

10-11-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

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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):

Country Delite Farms, LLC  
1401 Church Street  
Nashville, TN 37203

- 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: December 21, 2001

2. Name and address of receiving party(ies)

Name: Bank of America, N.A., as Collateral Agent

Internal

Address:

Street Address: 400 North Ashley Street, 13th Floor

City: Tampa State: FL Zip: 33602

- 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

OFFICE OF PATENT RECORDS  
FINANCE SECTION  
02 OCT -8 AM 13

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,292,898, 2,100,495

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: Moore & Van Allen, PLLC

Street Address: 2200 West Main Street

Suite 800

City: Durham State: NC Zip: 27705

6. Total number of applications and registrations involved:

02

7. Total fee (37 CFR 3.41) \$ 65.00

- 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

October 8, 2002  
Date

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

05

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

10/10/2002 TDIAZ1 00000168 2292898

01 FC:481  
02 FC:482

40.00 OP  
25.00 OP

TRADEMARK  
REEL: 002597 FRAME: 0548

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>
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See attached EXHIBIT A

TRADEMARK APPLICATIONS

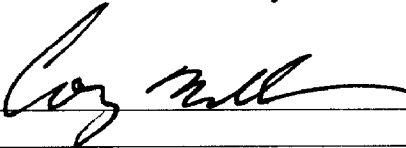
<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached EXHIBIT A

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,

COUNTRY DELITE FARMS, LLC,  
a Delaware limited liability company  
(successor in interest to Country Delite Farms, Inc.)

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.

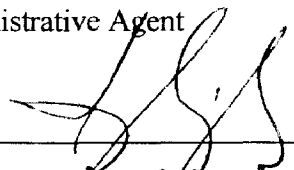
Very truly yours,

COUNTRY DELITE FARMS, LLC,  
a Delaware limited liability company  
(successor in interest to Country Delite Farms, Inc.)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Administrative Agent

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

**Exhibit A  
Trademarks**

**Country Delite Farms, LLC  
(successor in interest to Country Delite Farms, Inc.)  
(Delaware Corporation)**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
THE SKINNY MILK WITH THE FAT TASTE	2,292,898	11/16/99
SKIM SUPREME	2,100,495	9/23/97