

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

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

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):

DTMC, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: 10/1/2002

2. Name and address of receiving party(ies)

Name: Dean Intellectual Property Services II, L.P.

Internal

Address: _____

Street Address: 2515 McKinney Avenue, Ste 1200

City: Dallas State: TX Zip: 75201

- 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) SEE ATTACHED
SCHEDULE A

B. Trademark Registration No.(s) SEE ATTACHED
SCHEDULE B

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, Ste 1200

City: Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved: 151

7. Total fee (37 CFR 3.41).....\$ 3,790.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

500785

DO NOT USE THIS SPACE

9. Signature.

Bridget Griffin Johnson
Name of Person Signing

Bridget Griffin Johnson
Signature

March 14, 2003
Date

Total number of pages including cover sheet, attachments, and document: 25

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

SCHEDULE A
A. TRADEMARK APPLICATIONS

<u>MARK</u>	<u>SERIAL NO.</u>
POUCHEZE	75/980,404
BOTTLE Design	75/072,833
BOTTLE Design	75/072,834
BOTTLE Design	75/072,835
CHUG SHAKE	76/243,317
MULTI-MILK	76/056,620
IT'S WORTH IT	76/260,367
DEAN'S COTTAGE CHEESE FOR ONE	76/347,002
CHAZZ Design	76/241,572
CHUG IT!	75/407,656
ICE CREAM WITH MORE GOOD STUFF	
MAYFIELD DAIRY FARMS SINCE 1923 and Design	76/197,582
SINCE 1932 BUD'S ICE CREAM OF SAN FRANCISCO and Design	76/240,316
SUBTRACT	76/378,170
YOBLAST	76/063,846
YOBURST	76/064,381
DOUBLE FREE	74/556,209
THE DEAN ADVANTAGE	76/104,556
THE DAIRY BEST	73/724,457
CAL AND HIS FRIENDS	76/415,246
YELLOW JUG CONTAINER	74/201,052
WHAT MAKES IT. MAKES IT GREAT.	78/132,417
RIVER OF LIFE Logo	78/154,503
THE CHIP MAGNET	78/132,423
ENSALADA DE FRUITA	78/154,290

SCHEDULE B
B. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
BARBER'S and Design	1,232,915
BIRD ON MAILBOX Design	1,953,924
BIRD ON MAILBOX Design	1,343,368
BIRD ON MAILBOX Design	1,342,947
BIRD ON MAILBOX Design	1,500,715
BIRD ON MAILBOX Design and DEAN FOODS	1,519,979
BONUS	2,229,399
BOWMAN	1,504,135
BOWMAN and Design	511,736
BUD BOWMAN and Design	509,586
CALCIUM PLUS	1,540,694
CARIBBEAN CHILL	1,839,058
CHEF Design	1,083,686
CHEF Design	2,226,250
CHOCO-RIFFIC	1,458,563
CITRUS GOLD	1,795,190
COUNTRY CHARM	1,838,793
COUNTRY CREAMERY	1,260,144
CROWN Design	864,618
CUSTOM CREMRE	2,203,015
DAIRY PURE	1,555,897
DEAN FOODS ULTRA ULTRA-PASTEURIZED	1,927,893
DEAN FOODS ULTRA and Design	1,834,805
DESERT GOLD	1,359,424
DESERT GOLD and Design	183,097
FAST TRACK DELIVERY SYSTEM and Design	1,872,857

SCHEDULE B (cont'd)
B. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
FIELDCREST	838,013
FIELDCREST	2,216,759
FITZGERALD'S	1,501,514
FOUR LEAF Design	1,604,851
HOG HEAVEN	2,374,315
IMO and Design	1,959,654
KING SMOOTHIE	874,383
KING SOUR	854,252
KOUBENEC	1,459,592
LONGLIFE and Design	1,519,026
MAPLEHURST	1,807,766
MAPLEHURST	1,815,071
MAPLEHURST	1,821,559
MAYFIELD	2,257,027
MAYFIELD	2,324,110
MAYFIELD DAIRY FARMS	2,266,789
MAYFIELD REWARDS	2,491,442
MAYFIELD and Design	2,262,766
MOOOOO PLUS	2,152,536
OLE	1,350,868
ONE COW Design	2,401,786
PALM TREE Design	1,367,916
PEANUT BUTTER TWISTER	2,299,216
POTATO KING	1,070,721
PUDDING PLUS	1,461,202
READY SHAKE	786,879
ROD'S	2,221,837
ROD'S Design	768,476

