12-31-2003

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Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)	U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office
Tak astinas and and and	
1020030	Please record the attached original documents or copy thereof.
1. Name of conveying party(ies): Holland USA, Inc. Individual(s) General Partnership Limited Partnership	2. Name and address of receiving party(ies) Name: Standard Federal Bank, N.A., Internal as U.S. Agent Address: 2600 W. Big Beaver Rd.
X Corporation-State MI Other Additional name(s) of conveying party(ies) attached? Yes X No	City: Troy State: MI Zin· 48084 Individual(s) citizenship Association General Partnership
3. Nature of conveyance: Assignment Merger Security Agreement Other Execution Date: 12/22/03	Limited Partnership Corporation-State X Other National Bankir If assignee is not domicited in the United Stat representative designation is attached: (Designations must be a separate document f Additional name(s) & address(es) attached?
4. Application number(s) or registration number(s): A. Trademark Application No.(s) <u>See</u> continuation of item 4 attached hereto Additional number(s) attached	B. Trademark Registration No.(s)See continuation of item 4 attached hereto ached X Yes No
5. Name and address of party to whom correspondence concerning document should be mailed: Name: Linda R. Kastner	6. Total number of applications and registrations involved:
Internal Address: c/o Latham & Watkins 5800 Sears Tower	7. Total fee (37 CFR 3.41)
Street Address: 233 S. Wacker Drive	8. Deposit account number:
City: Chicago State: IL Zip: 60606	
DO NOT USE	THIS SPACE
9. Signature. Ildiko Jona Jak	12/29/03
	nature 7 Date

12/31/2003 LMUELLER 00000076 2202970

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

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

01 FC:8521 02 FC:8522 03 FC:8523 40.00 OP 600.00 OP 120.00 OP

Trademark Registration and Application Numbers for Holland USA, Inc.

CH\655597.1

TRADEMARK SECURITY AGREEMENT

TRADEMARK SECURITY AGREEMENT, dated as of December 22, 2003, by HOLLAND USA, INC., a Michigan corporation ("<u>Grantor</u>"), in favor of STANDARD FEDERAL BANK, N.A., a national banking association, as U.S. Agent for itself and for U.S. Lenders, Canadian Agent and Canadian Lenders ("<u>U.S. Agent</u>").

WITNESSETH:

WHEREAS, pursuant to that certain Loan and Security Agreement dated as of the date hereof by and among Grantor, the Persons named therein as other Borrowers and Loan Parties, the U.S. Agent, LaSalle Business Credit, Inc., a division of ABN AMRO Bank N.V., Canada Branch, a division of the Canadian resident branch of an authorized foreign bank in Canada, for itself, as a Canadian Lender, and as Canadian Agent for itself and for Canadian Lenders, U.S. Agent and U.S. lenders and the Persons signatory thereto from time to time as Lenders (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Loan Agreement"), Lenders have agreed to make the Loans for the benefit of Grantor and the other Borrowers party thereto; and

WHEREAS, pursuant to the Loan Agreement, Grantor is required to execute and deliver to U.S. Agent, for itself and for Lenders and Canadian Agent, this Trademark Security Agreement.

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

- 1. <u>DEFINED TERMS</u>. All capitalized terms used but not otherwise defined herein have the meanings given to them in <u>Section 1</u> thereto to the Loan Agreement.
- 2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to U.S. Agent, on behalf of itself, Lenders and Canadian Agent, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):
 - (a) all of its Trademarks and Trademark Licenses to which it is a party including those referred to on <u>Schedule I</u> hereto;
 - (b) all reissues, continuations or extensions of the foregoing;
 - (c) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark License; and
 - (d) all products and proceeds of the foregoing, including, without limitation, any claim by Grantor against third parties for past, present or future (i)

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infringement or dilution of any Trademark or Trademark licensed under any Trademark License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Trademark License.

3. <u>LOAN AGREEMENT</u>. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to U.S. Agent, on behalf of itself, Lenders and Canadian Agent, pursuant to the Loan Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of U.S. Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Loan Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

HOLLAND USA, INC., as Grantor

Name: Richard W. Muzzy

Title: Chairman

ACCEPTED AND ACKNOWLEDGED BY:

STANDARD FEDERAL BANK, N.A., as U.S. Agent

By:_

Name: Matthew Barbuscak

Title: Vice President

[Signature Page to Trademark Security Agreement]

