

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

| | |
|-----------------------|-------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | SECURITY INTEREST |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|----------------------|----------|----------------|---------------------|
| CASTLE & COOKE, INC. | | 12/19/2012 | CORPORATION: HAWAII |

RECEIVING PARTY DATA

| | |
|-------------------|---|
| Name: | WELLS FARGO BANK, NATIONAL ASSOCIATION, AS COLLATERAL AGENT |
| Street Address: | 1800 Century Park East, 12th Floor, AU #63650 |
| Internal Address: | Attn: Manager |
| City: | Los Angeles |
| State/Country: | CALIFORNIA |
| Postal Code: | 90067 |
| Entity Type: | national bank: SOUTH DAKOTA |

PROPERTY NUMBERS Total: 10

| Property Type | Number | Word Mark |
|----------------------|---------|--------------------------|
| Registration Number: | 1335817 | DOLE |
| Registration Number: | 615402 | DOLE |
| Registration Number: | 528113 | DOLE |
| Registration Number: | 1803361 | DOLE |
| Registration Number: | 1334608 | DOLE |
| Registration Number: | 1451110 | DOLE |
| Registration Number: | 1586683 | DOLE |
| Registration Number: | 1558322 | DOLEWHIP |
| Registration Number: | 1755707 | DOLE FACTORY S-T-O-R-E-S |
| Registration Number: | 1566074 | J. D. DOLE |

CORRESPONDENCE DATA

Fax Number: 2134432926

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent

TRADEMARK

via US Mail.

Phone: 213-617-5493
Email: jcravitz@sheppardmullin.com
Correspondent Name: Sheppard, Mullin, Richter & Hampton LLP
Address Line 1: 333 S. Hope St., 48th Floor
Address Line 2: Attn: J. Cravitz
Address Line 4: Los Angeles, CALIFORNIA 90071

| | |
|-------------------------|-----------------|
| ATTORNEY DOCKET NUMBER: | 0794-173053 |
| NAME OF SUBMITTER: | Julie Cravitz |
| Signature: | /julie cravitz/ |
| Date: | 02/15/2013 |

Total Attachments: 3
source=Security Agmt in Trademark License#page1.tif
source=Security Agmt in Trademark License#page2.tif
source=Security Agmt in Trademark License#page3.tif

SECURITY AGREEMENT IN TRADEMARK LICENSE

WHEREAS, CASTLE & COOKE, INC., (herein referred to as "Obligor"), a Hawaii corporation with offices at 10900 Wilshire Blvd., Suite 1600, Los Angeles, CA 90024, has executed and is operating under that certain Trademark License Agreement, made and entered into December 7, 1995, by and between Dole Food Company, Inc. and Castle & Cooke, Inc. (the "License"), which pertains to the trademarks and service marks listed in the annexed Schedule A;

WHEREAS, Obligor is obligated to Wells Fargo Bank, National Association ("Wells Fargo"), as collateral agent for the Lenders (as defined in that certain Credit Agreement, dated as of December 19, 2012 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among the Obligor, the lenders from time to time party thereto (the "Lenders"), and Wells Fargo, as Administrative Agent, and has entered into that certain Dole Trademark Security Agreement, dated as of the date hereof (the "Agreement") in favor of Wells Fargo.

NOW THEREFORE, pursuant to the Agreement, Obligor grants to Secured Party a security interest in, and mortgage on, all right, title and interest of Obligor in and to the License, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Secured Obligations, as defined in the Agreement and the Credit Agreement.

Obligor does hereby acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in and mortgage on the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, Obligor has caused this Security Agreement to be duly executed by its officer thereunto duly authorized as of the 19th day of December, 2012.

CASTLE & COOKE, INC.,
a Hawaii corporation

By: 

Name: Jason E. Burnett
Title: Vice President

By: 

Name: Christine Dzwonczyk
Title: Vice President and Treasurer

Schedule A

LIST OF MARKS

| <u>TRADEMARK</u> | <u>U.S. REGISTRATION NO.</u> | <u>INT'L CLASSES</u> |
|--------------------------------|------------------------------|----------------------------|
| DOLE | 1,335,817 | 32 |
| DOLE | 615,402 | 46 |
| DOLE | 528,113 | 46, 29 |
| DOLE | 1,803,361 | 30 |
| DOLE & SUN DESIGN | 1,334,608 | 31 |
| DOLE & SUN DESIGN | 1,451,110 | 30 |
| DOLE & SUN DESIGN | 1,586,683 | 14, 16, 3, 21, 25, 26 & 28 |
| DOLEWHIP | 1,558,322 | 30 |
| DOLE FACTORY STORE & DESIGN | 1,755,707 | 36 |
| J.D. DOLE (SIGNATURE) | 1,566,074 | 25, 39 |
| DOLE & SUN DESIGN | (PENDING) | 32 |