

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Substitution of Administrative Agent in an Secured Credit Facility regarding Trademarks owned by Dean Intellectual Property Services II, L.P.

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wachovia Bank, National Association, successor in interest to First Union National Bank		04/02/2007	National Association: UNITED STATES

**RECEIVING PARTY DATA**

<b>Name:</b>	JPMorgan Chase Bank, National Association
<b>Street Address:</b>	10 South Dearborn
<b>City:</b>	Chicago
<b>State/Country:</b>	ILLINOIS
<b>Postal Code:</b>	60603
<b>Entity Type:</b>	National Association: UNITED STATES

**PROPERTY NUMBERS Total: 90**

Property Type	Number	Word Mark
Registration Number:	2187950	CHUG
Registration Number:	2503105	MILK WHERE YOU WANT IT
Registration Number:	2730047	CHUG SHAKE
Registration Number:	2693990	
Registration Number:	2865936	SINCE 1932 BUD'S ICE CREAM OF SAN FRANCISCO
Serial Number:	76197582	ICE CREAM WITH MORE GOOD STUFF MAYFIELD DAIRY FARMS SINCE 1923
Registration Number:	2777150	THE DEAN ADVANTAGE
Registration Number:	2580037	DEAN'S REWARDS
Registration Number:	2602258	DEAN'S EASY
Registration Number:	2867070	YOBLAST
Registration Number:	2549203	MAYFIELD DAIRY FARMS

CH \$2265.00 2187950

Registration Number:	2455101	T.G. LEE
Registration Number:	2445277	
Registration Number:	2513428	CHUG PACK
Registration Number:	2215532	MILK CHUG
Registration Number:	2479484	TURTLE TRACKS
Registration Number:	2491442	MAYFIELD REWARDS
Registration Number:	2468424	FLAVORTIGHT BOTTLE
Registration Number:	2401786	
Registration Number:	2311968	ALTA DENA
Registration Number:	2324110	MAYFIELD
Registration Number:	2407844	WENGERT'S
Registration Number:	2263191	DEAN'S
Registration Number:	2257027	MAYFIELD
Registration Number:	2266789	MAYFIELD DAIRY FARMS
Registration Number:	3110780	CHUG IT!
Registration Number:	2198660	CHUG PACK
Registration Number:	2669410	CHUG
Registration Number:	2216759	FIELDCREST
Registration Number:	2123886	
Registration Number:	2114193	DOUBLE FUDGE PLUNGE
Registration Number:	2101292	DEAN'S
Registration Number:	2106819	MCARTHUR
Registration Number:	2069971	ALTA DENA CERTIFIED ORGANIC
Registration Number:	2091094	ALTA DENA NATURAL SELECT
Registration Number:	2077365	DEAN'S
Registration Number:	2034018	DEAN'S COUNTRY CHARM
Registration Number:	2171705	ALTA DENA ... PURE. WHOLESOME. GOOD.
Registration Number:	2696892	
Registration Number:	2650905	
Registration Number:	2712299	
Registration Number:	2060850	DAIRY PURE
Registration Number:	2120365	ALTA DENA EXPRESS
Registration Number:	2036725	BROWN COW
Registration Number:	2021379	ALTA DENA NATURAL SELECT
Registration Number:	2698972	DOUBLE FREE

