

09-03-2004

Form PTO-1594

(Rev. 03/01)

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

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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):

730-04

Horizon Lines, LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Delaware LLC

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

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☐ Other

Execution Date: 07/07/2004

2. Name and address of receiving party(ies)

Name: UBS AG, Stamford Branch,

Internal

Address: as Collateral Agent

Street Address: 677 Washington Boulevard

City: Stamford State: CT Zip: 06901

- ☐ Individual(s) citizenship
☐ Association
☐ General Partnership
☐ Limited Partnership
☐ Corporation-State
☐ Other

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

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

A. Trademark Application No.(s)

SEE ATTACHED SCHEDULE 1A

B. Trademark Registration No.(s)

SEE ATTACHED SCHEDULE 1A

Additional number(s) attached ☒ Yes ☐ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Tina Qualls

Internal Address:

Corporation Service Company

Street Address:

1133 Avenue of the Americas

City: New York State: NY Zip: 10036

6. Total number of applications and registrations involved:

29

7. Total fee (37 CFR 3.41).....\$ 790.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Maureen P. Murphy

Name of Person Signing

Signature

July 27, 2004

Date

Total number of pages including cover sheet, attachments, and document: 7

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

09/02/2004 MGETACHE 00000046 78297055

01 FC:8521
02 FC:852240.00 OP
700.00 OP

07-30-2004

TRADEMARK

U.S. Patent & TMO/TM Mail Rpt Dt. #11

REEL: 003043 FRAME: 0862

ITEM 1 (cont'd)

Additional Conveying Parties


Sea-Logix, LLC

Horizon Services Group, LLC

SCHEDULE 1A

TRADEMARK SECURITY AGREEMENT

HORIZON LINES, LLC TRADEMARKS

| Mark | Filing Date | Serial No. | Registration No. | Status |
|---|--------------------|------------|------------------|------------|
| WHAT'S ON YOUR HORIZON? | September 7, 2003 | 78/297,055 | N/A | Pending |
|  | October 28, 2002 | 78/179,087 | N/A | Pending |
| FRESHCHOICE | September 21, 2000 | 76/132,678 | 2,759,456 | Registered |
| | December 30, 2002 | 78/198,674 | 2,817,222 | Registered |
| NEW HORIZONS FOR SHIPPING | October 18, 2002 | 78/175,953 | N/A | Abandoned |
| DISCOVERING NEW HORIZONS | October 31, 2002 | 78/180,558 | N/A | Abandoned |

SEA-LOGIX, LLC TRADEMARKS

| Mark | Filing Date | Serial No. | Registration No. | Status |
|-----------|-------------------|------------|------------------|------------|
| SEA-LOGIX | November 19, 1999 | 75/854,240 | 2,643,492 | Registered |

HORIZON SERVICES GROUP, LLC TRADEMARKS

| Mark | Filing Date | Serial No. | Registration No. | Status |
|-------------|-----------------|------------|------------------|---------|
| HELPCAPTAIN | August 26, 2003 | 78/292,107 | N/A | Pending |

| | | | | |
|---|--------------------|------------|-----------|---------------------------------|
| TRUCKCAPTAIN | September 27, 2003 | 78/306,358 | N/A | Pending publication |
| PAYCAPTAIN | August 7, 2002 | 78/152,042 | N/A | Pending |
| RATECAPTAIN | October 22, 2002 | 78/177,276 | N/A | Pending |
| FREIGHTCAPTAIN | August 7, 2002 | 78/152,040 | N/A | Pending Statement of Use filing |
| SEDCAPTAIN | August 7, 2002 | 78/152,038 | N/A | Pending Statement of Use filing |
| COSTCAPTAIN | August 7, 2002 | 78/152,030 | N/A | Pending review |
| NETCAPTAIN | October 20, 2000 | 76/151,459 | 2,654,880 | Registered |
| SAILSTAT | October 20, 2000 | 76/151,207 | 2,608,131 | Registered |
| SHIPSTAT | October 20, 2000 | 76/151,211 | 2,608,132 | Registered |
| RAILCAPTAIN | August 7, 2002 | 78/152,031 | 2,809,447 | Registered |
| AUTOCAPTAIN | August 7, 2002 | 78/152,024 | 2,805,844 | Registered |
| ROUTECAPTAIN | August 7, 2002 | 78/152,028 | 2,826,486 | Registered |
| DISPATCHCAPTAIN | August 7, 2002 | 78/152,037 | 2,833,179 | Registered |
| GATECAPTAIN | August 7, 2002 | 78/152,034 | 2,833,178 | Registered |
| SALESCAPTAIN | August 7, 2002 | 78/152,032 | 2,833,177 | Registered |
| TEXTCAPTAIN | August 7, 2002 | 78/152,033 | N/A | Abandoned |
| HAZCAPTAIN | April 8, 2002 | 78/120,296 | 2,801,395 | Registered |
| HORIZON SERVICES GROUP TRANSPORTATION SOLUTIONS | September 4, 2002 | 78/160,656 | 2,788,800 | Registered |
| LOADCAPTAIN | April 8, 2002 | 78/120,300 | 2,783,227 | Registered |
| HORIZON SERVICES GROUP | April 1, 2002 | 78/118,620 | 2,758,850 | Registered |
| HORIZON GLOBAL OCEAN MANAGEMENT SYSTEM | September 9, 2002 | 78/161,862 | 2,736,816 | Registered |

TRADEMARK SECURITY AGREEMENT

WHEREAS, Horizon Lines, LLC, Horizon Services Group, LLC, and Sea-Logix, LLC (together, the "Pledgors") have adopted, used and are using, and holds all right, title and interest in and to, the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Pledgors, have entered into a Collateral Agreement, dated July 7, 2004 (the "Collateral Agreement"), in favor of UBS AG, STAMFORD BRANCH (the "Collateral Agent");

WHEREAS, pursuant to the Collateral Agreement, the Pledgors have assigned to the Collateral Agent and granted to the Collateral Agent a continuing security interest in all right, title and interest of the Pledgors in, to and under the Trademarks, together with, among other things, the good-will of the business symbolized by the Trademarks, and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Collateral Agreement);

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Pledgors do hereby pledge, convey, sell, assign, transfer and set over unto the Collateral Agent and grant to the Collateral Agent a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Pledgors do hereby further acknowledge and affirm that the rights and remedies of the Collateral Agent with respect to the Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Pledgors have caused this Assignment to be duly executed by its officer thereunto duly authorized as of July 7, 2004.

HORIZON LINES, LLC

By: Robert S. Zuckerman
Name: Robert Zuckerman
Title: Secretary

SEA-LOGIX, LLC

By: Robert S. Zuckerman
Name: Robert Zuckerman
Title: Secretary

HORIZON SERVICES GROUP, LLC

By: Robert S. Zuckerman
Name: Robert Zuckerman
Title: Secretary

STATE OF NEW YORK

SS.:

COUNTY OF NEW YORK

On this 7th day of July, 2004, before me personally came Robert Zuckerman, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the Secretary of Horizon Lines, LLC, Horizon Services Group, LLC and Sea-Logix, LLC, each a Delaware limited liability company, and that he executed the foregoing instrument in the firm name of Horizon Lines, LLC, Horizon Services Group, LLC and Sea-Logix, LLC, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.


A handwritten signature in black ink, appearing to read "Jorge S. Wagner", is written over a horizontal line.

JORGE S. WAGNER
Notary Public - State of New York
No. 02WA6062651
Qualified in New York County
My Commission Expires Aug. 13, 2005

SCHEDULE 1A

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