

PATENT ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Confirmation of Intellectual Property Security Agreement
CONVEYING PARTY DATA	
Name	Execution Date
Clearwater Seafoods Limited Partnership	06/06/2012
RECEIVING PARTY DATA	
Name:	GE Canada Finance Holding Company, as Agent
Street Address:	123 Front Street West, Suite 1400
City:	Toronto
State/Country:	CANADA
Postal Code:	M5J 2M2
PROPERTY NUMBERS Total: 4	
Property Type	Number
Patent Number:	7871314
Application Number:	12428805
Patent Number:	8150633
Application Number:	13348237
CORRESPONDENCE DATA	
Fax Number:	3129939767
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	312-993-2698
Email:	magdalini.rizakos@lw.com
Correspondent Name:	Magdalini Rizakos c/o Latham & Watkins
Address Line 1:	233 South Wacker Drive, Suite 5800
Address Line 4:	Chicago, ILLINOIS 60606
NAME OF SUBMITTER:	Magdalini Rizakos
Signature:	/mr/
Date:	06/24/2013

CH \$160.00 7871314

Total Attachments: 15

source=Clearwater - IP Security Agreement#page1.tif
source=Clearwater - IP Security Agreement#page2.tif
source=Clearwater - IP Security Agreement#page3.tif
source=Clearwater - IP Security Agreement#page4.tif
source=Clearwater - IP Security Agreement#page5.tif
source=Clearwater - IP Security Agreement#page6.tif
source=Clearwater - IP Security Agreement#page7.tif
source=Clearwater - IP Security Agreement#page8.tif
source=Clearwater - IP Security Agreement#page9.tif
source=Clearwater - IP Security Agreement#page10.tif
source=Clearwater - IP Security Agreement#page11.tif
source=Clearwater - IP Security Agreement#page12.tif
source=Clearwater - IP Security Agreement#page13.tif
source=Clearwater - IP Security Agreement#page14.tif
source=Clearwater - IP Security Agreement#page15.tif

CONFIRMATION OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

This Confirmation of Intellectual Property Security Agreement (“**this Agreement**”) is made as of June 6, 2012 by Clearwater Seafoods Limited Partnership (the “**Grantor**”) in favour of GE Canada Finance Holding Company, as Term Loan Agent (together with its successors and assigns in such capacity, the “**Agent**”) for itself and other entities that are from time to time Term Loan Secured Parties under the Credit Agreement (as hereinafter defined).

RECITALS:

A. Grantor, the other credit parties signatory thereto, as credit parties, the lenders signatory thereto from time to time, as lenders, and the Agent are party to a credit agreement dated as of the date hereof (including all annexes, exhibits and schedules thereto, as from time to time amended, restated, supplemented, amended and restated or otherwise modified, the “**Credit Agreement**”).


B. The Grantor has executed and delivered to the Agent (for its own benefit and for the benefit of the other Term Loan Secured Parties (as defined in the Credit Agreement)) that certain Canadian Security Agreement dated as of the date hereof (the “**Security Agreement**”).

For good and valuable consideration, the receipt and adequacy of which are acknowledged by the Grantor, the Grantor agrees with and in favour of the Agent (for its own benefit and for the benefit of the other Term Loan Secured Parties) as follows:

1. **Definitions.** In this Agreement capitalized terms used but not otherwise defined in this Agreement shall have the meanings given to them in the Credit Agreement.
2. **Confirmation of a Grant of Security Interest.** As general and continuing collateral security for the due payment and performance of its Secured Obligations (as defined in the Security Agreement), the Grantor hereby confirms the grant to the Agent (for its own benefit and for the benefit of the other Term Loan Secured Parties) of a security interest in all of Grantor's Intellectual Property (including, without limitation, those items listed on Schedule A hereto) (collectively, the “**Collateral**”) pursuant to the Security Agreement.
3. **Security Agreement.** The Grantor hereby acknowledges and affirms that the rights and remedies of the Agent with respect to the security interest in the Collateral confirmed hereby are set forth in the Security Agreement. This Agreement is governed by, and is to be construed and interpreted in accordance with, the laws of the Province of Ontario and the federal laws of Canada applicable therein.