SCHEDULE B (cont'd)
B. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
ROD'S (Stylized)	646,185
SOUR DELITE	1,000,790
SUNSET S and Design	1,088,838
TASTY, LIGHT AND CREAMY	1,596,952
TOUCH OF HONEY	2,200,089
TURTLE TRACKS	2,479,484
TWO COW Design	2,350,210
T.G. LEE	2,455,101
VERIFINE	1,066,327
VERIFINE	1,598,793
VERIFINE	608,790
VERIFINE	1,092,407
VINTAGE GOURMET	2,138,278
BROWN COW and Design	294,715
BROWN COW	2,036,725
MARIE'S	738,304
STICK-EM-UPS	1,687,280
MAYFIELD DAIRY FARMS and Design	2,549,203
DEAN'S COUNTRY CHARM	2,034,018
DEAN'S EASY	2,602,258
DEAN'S REWARDS	2,580,037
COUNTRY CHARM	2,033,657
BRIDGEMAN'S BEST	1,563,645
BRIDGEMAN'S	1,288,063
BRIDGEMAN	791,524
BRIDGEMAN and Design	877,099
ALTA DENA NATURAL SELECT	2,021,379
CHUG	2,187,950

SCHEDULE B (cont'd)
B. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
FLAVORTIGHT BOTTLE	2,468,424
MILK WHERE YOU WANT IT	2,503,105
WENGERT'S	2,407,844
SPLASH GLASS Design	2,445,277
MARIE'S POURABLES	2,489,026
ALTA-DENA	1,711,969
ALTA-DENA	1,713,989
½ PLUS	1,803,846
ALTA DENA CERTIFIED ORGANIC and Design	2,069,971
ALTA DENA NATURAL SELECT and Design	2,091,094
ALTA DENA EXPRESS	2,120,365
ALTA DENA ...PURE. WHOLESOME. GOOD.	2,171,705
MARIE'S	813,108
MARIE'S	1,815,051
MARIE'S	2,011,861
MARIE'S	2,000,406
MARIE'S and Design	1,915,218
FLAVOR CHARM	1,562,399
DEAN'S COUNTRY CHARM	1,736,879
FIELDCREST	1,733,394
HOLIDAY COLLECTION	1,726,704
PEN AND QUILL	2,091,162
PEN AND QUILL (Stylized)	818,367
SPLASH GLASS Design	2,123,886
THE DELICIOUSLY FAT FREE, NATURALLY HEALTHY SNACK	2,098,452
REDI-SERV	2,049,004
DAIRY PURE	2,060,850

SCHEDULE B (cont'd)
B. TRADEMARK REGISTRATIONS

<u>MARK</u>	<u>REGISTRATION NO.</u>
DEAN'S	2,077,365
DEAN'S	2,101,292
DEAN'S and Design	2,106,875
DOUBLE FUDGE PLUNGE	2,114,193
JUICE CHUG	2,306,388
CHUG PACK	2,198,660
MCARTHUR	2,106,819
PURE CHOICE	2,067,004
SPLASH Design	2,213,103
SPLASH Design with one fruit	2,289,572
YOU CAN TASTE HOW MUCH WE CARE	1,567,396
DEAN FOODS	1,634,258
DEAN'S	1,747,283
DEAN'S	2,263,191
DEAN'S	1,747,280
YOGURT DRINKABLES	2,116,720
ALTA DENA and Design	2,311,968
ADOHR FARMS	1,074,677

INTELLECTUAL PROPERTY ASSIGNMENT

THIS INTELLECTUAL PROPERTY ASSIGNMENT ("Assignment") is made and entered into as of October 1, 2002, between DTMC, Inc., a Delaware corporation ("Assignor") and Dean Intellectual Property Services II, L.P., a Delaware limited partnership ("Assignee").

RECITALS

WHEREAS, Assignor desires to contribute a portion of its owned intellectual property to Assignee.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Assignor agrees as follows:

