNTRY LANE	2,775,829
COUNTRY LOVE	2,045,280
COUNTRYSIDE	1,413,524
COUNTRYSIDE & DESIGN	1,876,773
COW DESIGN (TUSCAN DAIRY FARMS LOGO)	3,550,811
DAIRY EASE	1,741,509
DAIRY QUALITY & FRESHNESS SINCE 1929 & DESIGN	1,910,269
DAIRY QUALITY SINCE 1929 & DESIGN	1,636,468
DAIRYLAND	2,162,986
DEAN FOODS AND RIVER OF LIFE LOGO	3,159,269
DELICIOUS	1,640,081
DELICIOUS (STYLIZED)	1,899,083
DIPZZ	2,622,347
DRIGGS FARMS	1,245,919
ELGIN	0,776,272
EVERYTHING YOU LOVE, NOTHING YOU DON'T...	3,271,112
FIVE POINT PURITY CHECKLIST	77/968401
FIVE POINT PURITY CHECKLIST	3,955,859
FRESHLAST	77/647349
FRUIT RUSH	85/412785
GARELICK FARMS	2,535,791
GARELICK FARMS LOGO	2,588,579
GARELICK FARMS LOGO	2,647,314
GOLD STAR QUALITY & DESIGN	3,386,382

MARK	REG./SERIAL NO.
GOOD NUTRITION. GREAT TASTE. NO DEBATE	85/414056
HEALTHY DELIGHT	2,084,633
HEARTLAND FARMS	3,103,153
HEARTLAND FARMS & DESIGN	3,195,185
HILLSIDE FARMS	2,191,071
HOLLAND DUTCH	0,746,288
HYGEIA	1,755,550
IDEAL DAIRY FARMS	3,105,731
IT'S A BRAND NEW DAY	2,902,356
JERSEY FARMS/TRAUTH LOGO	2,372,440
KISSED WITH HONEY	1,458,580
LA CORONA	2,995,293
LAND-O-SUN AND DESIGN	1,883,709
LEHIGH VALLEY DAIRIES/SUNBURST LOGO	2,014,110
LEHIGH VALLEY DAIRIES/SUNBURST LOGO	2,102,824
LEHIGH VALLEY DAIRY FARMS	2,135,366
LOUIS TRAUTH DAIRY, INC. (STYLIZED)	2,403,496
LUNCH MUNCH	2,054,280
MCKINNEY	1,777,520
MEADOW GOLD (STYLIZED)	0,582,470
MEADOW GOLD (STYLIZED)	0,281,436
MEADOW GOLD (STYLIZED)	0,285,893
MELODY FARMS	1,149,064
MIDWEST FARMS	1,816,437
MILK WAGON DESIGN	1,412,503

MARK	REG./SERIAL NO.
MODEL DAIRY	2,387,189
MOO DAT	3,945,827
MORNING GLORY	3,126,992
MORNING GLORY	3,457,997
MORNING GLORY & DESIGN	3,173,996
MORNING GLORY & DESIGN	3,581,709
NATURE'S PRIDE	2,637,455
OAK FARMS	0,766,008
OAK FARMS	0,773,278
OAK FARMS & DESIGN	2,304,338
OLDE FASHIONED RECIPE	1,496,023
ORCHARDS HAWAII	1,794,910
OVER THE MOON	3,252,264
PASSIONATE ABOUT PURITY	3,965,508
POINSETTIA	0,813,109
PURECLICK	77/965699
PUREPROTECT	85/323074
RAINBOW RAPTURE	2,203,564
ROBINSON R & DESIGN	1,199,735
ROYAL DANISH	2,256,339
SCHEPPS	1,725,958
SHENANDOAH'S PRIDE	1,438,209
SHIELD DESIGN (MEADOW GOLD)	0,644,259
SKIM SUPREME	2,100,495
SO-LO	2,022,921

MARK	REG./SERIAL NO.
SONORA (STYLIZED & DESIGN)	3,457,026
SQUARE INSIDE SQUARE DESIGN	2,217,956
START RIGHT. END RIGHT.	85/465701
START RIGHT. END RIGHT.	85/464852
STARTS PURE. STAYS PURE.	85/385893
STROH'S	1,378,326
SUPER RAINBOW	2,046,782
SWISS DAIRY LOGO (LITTLE BILLY)	3,185,994
TASTE THE PRIDE INSIDE.	3,767,289
THE DAIRY BEST	1,655,638
TRUMOO	3,875,009
TUSCAN	1,042,416
TUSCAN (STYLIZED)	0,950,435
VELVET SPRINGS	2,869,199
VIVA	2,277,013
YOFRO	1,532,258