Registration Number:	1959654	IMO
Registration Number:	1872857	FAST TRACK DELIVERY SYSTEM
Registration Number:	1821559	MAPLEHURST
Registration Number:	1838793	COUNTRY CHARM
Registration Number:	1953924	
Registration Number:	1839058	CARIBBEAN CHILL
Registration Number:	1747283	DEAN'S
Registration Number:	1747280	DEAN'S
Registration Number:	1736879	DEAN'S COUNTRY CHARM
Registration Number:	1803846	1/2 PLUS
Registration Number:	1733394	FIELDCREST
Registration Number:	1713989	ALTA-DENA
Registration Number:	1711969	ALTA-DENA
Registration Number:	2961599	
Registration Number:	1687280	STICK-EM-UPS
Registration Number:	1726704	HOLIDAY COLLECTION
Registration Number:	1634258	DEAN FOODS
Registration Number:	1604851	
Registration Number:	1596952	TASTY, LIGHT AND CREAMY
Registration Number:	1567396	YOU CAN TASTE HOW MUCH WE CARE
Registration Number:	1598793	VERIFINE
Registration Number:	1563645	BRIDGEMAN'S BEST
Registration Number:	1519026	LOGLIFE
Registration Number:	1555897	DAIRY PURE
Registration Number:	1501514	FITZGERALD'S
Registration Number:	1458563	CHOCO-RIFFIC!
Registration Number:	1459592	KOUBENEC
Registration Number:	1540694	CALCIUM PLUS
Registration Number:	1342947	
Registration Number:	1343368	
Registration Number:	1519979	DEAN FOODS
Registration Number:	1504135	BOWMAN
Registration Number:	1500715	
Registration Number:	1232915	BARBER'S
Registration Number:	1088838	S SUNSET

Registration Number:	1092407	VERIFINE
Registration Number:	1066327	VERIFINE
Registration Number:	0877099	BRIDGEMAN
Registration Number:	0838013	FIELDCREST
Registration Number:	0791524	BRIDGEMAN
Registration Number:	0509586	
Registration Number:	0511736	BOWMAN
Registration Number:	0294715	BROWN COW
Registration Number:	2033657	COUNTRY CHARM

**CORRESPONDENCE DATA**

Fax Number: (214)981-3400

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 214-981-3483

Email: dclark@sidley.com

Correspondent Name: Dusan Clark, Esq.

Address Line 1: Sidley Austin LLP

Address Line 2: 717 N. Harwood St., Suite 3400

Address Line 4: Dallas, TEXAS 75201

ATTORNEY DOCKET NUMBER:	36084-35920
NAME OF SUBMITTER:	Dusan Clark
Signature:	/Dusan Clark/
Date:	04/04/2007

**Total Attachments: 12**

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## NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS

This **NOTICE OF SUBSTITUTION OF ADMINISTRATIVE AGENT IN TRADEMARKS** (this "Notice") is executed as of April 2, 2007, by and among (i) DEAN INTELLECTUAL PROPERTY SERVICES II, L.P., a Delaware limited partnership (a "Subsidiary Guarantor"), (ii) DEAN FOODS COMPANY, a Delaware corporation (the "Borrower"), (iii) WACHOVIA BANK, NATIONAL ASSOCIATION, successor in interest to First Union National Bank, as the existing administrative agent (the "Existing Administrative Agent") under the Existing Credit Agreement referred to below, and (iv) JPMORGAN CHASE BANK, NATIONAL ASSOCIATION as the successor administrative agent to the Existing Credit Agreement pursuant to the Credit Agreement referred to below (in such capacity, together with its successors and assigns, if any, in such capacity, "Administrative Agent").

### WITNESSETH

WHEREAS, the Borrower, certain of the domestic subsidiaries of the Borrower, certain financial institutions (the "Lenders") and the Existing Administrative Agent are currently party to that certain Amended and Restated Credit Agreement dated as of August 13, 2004 (as amended, restated or otherwise modified prior to the date hereof, the "Existing Credit Agreement").

WHEREAS, the Borrower, the Lenders, the Existing Administrative Agent and the Administrative Agent have as of the date hereof amended and restated in its entirety the provisions of the Existing Credit Agreement to extend the maturity date and make certain other modifications and amendments, all as more particularly described in that certain Amended and Restated Credit Agreement dated April 2, 2007 (as amended, restated or otherwise modified prior to the date hereof, the "Credit Agreement").

WHEREAS, it is the intent of the parties that the Credit Agreement not constitute a novation of the obligations and liabilities of the parties under the Existing Credit Agreement or be deemed to evidence or constitute full repayment of such obligations and liabilities, but that the Credit Agreement amend and restate in its entirety the Existing Credit Agreement and re-evidence the obligations and liabilities of the Borrower and the other credit parties outstanding thereunder, which shall be payable in accordance with the terms thereof.