1. Assignor does hereby assign, transfer, grant, deliver and set over unto Assignee, its successors and assigns, all of Assignor's right, title and interest in all intellectual property owned by Assignor (except for the intellectual property associated with the specialty foods group) as set forth within Exhibit A attached hereto and made part hereof (the "Intellectual Property"), together with the goodwill associated with the Intellectual Property and any registrations and applications therefor.
2. Assignor authorizes the Commissioner of Patents and Trademarks of the United States, any official of any foreign countries foreign to the United States whose duty it is to record trademark registrations, applications and title thereto, to record the Intellectual Property and title thereto as the property of Assignee, its successors and assigns, in accordance with the terms of this instrument.
3. This Assignment is subject to all liens, encumbrances, or other security interests granted by that certain Security Agreement, dated as of December 21, 2001, as amended, by and among Dean Foods Company ("DFC"), formerly known as Suiza Foods Corporation, a Delaware corporation, as borrower, certain subsidiaries of DFC, the other credit parties identified therein, the banks and financial institutions from time to time parties thereto, and Wachovia Bank, National Association, formerly known as First Union National Bank, as administrative agent; including, but not limited to, the grants of security interests evidenced by the notices filed with the United States Patent and Trademark Office and the United States Copyright Office in furtherance thereof.
4. This Assignment may be executed by one or several of the parties in several counterparts and all such counterparts so executed shall together be deemed to constitute one final agreement as if signed by all parties, and each such counterpart shall be deemed to be an original.

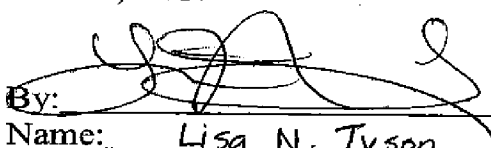
5. Each party agrees to execute any and all documents or instruments, and to perform such other acts as may be necessary or expedient to further the purposes of the Assignment and the transactions contemplated hereby.

This Assignment is governed by, and construed and interpreted in accordance with, the substantive laws of the State of Delaware, without giving effect to any conflict-of-laws rule or principle that might result in the application of the laws of another jurisdiction.

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IN WITNESS WHEREOF, this Assignment is executed as of the date first written above.

DTMC, INC.


 By: _____
 Name: Lisa N. Tyson
 Title: Vice President

DEAN INTELLECTUAL PROPERTY SERVICES II, L.P.

By: DIPS GP II, INC.
its general partner

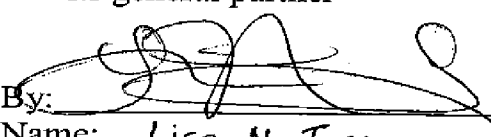

 By: _____
 Name: Lisa N. Tyson
 Title: Vice President

EXHIBIT A
INTELLECTUAL PROPERTY

See attached.

**EXHIBIT A
TO
IP ASSIGNMENT
FROM
DTMC, INC.
TO
DEAN INTELLECTUAL PROPERTY SERVICES II, L.P.**

U.S. TRADEMARK APPLICATIONS:

<u>MARK</u>	<u>SERIAL NO.</u>
POUCHEZE	75/980,404
BOTTLE Design	75/072,833
BOTTLE Design	75/072,834
BOTTLE Design	75/072,835
CHUG SHAKE	76/243,317
JUG Design	75/979,575
JUG Design	75/228,443
JUG Design	75/978,734
MULTI-MILK	76/056,620
IT'S WORTH IT	76/260,367
TROUBLE	76/046,027
DEAN'S COTTAGE CHEESE FOR ONE	76/347,002
CHAZZ Design	76/241,572
CHUG IT!	75/407,656
ICE CREAM WITH MORE GOOD STUFF	
MAYFIELD DAIRY FARMS SINCE 1923 and Design	76/197,582
MIGHTY MILK CHUG	76/137,736
MILK IS BETTER IN THE DARK	76/263,872
SINCE 1932 BUD'S ICE CREAM OF SAN FRANCISCO and Design	76/240,316
SPA DAIRY DRINK	76/063,395
SUBTRACT	76/378,170
YOBLAST	76/063,846
YOBURST	76/064,381

U.S. TRADEMARK APPLICATIONS (cont'd):**MARK****SERIAL NO.**

DOUBLE FREE	74/556,209
THE DEAN ADVANTAGE	76/104,556
SPLASH DESIGN	75/442,946
THE DAIRY BEST	73/724,457
CAL AND HIS FRIENDS	76/415,246
YELLOW JUG CONTAINER	74/201,052
WHAT MAKES IT. MAKES IT GREAT.	78/132,417
RIVER OF LIFE Logo	78/154,503
THE CHIP MAGNET	78/132,423
ENSALADA DE FRUTTA	78/154,290