IN WITNESS WHEREOF the Grantor has caused this Agreement to be duly executed as of the date first written above.

CS MANPAR INC., AS MANAGING
GENERAL PARTNER AND ON BEHALF OF
CLEARWATER SEAFOODS LIMITED
PARTNERSHIP

By: 
Name: _____
Title: _____

SCHEDULE A
to
CONFIRMATION OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

Patents:

1. Method for Shucking Lobster, Crab or Shrimp (Our Ref: 78648-11(S))

*Canadian patent 2,548,237

- Owner: Borrower
- Abstract: A method for facilitating the removal of the shell of a lobster, crab or shrimp by exposing the lobster, crab or shrimp to pressure for a period of time sufficient to effect detachment of the meat from the shell. Following pressurization, the shell can easily be removed using any available means to provide deshelled raw lobster, crab or shrimp meat.
- Filing Date: 2004/12/08
- Publication Date: 2005/06/26
- Issue Date: 2008/01/15
- National Entry: 2006/06/06
- PCT Application No.: CA 2004/002090
- PCT Publication No.: 2005/055731
- Priority: 2003/12/09 (US60/527,752)

2. Method for Shucking Lobster, Crab or Shrimp (Our Ref: 78648-10)

*US patent 7,871,314 (former application number 10/596,254)

- Owner: Borrower
- Abstract: A method for facilitating the removal of the shell of a lobster, crab or shrimp by exposing the lobster, crab or shrimp to pressure for a period of time sufficient to effect detachment of the meat from the shell. Following pressurization, the shell can be easily removed using any available means to provide deshelled raw lobster, crab or shrimp meat.
- Filing Date: 2004/12/08

- Publication Date: 2005/06/23 (PCT application) and 2007/11/01 (US national phase application)
- Issue Date: 2011/01/18
- National Entry: commenced 2006/06/06; 35 USC 371(c) date is 2007/05/31 (when all national phase entry formalities completed)
- PCT Application No.: PCT/CA2004/002090
- PCT Publication No.: 2005/055731
- Priority: 2003/12/09 (US 60/527,752)

3. Preparation of Eviscerated Raw Whole Lobster (Our Ref: 78648-23)

*Canadian patent application 2,663,900

- Owner: Borrower
- Abstract: A method for producing a seafood product comprising a lobster in an intact shell said method comprising applying high pressure to effect detachment of the meat from the shell and thereafter removing the internal organs of the lobster using vacuum aspiration. The invention further includes seafood products prepared by the claimed methods.
- Filing Date: 2009/04/23
- Publication Date: 2009/10/23
- Issue Date: not yet issued
- National Entry: not a PCT application so there is no national entry
- PCT Application No.: not a PCT application
- PCT Publication No.: not a PCT application
- Priority: 2008/04/23 (US 61/047,203)

4. Preparation of Eviscerated Raw Whole Lobster (Our Ref: 78648-24)

*US patent application 12/428,805

- Owner: Borrower
- Abstract: A method for producing a seafood product comprising a lobster in an intact shell said method comprising applying high pressure to effect detachment of the meat from the shell and thereafter removing the internal organs of the lobster using vacuum aspiration. The invention further includes seafood products prepared by the claimed methods.
- Filing Date: 2009/04/23
- Publication Date: 2009/10/29
- Issue Date: not yet issued
- National Entry: not a PCT application so there is no national entry
- PCT Application No.: not a PCT application
- PCT Publication No.: not a PCT application
- Priority: 2008/04/23 (US 61/047,203)

5. Seafood Physical Characteristic Estimation System and Method (Our Ref: 78648-21)

*Canadian patent application CA 2,644,200

- Owner: Borrower jointly with Timothy A. Burke, Peter H. Gregson, Gleb J. Sekretta, Stephen J.F. Hankinson (assignment(s) not filed at Canadian Patent Office)
- Abstract: Systems and methods for estimating a physical characteristic of a seafood product are provided. In one system, the estimate is based on a slope defined by a ratio of changes in peak resonant amplitude and frequency of an electromagnetic resonant circuit in loaded and unloaded states. In another system, a first probe of a plurality of probes is driven with a test signal when the plurality of probes is loaded by a seafood product and the estimate is based on received test signals at one or more of the other probes. In another system, the estimate is based on the loading effect of a seafood product on an electromagnetic resonant circuit, which is also used to read an ID from an RFID associated with the seafood product. The systems and methods may be used for individual specimens, or to determine an average estimate for multiple specimens at one time.