WHEREAS, it is also the intent of the Borrower and the Subsidiary Guarantor to confirm that all obligations under the "Credit Documents" (as referred to and defined in the Existing Credit Agreement) shall continue in full force and effect as modified and/or restated by the Loan Documents (as referred to and defined in the Credit Agreement) and that, from and after the Effective Date, all references to the "Credit Agreement" contained in any such existing "Credit Documents" shall be deemed to refer to the Credit Agreement.

WHEREAS, the Borrower, the Subsidiary Guarantor and certain subsidiaries of the Borrower have entered into an Amended and Restated Pledge and Security Agreement dated April 2, 2007 (as may be amended, restated, supplemented or otherwise modified from time to

time, the ("Pledge and Security Agreement"), in which the Subsidiary Guarantor granted the Administrative Agent a security interest in its trademarks (the "Trademarks").

WHEREAS, the Existing Administrative Agent is executing this Notice for the purpose of giving notice of the transfer of its right, title, and interest in the Collateral (as defined in the Credit Agreement) to the Administrative Agent pursuant to the Credit Agreement.

NOW, THEREFORE, the Existing Administrative Agent hereby gives notice that it has transferred and conveyed to the Administrative Agent as set forth in the Credit Amendment all of its right, title and interest, in and to the Collateral related to the Trademarks, described on Schedule A attached hereto. The Subsidiary Guarantor acknowledges its liabilities and obligations detailed in the Pledge and Security Agreement and consents to the change in administrative agents.

Execution in Counterparts. This Agreement may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which when so executed and delivered shall be deemed to be an original and all of which taken together shall constitute but one and the same instrument. Delivery of an executed counterpart of this Notice by facsimile shall be effective as delivery of a manually executed counterpart of this Notice.

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EXECUTION COPY

IN WITNESS WHEREOF, Existing Administrative Agent has caused this Notice to be duly executed by its duly authorized officer or representative as of the day and year first above written.

WACHOVIA BANK, NATIONAL  
ASSOCIATION, successor in interest to First  
Union National Bank, as Existing  
Administrative Agent

By: Richard E. Anglin II

Name: Richard E. Anglin II  
Title: Vice President

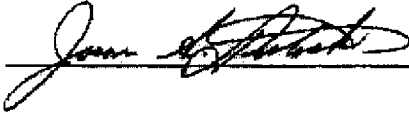
*Trademark Notice*

TRADEMARK

REEL: 003515 FRAME: 0063

EXECUTION COPY

JPMORGAN CHASE BANK, NATIONAL  
ASSOCIATION, as successor Administrative  
Agent

By:  \_\_\_\_\_

Name: Jason A. Rastovski  
Title: Vice President

*Trademark Notice*

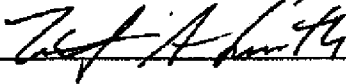
**TRADEMARK**

**REEL: 003515 FRAME: 0064**



DEAN INTELLECTUAL PROPERTY  
SERVICES II, L.P., as a Subsidiary Guarantor

by DIPS GP II, LLC, its General Partner

By: 