SCHEDULE I - Trademarks for Holland USA

DESIGN DESIGN DESIGN Chinese Characters) (Chinese Characters)	1717787	2/21/2002	Registered	China	HOLLAND NEW/AY INTERNATIONAL INC (Chinese Characters)
United States Carrier	2000081389	6/9/2000	Pendina	China	_1.
United States Registered 11/10/1950 United States Registered 12/18/2094 Singapore Registered 12/18/1994 Syann Registered 10/18/1996 Syann Registered 10/18/1996 Syann Registered 10/18/1996 Austrial Registered 10/19/1995 Austrial Registered 172/1996 Austrial Registered 172/1996 Austrial Registered 172/1996 Austrial Registered 475/1997 Austrial Registered 172/1997 Camada Registered 172/1998 Demark Registered 172/1996 Camada Registered 172/1996 Camada Registered 172/1996 Austrial Registered 172/1996 Austrial Registered 172/1996 Austrial Registered 172/1999 Austrial Registered 170/2000 Pending 29/1999 <td>1924580</td> <td>8/7/2002</td> <td>Registered</td> <td>China</td> <td>_1</td>	1924580	8/7/2002	Registered	China	_1
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United States Registered 17/0/1996 2,21 United States Registered 12/8/2001 2,5 Mexico Registered 12/6/1994 4 Singapore Registered 10/16/1986 4 Spain Registered 1/22/1985 4 Switzerland Registered 6/8/1984 3 United Kingdom Registered 9/15/1995 2	111 981	1/22/1965	Registered	Sweden	NEWAY
United States Registered 17/0/1996 2,2 United States Registered 12/8/2001 2,5 Mexico Registered 12/6/1994 4 Singapore Registered 10/16/1986 4 Spain Registered 1/22/1985 4 Switzerland Registered 6/8/1984 3	2 001 727	9/15/1995	Registered	United Kingdom	NEWAY
United States Registered 17/0/1996 2,2 United States Registered 12/8/2001 2,5 Mexico Registered 12/6/1994 2 Singapore Registered 10/16/1986 2 Spain Registered 1/22/1985 2	332.979	6/8/1984	Registered	Switzerland	NEWAY
United States Registered 17/19/1996 2,5/2 United States Registered 12/18/2001 2,5/2 Mexico Registered 12/6/1994 2 Singapore Registered 10/16/1986	451452	1/22/1985	Registered	Spain	NEWAY
United States Registered 17/19/1996 2,5/ United States Registered 12/18/2001 2,5/ Mexico Registered 12/6/1994 2	82573	10/16/1986	Registered	Singapore	man man in the control of the contro
United States Registered United States Registered	481690	12/6/1994	Registered	Mexico	AY
United States Registered	2,520,468	12/18/2001	Registered	United States	SVA
Danisland	2,202,970		Registered	United States	CVA

SCHEDULE I - Trademarks for Holland USA

1,093,729 1,372,400 1,989,998 2,403,566 2,383,441		Denietered	United States	LC-ALION
1,093,729 1,372,400 1,989,998 2,403,566	9/5/2000	Registered	United States	ECALIDA
1,093,729, 1,372,400 1,989,998	11/14/2000	Registered	United States	הטומות ניסט
1,093,729 1,372,400	7/30/1996	Registered	United States	COLD LINE (With design)
1,093,729	11/26/1985	Registered	United States	
	6/20/1978	Registered	United States	TOLLAND AUMPENDATOR
929,914	2/29/1972	Registered	United States	MOV-CIT
919,172	8/24/1971	Registered	United States	Tolland volliberisator (in class 12)
313180	3/17/1999	Registered	New Zealand	Tollord Vonconcional and the second s
887613	11/22/1999	Pending	India	NEWAT (STILIZED)
129122	8/10/1979	Registered	New Zealand	ALENNAY (CTV) TOOM
313179	3/17/1999	Registered	New Zealand	
2000087359	6/19/2000	Pending	China	IDAC
2,010,724	10/22/1996	Registered	United States	DOLLAND NEWAY AND DOLLAR
469,841	8/16/1994	Registered	Mexico	CUR ACIDASE
436256	11/25/1994	Registered	Canada	CAN VOIDER
1,833,772	5/3/1994	Registered	United States	Chilly Dologo
1,099,418	8/15/1978	Registered	United States	Out Delega
249,188	4/13/1984	Registered	Canada	TOUCH MADIETA
1535480	3/7/2001	Registered	China	TOLICY MACTED CHARACTERS WITH COLOR)
1515229	1/28/2001	Registered	China	NEWAY (Chinase Characters)
715254	9/14/2001	Registered	Mexico	V-01EEX II
001523117	4/5/2001	Registered	EU (CTM)	Y-U-CEX =
558,804	3/5/2002	Registered	Canada	V-01111
1.846.771	10/10/2001	Registered	Argentina	V-S-FETX =
824302	7/31/2000	Registered	Australia	V-G-EFR
903056	2/11/2000	Pending	India	HOLLAND NEWAY AND DESIGN

TRADEMARK
RECORDED: 12/30/2003 REEL: 002771 FRAME: 0999