

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

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):

BDH Two, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other

Effective Date: September 4, 1997

2. Name and address of receiving party(ies)

Name: Southern Foods Group L.P.

Internal

Address:

Street Address: 3114 South Haskell

City: Dallas State: TX Zip: 75223

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

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,326,215 and 2,081,816

Additional number(s) attached Yes No

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

Name: Bridget Griffin Johnson

Internal Address: Dean Foods Company

Street Address: 2515 McKinney Avenue

Suite 1200

City: Dallas State: TX Zip: 75201

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:

501494

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Bridget Griffin Johnson
Name of Person Signing

Bridget Griffin Johnson
Signature

January 2, 2003
Date

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

4

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

TRADEMARK ASSIGNMENT

WHEREAS, BDH Two, Inc., a Delaware corporation having its place of business at 2711 Centerville Road, One Little Falls Centre, Suite 202, Wilmington, DE 19808, whose name is now BDS Two, Inc. ("Assignor"), is the record title owner of the trademarks listed on Schedule A which are registered as set forth in Schedule A attached hereto and made a part hereof ("Trademarks").

WHEREAS, Southern Foods Group L.P., a Delaware limited partnership and having a place of business c/o SFG Management Limited Liability Company, 3114 South Haskell, Dallas 75223 ("Assignee") is desirous of acquiring said Trademarks and the registrations and applications therefor as a result of such Trademarks being inadvertently omitted from the assignment of trademarks made to Assignee in connection with certain transactions between Assignor, Borden, Inc., and Assignee dated September 4, 1997.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, effective as of September 4, 1997 (the "Effective Time"), Assignor assigns to Assignee any right, title and interest that Assignor may hold in said Trademarks, together with any good will of the business as symbolized by said Trademarks and the registrations and applications therefor.

Assignor hereby waives any claims Assignor may have against Assignee with respect to Assignee's use of the Trademarks from and after the Effective Time.

IN WITNESS WHEREOF, Assignor has caused this assignment to be executed this 12 day of April, 2001 to be effective as of the Effective Time.

BDS Two, Inc. f.k.a.
BDH Two, Inc.

By: *Alyssa Anton*
Alyssa Anton
Assistant Secretary

STATE OF Delaware)
COUNTY OF New Castle)

ss.:

On this 17th day of April, 2001, before me appeared Alyssa Anton, the person who signed this instrument who acknowledged that she signed it as a free act on behalf of BDS Two, Inc., the Assignor above named.

Christen E. Lockwood
Notary Public

(SEAL)

My Commission Expires: 12/5/2002

EXHIBIT A

<u>REGISTRATION NO.</u>	<u>TRADEMARK</u>	<u>REGISTRATION DATE</u>
Colorado 121,003	CAPPUCINO	March 3, 1992
U.S. Reg. 144,182	CLOVER AND DESIGN	June 28, 1921
U.S. Reg. 582,431	COSTELLO'S	November 17, 1953
Texas 28,962	HOME TREAT	April 14, 1971
U.S. Reg. 737,979	MAGIC FREEZE	September 18, 1962
Colorado (not renewed) 19,851; 023,442	MAPLE WALNUT	March 15, 1983
U.S. Reg. 1,326,215	MEADOW GOLD	March 19, 1985
U.S. Reg. 2,081,816	MEADOW GOLD	July 22, 1997
Kansas	PAGE	July 8, 1981