- Filing Date: 2008/11/19
- Publication Date: 2009/05/19
- Issue Date: not yet issued
- National Entry: not a PCT application so there is no national entry
- PCT Application No.: not a PCT application
- PCT Publication No.: not a PCT application
- Priority: 2007/11/19 (US 60/988,905)

6. Seafood Physical Characteristic Estimation System and Method (Our Ref: 78648-22)

*US patent 8,150,633 (former application number 12/274,009)

- Owner: Borrower jointly with Timothy A. Burke, Peter H. Gregson, Gleb J. Sekretta, Stephen J.F. Hankinson (assignment(s) not filed at USPTO)
- Abstract: Systems and methods for estimating a physical characteristic of a seafood product are provided. In one system, the estimate is based on a slope defined by a ratio of changes in peak resonant amplitude and frequency of an electromagnetic resonant circuit in loaded and unloaded states. In another system, a first probe of a plurality of probes is driven with a test signal when the plurality of probes is loaded by a seafood product and the estimate is based on received test signals at one or more of the other probes. In another system, the estimate is based on the loading effect of a seafood product on an electromagnetic resonant circuit, which is also used to read an ID from an RFID associated with the seafood product. The systems and methods may be used for individual specimens, or to determine an average estimate for multiple specimens at one time.
- Filing Date: 2008/11/19
- Publication Date: 2009/05/21
- Issue Date: 2012/04/03
- National Entry: not a PCT application so there is no national entry
- PCT Application No.: not a PCT application

- PCT Publication No.: not a PCT application
- Priority: 2007/11/19 (US 60/988,905)

7. Seafood Physical Characteristic Estimation System and Method (Our Ref: 78648-22D)

*US patent application 13/348,237; Divisional of US patent application 12/274,009

- Owner: Borrower jointly with Timothy A. Burke, Peter H. Gregson, Gleb J. Sekretta, Stephen J.F. Hankinson (assignment(s) not filed at USPTO)
- Abstract: Systems and methods for estimating a physical characteristic of a seafood product are provided. In one system, the estimate is based on a slope defined by a ratio of changes in peak resonant amplitude and frequency of an electromagnetic resonant circuit in loaded and unloaded states. In another system, a first probe of a plurality of probes is driven with a test signal when the plurality of probes is loaded by a seafood product and the estimate is based on received test signals at one or more of the other probes. In another system, the estimate is based on the loading effect of a seafood product on an electromagnetic resonant circuit, which is also used to read an ID from an RFID associated with the seafood product. The systems and methods may be used for individual specimens, or to determine an average estimate for multiple specimens at one time.
- Filing Date: 2012/01/11
- Publication Date: 2012/05/03
- Issue Date: not yet issued
- National Entry: not a PCT application so there is no national entry
- PCT Application No.: not a PCT application
- PCT Publication No.: not a PCT application
- Priority: 2007/11/19 (US 60/988,905)

