

09-19-2002

Form PTO-1594
(Rev. 03/01)
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102226897

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):

Dean Foods Company
3600 N. River Road
Franklin Park, IL 60131

09-13-02

- Individual(s)
- General Partnership
- Corporation-State Delaware
- Other
- 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: 12/21/2001

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

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

A. Trademark Application No.(s) _____
SEE ATTACHED SCHEDULE

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: _____

26

7. Total fee (37 CFR 3.41).....\$ 665.00

- 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 13, 2002
Date

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

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

09/18/2002 TBIAZ1 00000142 2503105

01 FC:481 40.00 OP
02 FC:482 625.00 OP

TRADEMARK
REEL: 002584 FRAME: 0401

**Exhibit A
Trademarks**

**Dean Foods Company
(Delaware Corporation)**

Registered Marks

Mark	Registration No.	Registration Date
MILK WHERE YOU WANT IT	2,503,105	10/30/01
Miscellaneous Design	2,445,277	4/17/01
MARIE'S POURABLES	2,489,026	9/11/01
FLAVORTIGHT BOTTLE	2,468,424	7/10/01
WENGERT'S	2,407,844	11/28/00
JOSE (Stylized)	2,437,428	3/20/01
P.M. COMPLETE	1,870,314	12/27/94
ANYTIME COMPLETE	1,879,093	2/14/95
CINNAMON, MON	1,866,520	12/6/94
WEST PALM BEACH	1,866,519	12/6/94
GRAND CAYMAN CHEESECAKE	1,865,359	11/29/94
MRS. WEAVER'S SALADS	844,211	2/13/68

Pending Applications

Mark	App'l. Serial No.	App'l. Date
CHUG PACK	75-979,803	12/18/97
MILK CHUGS FOR ALL THEY'RE WORTH	75-660,108	3/15/99
DEAN'S	75-470,971	4/20/98
Miscellaneous Design	75-442,944	3/2/98
MILK WHERE YOU WANT IT	75-409,033	12/22/97
Miscellaneous Design	75-407,657	12/18/97
CHUG IT!	75-407,374	12/18/97
CHUG PACK	75-407,373	12/18/97
CHUG	75-391,756	11/17/97
Miscellaneous Design	75-336,318	8/5/97
Miscellaneous Design	75-336,317	8/5/97
Miscellaneous Design	75-336,316	8/5/97
Miscellaneous Design	75-336,153	8/5/97
CREAM O'WEBER and Design	75-288,307	5/7/97

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	

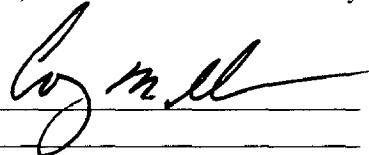
TRADEMARK APPLICATIONS

<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,

DEAN FOODS COMPANY,
a Delaware corporation (formerly known as Suiza Foods
Corporation, successor in interest to Dairy Fresh, L.P.)

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.

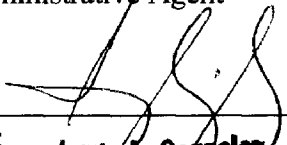
Very truly yours,

DEAN FOODS COMPANY,
a Delaware corporation (formerly known as Suiza Foods
Corporation, successor in interest to Dairy Fresh, L.P.)

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,
as Administrative Agent

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

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