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



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

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Tab settings

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

1. Name of conveying party(ies): Mayfield Dairy Farms, Inc. 806 E. Madison Avenue Athens, Tennessee 37303 [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Tennessee [] Other

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

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

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

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

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

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 [x] 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

[x] Enclosed [x] 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] Signature

September 12, 2002 Date

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

09/16/2002 LINDLELL 00000133 2479484

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

01 FC:481 02 FC:482

40.00 OP 25.00 OP

TRADEMARK REEL: 2582 FRAME: 0713

**Exhibit A
Trademarks**

**Mayfield Dairy Farms, Inc.
(Tennessee Corporation)**

Registered Marks

Mark	Registration No.	Registration Date
TURTLE TRACKS	2,479,484	08/21/01
MAYFIELD REWARDS	2,491,442	09/18/01

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	

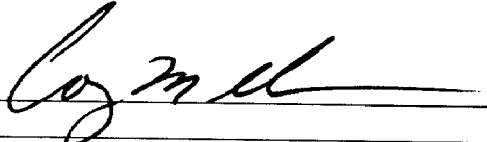
TRADEMARK APPLICATIONS

<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,

MAYFIELD DAIRY FARMS, INC.
a Tennessee corporation

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.

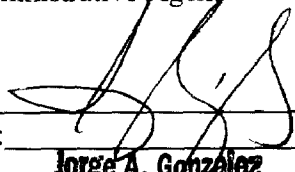
Very truly yours,

MAYFIELD DAIRY FARMS, INC.
a Tennessee corporation

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**

**Mayfield Dairy Farms, Inc.
(Tennessee Corporation)**

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