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09-16-2002

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
Tab settings → → →



U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

102222423

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
SCHENKEL'S ALL STAR DAIRY, LLC
1019 FLAXMILL ROAD
HUNTINGTON, IN 46750

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other limited liability company
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Notice of Grant of Security Interest
- Merger
- Change of Name

Execution Date: December 21, 2001

2. Name and address of receiving party(ies)
Name: First Union National Bank, as Administrative Agent

Internal
Address: _____

Street Address: 201 South College Street

City: Charlotte State: NC Zip: 28288

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other National Banking Association

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

OFFICE OF PUBLIC RECORDS
2002 SEP 11 AM 10:59
FINANCE SECTION

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) _____

SEE ATTACHED SCHEDULE

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Steven D. Thomas

Internal Address: _____

Street Address: Moore & Van Allen, PLLC

2200 West Main Street, Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

50-2316

DO NOT USE THIS SPACE

9. Signature.

Steven D. Thomas
Name of Person Signing

Signature

September 11, 2002
Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

09/16/2002 AMMD1 00000017 1506180

01 FC:481
02 FC:482

40.00 OP
25.00 OP

TRADEMARK
REEL: 002582 FRAME: 0003

**Exhibit A
Trademarks**

**Schenkel's All Star Dairy, LLC
(Delaware Limited Liability Company)**

Registered Marks

| Mark | Registration No. | Registration Date |
|------------------------------|------------------|-------------------|
| THANKS MOM! | 1,506,180 | 09/27/88 |
| PURE SEALED Stylized Letters | 647,932 | 07/02/57 |

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Please be advised that pursuant to the Security Agreement dated as of December 21, 2001 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Administrative Agent (the "Administrative Agent") for the Lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the Lenders:

TRADEMARKS

| <u>Trademark Registration No.</u> | Description of Trademark <u>Item</u> | Date of <u>Trademark</u> |
|-----------------------------------|---|-----------------------------|
| | See attached EXHIBIT A | |

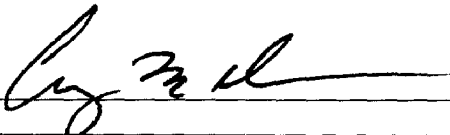
TRADEMARK APPLICATIONS

| <u>Trademark Applications No.</u> | Description of Trademark <u>Applied For</u> | Date of Trademark <u>Applications</u> |
|---------------------------------------|--|--|
| | See attached EXHIBIT A | |

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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,

SCHENKEL'S ALL-STAR DAIRY, LLC,
a Delaware limited liability company

By: 
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligor and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (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,

SCHENKEL'S ALL-STAR DAIRY, LLC,
a Delaware limited liability company

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

By: _____
Name: _____
Title: _____

Jorge A. Gonzalez
Senior Vice President

Exhibit A
Trademarks

Schenkel's All Star Dairy, LLC
(Delaware Limited Liability Company)

Registered Marks

| Mark | Registration No. | Registration Date |
|------------------------------|------------------|-------------------|
| THANKS MOM! | 1,506,180 | 09/27/88 |
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