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BARBER'S and Design	1,232,915
BARBER'S PURETEST MILK ICE CREAM and Design	1,232,914
BIRD ON MAILBOX Design	1,953,924
BIRD ON MAILBOX Design	1,343,368
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DESERT GOLD and Design	183,097
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HOG HEAVEN	2,374,315
IMO and Design	1,959,654
KING SMOOTHIE	874,383
KING SOUR	854,252
KOUBENEC	1,459,592
LIGHT STYLE and Design	1,228,626
LOGLIFE and Design	1,519,026
LOWFAT PLUS	1,785,702
MAPLEHURST	1,807,766
MAPLEHURST	1,815,071
MAPLEHURST	1,821,559
MAYFIELD	2,257,027
MAYFIELD	2,324,110
MAYFIELD DAIRY FARMS	2,266,789
MAYFIELD REWARDS	2,491,442
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TOUCH OF HONEY	2,200,089
TURTLE TRACKS	2,479,484
TWO COW Design	2,350,210
T.G. LEE	2,455,101
VERIFINE	1,066,327
VERIFINE	1,598,793
VERIFINE	608,790
VERIFINE	1,092,407
VINTAGE GOURMET	2,138,278
BROWN COW and Design	294,715
BROWN COW	2,036,725
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STICK-EM-UPS	1,687,280
MAYFIELD DAIRY FARMS and Design	2,549,203
DEAN'S COUNTRY CHARM	2,034,018
DEAN'S EASY	2,602,258
DEAN'S REWARDS	2,580,037
COUNTRY CHARM	2,033,657
BRIDGEMAN'S BEST	1,563,645

U.S. TRADEMARK REGISTRATIONS (cont'd):

<u>MARK</u>	<u>REGISTRATION NO.</u>
BRIDGEMAN'S	1,288,063
BRIDGEMAN	791,524
BRIDGEMAN and Design	877,099
ALTA DENA NATURAL SELECT	2,021,379
CHUG	2,187,950
ISLAND TEASE	2,005,904
FLAVORTIGHT BOTTLE	2,468,424
MILK WHERE YOU WANT IT	2,503,105
WENGERT'S	2,407,844
SPLASH GLASS Design	2,445,277
MARIE'S POURABLES	2,489,026
ARCTIC TREATS and Design	1,202,218
BRIDGET FOR KIDS	2,030,175
THINKING CAPS FROM BRIDGEMAN and Design	2,037,014
BRIDGE FOR KIDS YOUR TELEPHONE LINK TO BETTER EDUCATION and Design	2,028,881
ALTA-DENA	1,711,969
ALTA-DENA	1,713,989
½ PLUS	1,803,846
ALTA DENA CERTIFIED ORGANIC and Design	2,069,971
ALTA DENA NATURAL SELECT and Design	2,091,094
ALTA DENA EXPRESS	2,120,365
ALTA DENA ...PURE. WHOLESOME. GOOD.	2,171,705
MARIE'S	813,108
MARIE'S	1,815,051
MARIE'S	2,011,861
MARIE'S	2,000,406

U.S. TRADEMARK REGISTRATIONS (cont'd):

<u>MARK</u>	<u>REGISTRATION NO.</u>
MARIE'S and Design	1,915,218
FLAVOR CHARM	1,562,399
DEAN'S COUNTRY CHARM	1,736,879
FIELDCREST	1,733,394
HOLIDAY COLLECTION	1,726,704
JUMBO WHIP	738,771
PEN AND QUILL	2,091,162
PEN AND QUILL (Stylized)	818,367
SPLASH GLASS Design	2,123,886
THE DELICIOUSLY FAT FREE, NATURALLY HEALTHY SNACK	2,098,452
REDI-SERV	2,049,004
CHIVO	948,331
EASY 2%	1,741,516
DAIRY PURE	2,060,850
DEAN'S	2,077,365
DEAN'S	2,101,292
DEAN'S and Design	2,106,875
DOUBLE FUDGE PLUNGE	2,114,193
JUICE CHUG	2,306,388
CHUG PACK	2,198,660
MARTHUR	2,106,819
PURE CHOICE	2,067,004
SPLASH Design	2,213,103
SPLASH Design with one fruit	2,289,572
YOU CAN TASTE HOW MUCH WE CARE	1,567,396
DEAN FOODS	1,634,258
DEAN'S	1,747,283
DEAN'S	2,263,191

U.S. TRADEMARK REGISTRATIONS (cont'd)**MARK**

DEAN'S

YOGURT DRINKABLES

ALTA DENA and Design

ADOHR FARMS

REGISTRATION NO.

