

08-08-2003

Form PTO-1594  
1-31-92

U.S. DEPARTMENT OF COMMERCE  
Patent and Trademark Office

9-4-03



102519785

Send original documents or copy thereof.

1. Name of conveying party(ies):  
Dole Northwest, Inc.

Individuals  Association  
 General Partnership  Limited Partnership

Corporation - Delaware  
 Other

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

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)

Trademark Registration No.(s)

<u>2230824</u>	<u>1593305</u>
<u>504769</u>	<u>1595630</u>
<u>1633346</u>	<u>514020</u>
<u>1617822</u>	

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 7

7. Total fee (37 CFR 3.41): ..... \$ 190.00  
 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)

08/07/2003 DBYRNE 00000028 2230824

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01 FC:0521 40.00 00  
02 FC:0522 150.00 00

I, the undersigned, hereby certify that 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

Signature

August 4, 2003  
Date

Total number of pages comprising cover sheet: 8

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

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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**

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GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Dole Northwest, Inc., a Delaware corporation (the "Grantor") with principal offices at 80 McNeil Canyon Road, Chelan, WA, 98816, hereby grants to Deutsche Bank AG New York Branch, as Collateral Agent, with principal offices at 31 West 52<sup>nd</sup> 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<sup>th</sup> day of March, 2003.

DOLE NORTHWEST, INC., Grantor

By 

Name: **RICHARD DAHL**

Title: **VICE PRESIDENT**



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. Heff  
Notary Public, State of New York  
Qualified in Suffolk County  
No. 01HE6030586  
Commission Expires 3/13/20 05

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

Notary Public, State of New York  
New York County  
July 13, 2003

SCHEDULE A

MARK	APPLICATION NO.	APPLICATION DATE	REG. NO.	REG. DATE
B.O.C.	75/477,409	30-Apr-98	2,230,824	09-Mar-99
BEEBE (STYLIZED)	530,353		504,769	14-Dec-48
CBI	73/819,323	11-Aug-89	1,633,346	29-Jan-91
CBI CHELAN-BEEBE INTERNATIONAL & DESIGN	73/819,322		1,617,822	16-Oct-90
JOLLY JIM	73/819,326	11-Aug-89	1,593,305	24-Apr-90
JOLLY JIM (DESIGN)	73/819,325	11-Aug-89	1,595,630	08-May-90
TWIN WW (Stylized)	531,870	19-Aug-47	514,020	23-Aug-49