

05-28-2002



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

RE

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): Tuscan Dairy Farms, Inc. 2-27-02
 750 Union Avenue, Union, New Jersey 07083

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State New Jersey
 Other 5.21.02

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

2. Name and address of receiving party(ies)
 Name: Tuscan/Lehigh Dairies, L.P.
 Internal Address: _____
 Street Address: 750 Union Avenue
 City: Union State: New Jersey Zip: 07083

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

OFFICE OF PUBLIC RECORDS
 ADD FEB 27 AM 9:45
 FINANCE SECTION

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other Corrective Version of Assignment Recorded at Reel 1620, Frame 0811
 Execution Date: March 26, 1998

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
 B. Trademark Registration No.(s)
1,943,315; 1,767,569

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Christopher A. Munns, Hughes & Luce, L.L.P.
 Internal Address: Suite 2800
 Street Address: 1717 Main Street
 City: Dallas State: Texas 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: 501343
 (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.

Christopher A. Munns Christopher A. Munns 2/27/02
 Name of Person Signing Signature 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

03/19/2002 GT0M11 00000199 501343 1943315

01 FC:481 40.00 CH
02 FC:482 25.00 CH

009346.00109:650837.01

TRADEMARK REEL: 002513 FRAME: 0662

CORRECTED ASSIGNMENT OF TRADEMARK REGISTRATIONS AND APPLICATIONS

WHEREAS, TUSCAN DAIRY FARMS, INC. (TUSCAN), a corporation organized and existing under the laws of the State of New Jersey, and having a place of business at 750 Union Avenue, Union, NJ 07083 is the owner of certain trademarks, Certificates of Registrations therefor and applications for registration thereof in the United States and the goodwill of the business associated with and symbolized by said trademarks, said trademarks, Certificates of Registration and applications for registration being identified in Exhibit A hereunto attached and hereinafter referred to as "said TRADEMARKS";

WHEREAS, TUSCAN/LEHIGH DAIRIES, L.P., a limited liability partnership organized and existing under the laws of the State of Delaware, and having its principal place of business at 750 Union Avenue, Union, NJ 07083, is desirous of acquiring all of the right, title and interest of said TUSCAN in and to said TRADEMARKS and the goodwill of the business associated with and symbolized by said TRADEMARKS;

WHEREAS, on June 9 and 26, 1997, TUSCAN, by separate assignment intended to assign all of its right, title and interest in and to said TRADEMARKS and the goodwill of the business associated with and symbolized by said TRADEMARKS to TUSCAN/LEHIGH DAIRIES, L.P.; however, in said June 9 and 26, 1997 assignments, TUSCAN was incorrectly identified as a corporation of the State of New York rather than the State of New Jersey, where it is properly incorporated;

WHEREAS, TUSCAN now desires to correct the error in the state of incorporation in the prior assignments; and,

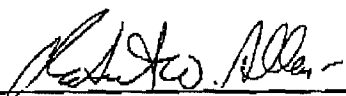
WHEREAS, TUSCAN desires that the correction of the state of incorporation be effective as of the dates of the first assignments.

NOW, THEREFORE, IN CONSIDERATION of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by TUSCAN, said TUSCAN, as a corporation organized and existing under the laws of the State of New Jersey, does hereby sell, assign and transfer to said TUSCAN/LEHIGH DAIRIES, L.P., said TRADEMARKS and the goodwill of the business associated with and symbolized by said TRADEMARKS, and further does hereby affirm that it was the intention of TUSCAN that said sale, assign and transfer be effective as of the dates of the original assignments, i.e., June 9 and 26, 1997.

Included in this assignment are any and all rights which the said TUSCAN has or may have against persons who have infringed upon any of said TRADEMARKS prior to the date of this assignment and the June 9 and 26, 1997 assignments. These rights include the right to sue and recover for all damages and profits arising out of infringement of said TRADEMARKS, and the registrations and applications therefor, prior to the date of this assignment and the June 9 and 26, 1997 assignments.

IN WITNESS WHEREOF, TUSCAN has caused this corrected assignment to be signed by Robert W. Allen, its President, thereunto duly authorized, this 26 day of MARCH, 1998.

TUSCAN DAIRY FARMS, INC.

By 
Robert W. Allen, President

ACKNOWLEDGMENT

STATE OF NEW JERSEY :
: SS:
COUNTY OF UNION :

On this 26th day of MARCH, 1998 before me personally appeared Robert W. Allen, to me known, who, after being duly sworn, did depose and say that he is the President of Tuscan Dairy Farms, Inc., a New Jersey corporation, the corporation described herein, and which executed the above instrument; that he has been duly authorized by said Tuscan Dairy Farms, Inc. to execute this instrument was the free act and deed of Tuscan Dairy Farms, Inc. and his own free act and deed.