1,747,280

2,116,720

2,311,968

1,074,677

STATE TRADEMARK REGISTRATIONS

<u>STATE</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>
Alabama	GOLDEN GLOW	105,831
California	BUD'S ICE CREAM	84327
California	CABLE CAR BAR	73959
Colorado	DAIRY FRESH	19971046005
Florida	GOLDEN GLOW	T93000001320
Florida	MCARTHUR DAIRY and Design	916,403
Florida	AB PLUS	T95000000552
Florida	CHOC.O.LEE	T04963
Florida	Palm Tree Design	915285
Florida	SEMINOLE	96000000989
Florida	T.G. LEE DAIRY PRODUCTS	907446
Florida	UDDERLY GREAT	916427
Idaho	HOG HEAVEN	14711
Illinois	ELM GROVE DAIRY	81967
Illinois	ELM GROVE DAIRY and Design	81968
Illinois	LIBERTY	085182
Indiana	LIBERTY	2000-0193
Indiana	ELM GROVE DAIRY	19980220
Indiana	ELM GROVE DAIRY and Design	19980219
Iowa	DAIRY FRESH and Design	204721
Iowa	DAIRY FRESH and Design	204723
Iowa	ELM GROVE DAIRY	216077
Iowa	ELM GROVE DAIRY and Design	216076
Kansas	DAIRY FRESH and Design	14391
Kentucky	LIBERTY	13500
Kentucky	GLACIER VALLEY	07066
Maryland	PERKY	5424
Michigan	LIBERTY	2546

STATE TRADEMARK REGISTRATIONS (cont'd)

<u>STATE</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>
Mississippi	GOLDEN GLOW	931,025
Missouri	DEAN'S	4245
Missouri	DAIRY FRESH and Design	13906
Missouri	DAIRY FRESH and Design	13907
Missouri	ELM GROVE DAIRY and Design	14331
Missouri	ELM GROVE DAIRY and Design	14332
Minnesota	DAIRY FRESH	26008
Minnesota	DAIRY FRESH and Design	10357
Minnesota	DAIRY FRESH BRAND and Design	1571
Minnesota	ELM GROVE DAIRY	27332
Minnesota	ELM GROVE DAIRY and Design	27331
New Mexico	DEAN DAIRY PRODUCTS	94,071,102
New Mexico	PRICE'S CREAMERIES	94,071,903
New Mexico	CREAMLAND	14,551
North Dakota	DAIRY FRESH	12331600
North Dakota	ELM GROVE DAIRY	13621800
North Dakota	ELM GROVE DAIRY and Design	13621900
Ohio	ELM GROVE DAIRY	1012733
Ohio	ELM GROVE DAIRY and Design	1014069
Ohio	COFFEE BRITE	5644
Ohio	PERKY	5981
Ohio	NEW LIFE PURE WATER	11945
Ohio	Design Only	11229
Ohio	SIGNATURE	11341
Ohio	GLACIER VALLEY	11660
Ohio	CITRUS GOLD	11661
Rhode Island	DEAN'S	7692
South Dakota	DAIRY FRESH BRAND and Design	SD002362

STATE TRADEMARK REGISTRATIONS (cont'd)

<u>STATE</u>	<u>MARK</u>	<u>REGISTRATION NO.</u>
South Dakota	DAIRY FRESH BRAND and Design	SD002363
Tennessee	ELM GROVE DAIRY and Design	TN000822
Tennessee	ELM GROVE DAIRY and Design	TN000823
Tennessee	DAIRY BELLE	TN016950
Tennessee	PURITY	TN017610
West Virginia	DEAN'S	1004076
West Virginia	CITRUS GOLD	44314
Wisconsin	DEAN FOODS	20088
Wisconsin	DAIRY FRESH and Design	WI059459
Wisconsin	DAIRY FRESH and Design	WI059460
Wisconsin	ELM GROVE DAIRY	WI057050
Wisconsin	ELM GROVE DAIRY and Design	WI057097
Wisconsin	LIBERTY	WI064331
Wisconsin	HERMIE'S	WI036064
Wyoming	DAIRY FRESH BRAND	320,846

PATENTS**TITLE**

CONTAINER (milk jug)
CLOSURE (small bottle)
CLOSURE (small bottle)
CLOSURE (small bottle)
CLOSURE (small bottle)
CONTAINER (gallon jug)

PATENT NO.

D430,033
D370,631
D369,748
D371,047
D408,284
5,833,115

DOMAIN NAMES

Altadena.biz

Altadena.info

Altadenacertified dairy.biz

Berkeleyfarms.biz

Chug.biz

Chug.info

Creamland.biz

Deanfoods.biz

Deanfoods.info

Deans.biz

Deans.info

Deansmilk.biz

Maries.biz

Maries.info

Mariesdressing.biz

Mayfield.biz

Mayfield.info

Mayfielddairyfarms.biz

Mcarthur.biz

Mcarthur.info

McArthurdairy.biz

Meadowbrookdairy.biz

Milkchug.biz

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