Name: Timothy A. Smith

Title: Vice President and Treasurer

*Trademark Notice*

TRADEMARK

REEL: 003515 FRAME: 0065

EXECUTION COPY

DEAN FOODS COMPANY, as Borrower

By: Timothy A. Smith

Name: Timothy A. Smith





Title: Vice President and Treasurer


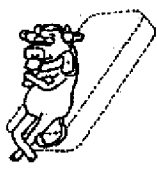


*Trademark Notice*

TRADEMARK

REEL: 003515 FRAME: 0066






**Schedule A**  
**to**  
**Notice Of Substitution Of Administrative Agent In Trademarks**

1.	CHUG	75391755	11/17/2007	2187950	09/08/1998
2.	MILK WHERE YOU WANT IT	75980288	12/22/1997	2503105	10/30/2001
3.	CHUG SHAKE	76243317	04/19/2001	2730047	06/24/2003
4.	DESIGN ONLY 	76241572	04/16/2001	2693990	03/04/2003
5.	SINCE 1932 BUD'S ICE CREAM OF SAN FRANCISCO <i>and Design</i> 	76240316	04/12/2001	2865936	07/27/2004
6.	ICE CREAM WITH MORE GOOD STUFF MAYFIELD DAIRY FARMS SINCE 1923 <i>and Design</i> 	76197582	01/22/2001		
7.	THE DEAN ADVANTAGE	76104556	08/07/2000	2777150	10/28/2003
8.	DEAN'S REWARDS	76104220	08/07/2000	2580037	06/11/2002
9.	DEAN'S EASY	76098177	07/27/2000	2602258	07/30/2002
10.	YOBLAST	76063846	06/06/2000	2867070	07/27/2004
11.	MAYFIELD DAIRY FARMS <i>and Design</i> 	76058492	05/30/2000	2549203	03/19/2002
12.	T.G. LEE	76003846	03/20/2000	2455101	05/29/2001
13.	DESIGN ONLY	75980064	12/18/1997	2445277	04/17/2001

					
14.	CHUG PACK	75979803	12/18/1997	2513428	11/27/2001
15.	MILK CHUG	75977879	03/31/1997	2215532	12/29/1998
16.	TURTLE TRACKS	75927737	02/24/2000	2479484	08/21/2001
17.	MAYFIELD REWARDS	75893073	01/10/2000	2941442	09/18/2001
18.	FLAVORTIGHT BOTTLE	75802997	09/20/1999	2468424	07/10/2001
19.	DESIGN ONLY	75759867	07/26/1999	2401786	11/07/2000
					
20.	ALTA DENA <i>and Design</i> <b>ALTA DENA</b>	75660198	03/15/1999	2311968	1/25/2000
21.	MAYFIELD	75648015	02/23/1999	2324110	02/29/2000
22.	WENGERT'S	75644389	02/18/1999	2407844	11/28/2000
23.	DEAN'S	75529958	08/03/1998	2263191	07/20/1999
24.	MAYFIELD	75474576	04/27/1998	2257027	06/29/1999
25.	MAYFIELD DAIRY FARMS	75470023	04/20/1998	2266789	08/03/1999
26.	CHUG IT!	75407656	12/18/1997	3110780	07/04/2006
27.	CHUG PACK	75407629	12/18/1997	2198660	10/20/1998
28.	CHUG	75391756	11/17/1997	2669410	12/31/2002
29.	FIELDCREST	75336319	08/05/1997	2216759	01/05/1999
30.	DESIGN ONLY	75229328	01/22/1997	2123886	12/23/1997
					
31.	DOUBLE FUDGE PLUNGE	75203472	11/25/1996	2114193	11/18/1997
32.	DEAN'S	75161952	09/06/1996	2101292	09/30/1997
33.	MCCARTHUR	75153086	08/20/1996	2106819	10/21/1997
34.	ALTA DENA CERTIFIED ORGANIC <i>and Design</i> 	75148725	08/12/1996	2069971	06/10/1997
35.	ALTA DENA	75147039	08/08/1996	2091094	08/26/1997






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	NATURAL SELECT <i>and Design</i> 				
36.	DEAN'S	75119915	06/10/1996	2077365	07/08/1997
37.	DEAN'S COUNTRY CHARM	75116895	06/10/1996	2034018	01/28/1997
38.	ALTA DENA ... PURE, WHOLESOME, GOOD.	75115714	06/07/1996	2171705	07/07/1998
39.	DESIGN ONLY 	75072835	03/14/1996	2696892	03/18/2003
40.	DESIGN ONLY 	75072834	03/14/1996	2650905	11/19/2002
41.	DESIGN ONLY 	75072833	03/14/1996	2712299	05/06/2003
42.	DAIRY PURE	75061816	02/20/1996	2060850	05/13/1997
43.	ALTA DENA EXPRESS	75032412	12/14/1995	2120365	12/09/1997
44.	BROWN COW	75009283	09/20/1996	2036725	02/11/1997
45.	ALTA DENA NATURAL SELECT	74644403	03/10/1995	2021739	12/03/1996
46.	DOUBLE FREE	74556209	08/02/1994	2698972	03/25/2003
47.	IMO <i>and Design</i> 	74522451	05/05/1994	1959654	3/05/1996
48.	FAST TRACK DELIVERY SYSTEM <i>and Design</i>  ≡FAST TRACK DELIVERY SYSTEM	74444422	10/06/1993	1872857	01/10/1995
49.	MAPLEHURST	74371680	03/25/1993	1821559	02/15/1994
50.	COUNTRY CHARM	74368934	03/18/1993	1838793	06/07/1994
51.	DESIGN ONLY	74353492	01/28/1993	1953924	02/06/1996









