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09-17-2002

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102224028

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

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

1. Name of conveying party(ies):
LONDON'S FARM DAIRY, LLC
2136 Pine Grove Avenue
Port Huron, MI 48060
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other a Delaware Limited Liability Company
Additional name(s) of conveying party(ies) attached? Yes No

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

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Notice of Grant of Security Interest
Execution Date: 12/21/2001

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 12, 2002
Date
Total number of pages including cover sheet, attachments, and document: 6

09/16/2002 LNUELLER 00000134 1841954

01 FC:481
02 FC:482

40.00 DP
50.00 DP

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

TRADEMARK
REEL: 002582 FRAME: 0361

Exhibit A

**London's Farm Dairy, Inc.
(London's Farm Dairy, LLC, as successor in interest)
(Delaware Corporation)**

Registered Marks

Mark	Registration No.	Registration Date
YOUR NATURAL CHOICE	1,841,954	06/28/94
MICHIGAN'S NATURAL CHOICE LONDON'S and Design	1,464,754	11/10/87
LONDON'S and Design	1,387,655	03/25/86

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>
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See attached EXHIBIT A

TRADEMARK APPLICATIONS

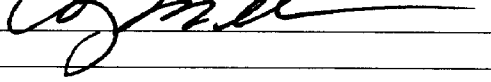
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

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,

LONDON'S FARM DAIRY, LLC,
a Delaware limited liability company (successor in interest
to London's Farm Dairy, Inc.)

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,

LONDON'S FARM DAIRY, LLC,
a Delaware limited liability company (successor in interest
to London's Farm Dairy, Inc.)

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent


By:  _____
Name: **Jorge A. Gonzalez**
Title: **Senior Vice President**

Exhibit A

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