

08-08-2003

Form PTO-1594
1-31-92

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U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office



102519784

original documents or copy thereof.

1. Name of conveying party(ies):

Dole Fresh Flowers, Inc.

- Individuals Association
- General Partnership Limited Partnership
- Corporation - Delaware
- Other

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

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)

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

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

Trademark Registration No.(s)

2184221	2159770	1599784
1307581	1552178	2052577
1817255	2166653	1446906
2123642	1727960	1685315
1273004	1921107	2242502

Additional numbers attached? Yes No

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

15

7. Total fee (37 CFR 3.41): \$ 390.00

- 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)

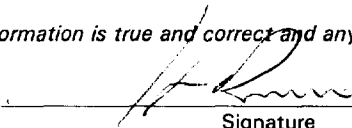
DO NOT USE THIS SPACE

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

Name of Person Signing
00000029 2184221


Signature

August 4, 2003

Date

Total number of pages comprising cover sheet:

8

06/07/2003 DBYRNE

01 FC:8521 40.00 OP
02 FC:8522 No. 0651-0011 (exp. 4/94) 350.00 OP

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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.

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Dole Fresh Flowers, Inc., a Delaware corporation (the "Grantor") with principal offices at One Dole Drive, Westlake Village, CA 01362, 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.

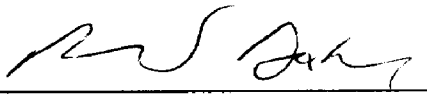
This Grant has been granted in conjunction with the security interest granted to the Grantee under the U.S. Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the U.S. Security Agreement, all terms and provisions of which 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

28th day of March, 2003.

DOLE FRESH FLOWERS, INC., Grantor

By 

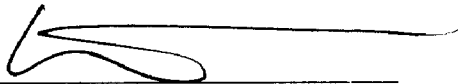
Name: **RICHARD DAHL**

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 Dole Fresh Flowers, Inc., 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

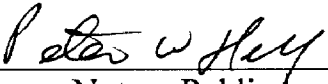
DEUTSCHE BANK AG NEW YORK BRANCH,
as Collateral Agent and Grantee

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.

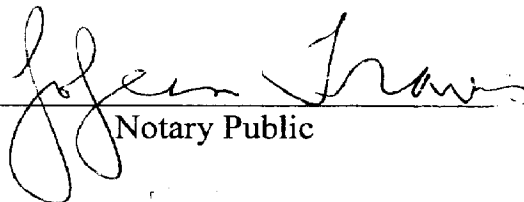


Notary Public

Peter W. Heif
Notary Public, State of New York
Qualified in Suffolk County
No. 01HE6030586
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 Bizi 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

Registration No. 0114101024
New York County
July 15, 2003

SCHEDULE A

MARK	APPLICATION NO.	APPLICATION DATE	REG. NO.	REG. DATE
Bouquet of Hearts (Design)	2,184,221	25-Aug-98	75/375770	20-Oct-97
CARIBBEAN FLOWERS	1,307,581	27-Nov-84	73/420416	07-Apr-83
CONFETTI OF COLORS	1,817,255	18-Jan-94	74/380,746	14-Apr-93
FINESSE FARMS	2,123,642	23-Dec-97	75/213,296	16-Dec-96
Flower Design	1,273,004	03-Apr-84	73/409583	17-Jan-83
FLOWERPAGE	2,159,770	19-May-98	75/214,355	17-Dec-96
FOUR FARMERS	1,552,178	15-Aug-89	73/749,238	30-Aug-88
FRESH CUT FLOWERS DIRECT FROM THE GROWER	2,166,653	16-Jun-98	75/124207	24-Jun-96
NATURE'S BLOOMS	1,727,960	27-Oct-92	74/211,201	07-Oct-91
SIGNATURE EDITION	1,921,107	19-Sep-95	74/454,201	04-Nov-93
SUNBURST FARMS	1,599,784	05-Jun-90	73/828,089	28-Sep-89
SUNCARRIER	2,052,577	15-Apr-97	75/095,519	29-Apr-96
SUNPETALS & Design	1,446,906	07-Jul-87	73/618501	08-Sep-86
SUNTRENDS	1,685,315	05-May-92	74/185227	15-Jul-91
THE EVERYDAY FLOWER MART	2,242,502	04-May-99	75/336,011	05-Aug-97