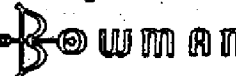
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52.	CARIBBEAN CHILL	74332401	11/18/1992	1839058	06/07/1994
53.	DEAN'S	74283492	06/10/1992	1747283	01/19/1993
54.	DEAN'S	74281230	06/01/1992	1747280	01/19/1993
55.	DEAN'S COUNTRY CHARM	74264947	04/13/1992	1736879	12/01/1992
56.	½ PLUS	74261044	03/31/1992	1803846	11/09/1993
57.	FIELDCREST	74260809	03/30/1992	1733394	11/17/1992
58.	ALTA-DENA	74225300	11/25/1991	1713989	09/08/1992
59.	ALTA-DENA	74225001	11/25/1991	1711969	09/01/1992
60.	DESIGN ONLY	74201052	09/06/1991	2961599	06/14/2005
					
61.	STICK-EM-UPS	74092798	08/30/1990	1687280	05/12/1992
62.	HOLIDAY COLLECTION	74088648	07/16/1990	1726704	10/20/1992
63.	DEAN FOODS	74029255	02/15/1990	1634258	02/05/1991
64.	DESIGN ONLY	73832266	10/18/1989	1604851	07/03/1990
					
65.	TASTY, LIGHT AND CREAMY	73795843	04/25/1989	1596952	05/15/1990
66.	YOU CAN TASTE HOW MUCH WE CARE	73779040	02/06/1989	1567396	11/21/1989
67.	VERIFINE	73779033	02/06/1989	1598793	05/29/1990
68.	BRIDGEMAN'S BEST	73722810	4/18/1988	1563645	10/31/1989
69.	LONGLIFE <i>and Design</i>	73713715	02/29/1988	1519026	01/03/1989
					
70.	DAIRY PURE	73704704	01/11/1988	1555897	09/12/1989
71.	FITZGERALD'S	73658827	05/04/1987	1501514	08/23/1988
72.	CHOCO-RIFFIC!	73644289	02/12/1987	1458563	09/22/1987
73.	KOUBENEC	73643960	02/09/1987	1459592	09/29/1987
74.	CALCIUM PLUS <i>Block Letters</i> <b>CALCIUM PLUS</b>	73636037	12/18/1986	1540694	05/23/1989
75.	DESIGN ONLY	73471478	03/19/1984	1342947	06/18/1985
					

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REEL: 003515 FRAME: 0070

76.	DESIGN ONLY 	73471477	03/19/1984	1343368	06/18/1985
77.	DEAN FOODS and Design  <b>DEAN FOODS</b>	73471476	03/22/1984	1519979	01/10/1989
78.	BOWMAN	73438681	08/10/1983	1504135	09/13/1988
79.	DESIGN ONLY 	73337404	11/16/1981	1500715	08/16/1988
80.	BARBER'S and Design 	73308264	04/30/1981	1232915	03/29/1983
81.	S SUNSET and Design 	73126546	05/13/1977	1088838	04/04/1978
82.	VERIFINE	73105107	11/01/1976	1092407	05/30/1978
83.	VERIFINE	73050787	04/28/1975	1066327	05/24/1977
84.	BRIDGEMAN and Design 	72276238	07/18/1967	877099	09/16/1969
85.	FIELDCREST STYLIZED LETTERS 	72254920	09/22/1966	838013	10/31/1967
86.	BRIDGEMAN	72206365	11/17/1964	791524	06/22/1965
87.	DESIGN ONLY 	71529350	7/24/1947	509586	5/10/1949
88.	BOWMAN and Design 	71433809	7/10/1940	511736	7/5/1949
89.	BROWN COW and Design	71322943	1/12/1932	294715	6/7/1932

TRADEMARK

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BROWN COW					
90.	COUNTRY CHARM	75032115	12/13/1995	2033657	01/28/1997

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