

08-08-2003

Form PTO-1594
1-31-98

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102519786

To the Honorable Commissioner of Pa

...ed original documents or copy thereof.

1. Name of conveying party(ies):
Standard Fruit and Steamship Company

Individuals Association
 General Partnership Limited Partnership

Corporation - Delaware
 Other

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

2. Name and address of receiving party(ies):

Name: Deutsche Bank AG New York Branch
 Internal Address:
 Street Address: 31 West 52nd Street
 City: New York State: NY Zip Code: 10019

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation _____
 Other Collateral Agent

3. Nature of conveyance:

Assignment Merger
 Security Interest Change of Name
 Other

Execution Date: March 28, 2003

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)

Additional numbers attached? Yes No

Trademark Registration No.(s)

803191
817492 2003

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Helen Bruno, Senior Legal Assistant
 Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas
 City: New York State: New York ZIP: 10036

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:
23-1705
 (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.

Helen Bruno August 4, 2003
 Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 8

OMB No. 0651-0011 (exp. 4/94)

Do not detach this portion

Mail documents to be recorded with required cover sheet information to:

Mail Stop Assignment Recordation Services
Director of US Patent and Trademark Office
PO Box 1450
Alexandria, VA 22313-1450

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

08/07/2003 DBY/ME 00000027 803191

01 FC:8521 40.00 OP
 02 FC:8522 25.00 OP

TRADEMARK
REEL: 002797 FRAME: 0222

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Standard Fruit and Steamship Company, a Delaware corporation (the "Grantor") with principal offices at One Dole Drive, Westlake Village, CA, 91362, hereby grants to Deutsche Bank AG New York Branch, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, NY 10019, (the "Grantee"), a security interest in (i) all of the Grantor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the U.S. Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of March 28, 2003 (as amended, modified, restated and/or supplemented from time to time, the "U.S. Security Agreement"). Upon the occurrence of the Termination Date (as defined in the U.S. Security Agreement), the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Marks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the U.S. Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the U.S. Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the U.S. Security Agreement, the provisions of the U.S. Security Agreement shall govern.

[Remainder of this page intentionally left blank; signature page follows]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the

~~28~~ day of March, 2003.

STANDARD FRUIT AND STEAMSHIP
COMPANY, Grantor

By 


Name: **RICHARD DAHL**

Title: **VICE PRESIDENT**

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 28th day of March, 2003, before me personally came _____

RICHARD DAHL who, being by me duly sworn, did state as follows: that he is
VICE PRESIDENT of Standard Fruit and Steamship Company, that he is authorized to execute the
foregoing Grant on behalf of said Corporation and that he did so by authority of the Board of
Directors of said Corporations.



Notary Public

ROBERT J. MINCEMOYER
Notary Public, State of New York
No. 02MI6081132
Qualified in New York County
Commission Expires Sept 30 2006

DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

By Scotty Lindsey

Name: **Scotty Lindsey**
Title: **Vice President**

By Alexander Bici

Name: **ALEXANDER BICI**
Title: **VICE PRESIDENT**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27 day of March, 2003, before me personally came Scottye D. Lindsey who, being by me duly sworn, did state as follows: that he is Vice President of Deutsche Bank AG New York Branch, that he is authorized to execute the foregoing Grant on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.



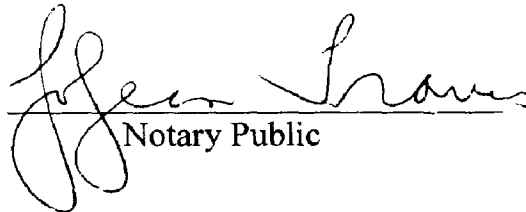
Notary Public

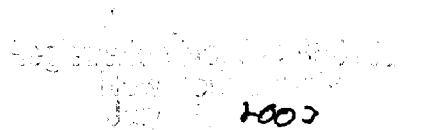
Peter W. Helf
Notary Public, State of New York
Qualified in Suffolk County
No. 01HE030586
Commission Expires 9/13/2005

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

On this 27 day of March, 2003, before me personally came _____

Alexander Ricci who, being by me duly sworn, did state as follows: that [s]he is Vice President of Deutsche Bank AG New York Branch, that [s]he is authorized to execute the foregoing Grant on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.


Notary Public


2003

SCHEDULE A

MARK	APPLICATION NO.	APPLICATION DATE	REG. NO.	REG. DATE
BANANIMALS	209,816		803,191	01-Feb-66
SUNNY BUNCH	230,200	14-Oct-65	817,492	25-Oct-66