Lisa M. Perez (SEAL)
Notary Public

My commission expires:

LISA M. PEREZ
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires Dec. 9, 2002

EXHIBIT A TO ASSIGNMENT OF TRADEMARK REGISTRATIONSTRADEMARKS

TRADEMARK	REG. or A.S.N. NUMBER
Tuscan and Design	950,435
Tropic Isle	1,020,081
Tuscan	1,042,416
Limit	1,394,231
Rich N' Pure	1,342,962
Rich N' Pure	1,105,008
Tuscan Pops	1,116,149
Mini Milk	1,171,493
Diet Time	1,294,741
Diet Time	1,324,842
Tropic Isle	1,879,307
R.S.V.P.	1,954,698
D and Design	650,213
Dellwood (Stylized)	536,869
Farmlea and Design	658,316
Lacto Low	1,810,296
Super Shake (Stylized)	1,817,604
Super Skim	1,735,867
Mini Milk (Stylized)	1,788,337

TRADEMARK	REGISTRATION NUMBER	RECORD OWNER
Ultra Dairy	1,943,315	Tuscan Dairy Farms Inc.
Ultra Dairy and Design	1,767,569	Tuscan Dairy Farms Inc.

TRADEMARK APPLICATIONS

TRADEMARK	REG. or A.S.N. NUMBER
Tuscanita	75/025,108

ASSIGNMENT OF TRADEMARK REGISTRATIONS

WHEREAS, TUSCAN DAIRY FARMS, INC. (TUSCAN), a corporation organized and existing under the laws of the State of New York, and having a place of business at 750 Union Avenue, Union, NJ 07083 is the owner of certain trademarks and Certificates of Registrations therefor, of the United States and the goodwill of the business associated with and symbolized by said trademarks, which trademarks and Certificates of Registration are identified in Exhibit A hereunto attached; and,

WHEREAS, TUSCAN/LEHIGH DAIRIES, L.P., a limited liability partnership organized and existing under the laws of the State of Delaware, and having its principal place of business at 750 Union Avenue, Union, NJ 07083, is desirous of acquiring all of the right, title and interest of said TUSCAN in and to said trademarks, the goodwill of the business associated with and symbolized by said trademarks and said Certificates of Registration.

NOW, THEREFORE, IN CONSIDERATION of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged by TUSCAN, said TUSCAN does hereby sell, assign and transfer to said TUSCAN/LEHIGH DAIRIES, L.P., the trademarks listed in Exhibit A hereunto attached, the goodwill of the business associated with and symbolized by said trademarks and the Certificates of Registration therefor, as identified in Exhibit A hereunto attached.

Included in this assignment are any and all rights which the said TUSCAN has or may have against persons who have infringed upon any of said trademarks or the Certificates of Registration

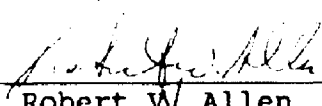
TRADEMARK
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TRADEMARK
REEL: 002513 FRAME: 0669

prior to the date of this assignment. These rights include the right to sue and recover for all damages and profits arising out of infringement of said trademarks, and the registrations therefor, prior to the date of this assignment.

IN WITNESS WHEREOF, TUSCAN has caused this assignment to be signed by Robert V. Allen, its President, thereunto duly authorized, this 11 day of June, 1997.

TUSCAN DAIRY FARMS, INC.

By 
Robert W Allen, President

TRADE MARK
REF: 1620 FRAME: 0814

TRADE MARK
REEL: 002513 FRAME: 0670

ACKNOWLEDGMENT

STATE OF NEW JERSEY :
 : SS:
COUNTY OF Holland :

On this 9th day of June, 1997 before me personally appeared Robert V. Allen, to me known, who, after being duly sworn, did depose and say that he is the President of Tuscan Dairy Farms, Inc., a New Jersey corporation, the corporation described herein, and which executed the above instrument; that he has been duly authorized by said Tuscan Dairy Farms, Inc. to execute this instrument was the free act and deed of Tuscan Dairy Farms, Inc. and his own free act and deed.

Debera Lynn Collins (SEAL)
Notary Public

My commission expires:

DEBERA LYNN COLLINS
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES NOV 30, 1997

ORFILED: 06/23/1997

TRADEMARK
REEL: 1620 FRAME: 0815

RECORDED: 05/21/2002

TRADEMARK
REEL: 002513 FRAME: 0671