8. Mollusc Processing Apparatus and Related Methods (Our Ref: 78648-32)

*International (PCT) patent application PCT/CA2010/001696

- Owner: Borrower
- Abstract: Mollusc processing apparatus and related methods are disclosed. Molluscs are held in holders by one of their shells, illustratively the bottom shells, and are moved between a series of processing stations. At a shell cut station, an opening is cut into one or both of the shells of each mollusc. The next processing station includes a cutting blade to cut the adductor muscle and viscera of each mollusc away from its non-held shell, illustratively the top shell, and a shell detach mechanism to detach the non-held shell from the held shell. One or multiple air blasts are directed toward the viscera to loosen it from the held shell, and at a vacuum station the loosened viscera is pulled from the held shell. A second muscle cut station includes another cutting blade to cut the adductor muscle from the held shell.
- Filing Date: 2010/10/27
- Publication Date: 2011/05/05
- Issue Date: not applicable
- PCT Application No.: PCT/CA2010/001696
- PCT Publication No.: WO 2011/050462
- Priority: October 28, 2009 (US 61/255,512); November 30, 2009 (US 61/265,056), January 15, 2010 (US 61/295,427); May 17, 2010 (US 61/345,297)

Related National Phase Entry Applications based on PCT/CA2010/001696:

*Canadian patent application (serial number not yet provided) – 78648-39

- National Phase Entry Date: 2012/04/23
- Publication/Laid Open Date: 2011/05/05 (international publication date)
- Issue Date: not yet issued

*United States patent application (serial number not yet provided) – 78648-40

- National Phase Entry Date: 2012/04/26

- Publication Date: not yet published
- Issue Date: not yet issued

* Japanese patent application (serial number not yet provided) – 78648-41

- National Phase Entry Date: 2012/04/27
- Publication Date: not yet published
- Issue Date: not yet issued

* Chinese patent application (serial number not yet provided) – 78648-42

- National Phase Entry Date: not yet filed – translation of specification to be filed by June 28, 2012
- Publication Date: not yet published
- Issue Date: not yet issued

* Peruvian patent application (serial number not yet provided) – 78648-43

- National Phase Entry Date: 2012/04/26
- Publication Date: not yet published
- Issue Date: not yet issued

* Chilean patent application (serial number not yet provided) – 78648-44

- National Phase Entry Date: 2012/04/27
- Publication Date: not yet published
- Issue Date: not yet issued

* Mexican patent application (serial number not yet provided) – 78648-45

- National Phase Entry Date: 2012/04/27
- Publication Date: not yet published

- Issue Date: not yet issued

*European patent application 10825893.0 - 78648-46

- National Phase Entry Date: not yet filed – 31-month filing due May 28, 2012
- Publication Date: not yet published
- Issue Date: not yet issued

*Australia patent application (serial number not yet provided) – 78648-47

- National Phase Entry Date: 2012/04/20
- Publication Date: not yet published
- Issue Date: not yet issued

9. Shrink-Wrap Labelling of Crustacean Claws (Our Ref: 78648)

*International (PCT) patent application PCT/CA2011/050778

- Owner: Borrower
- Abstract: A labelling system includes a dispensing apparatus to present respective cut and opened sleeves of shrink-wrap label stock material for insertion of claws of crustaceans, and a heating apparatus to apply heat to the sleeves to shrink the sleeves around the claws. A related method includes inserting a claw of a crustacean into a sleeve of shrink-wrap label stock material, and applying heat to the sleeve to shrink the sleeve around the claw. Another method involves providing a dispensing apparatus to present respective cut and opened sleeves of shrink-wrap label stock material to receive claws of crustaceans, and providing a heating apparatus to apply heat to the sleeves to shrink the sleeves around the claws. A seafood product may include a crustacean having a claw, the claw carrying a shrink-wrap label.
- Filing Date:-2011/12/16
- Publication Date: not yet published
- Issue Date: not applicable
- National Entry: due by June 17, 2013

- PCT Application No.: PCT/CA2011/050778
- PCT Publication No.: not yet published
- Priority: December 17, 2010 (US 61/424296)

Trademarks:

See attached for a list of Trademarks, all of which are owned by the Borrower.

Case Ref.	Title	Country	Application No.	Registration No.	Due Date	Due Date Description
06218925-01	HIGHLAND HARVEST	Canada	566,685	333,940	11/6/2017	Renewal Deadline
06218925-01	HIGHLAND HARVEST	Canada	566,685	333,940	11/6/2017	Renewal Deadline
06668398US	HARDSHELL FRESH	U.S.A.	74/222,316	1,780,927	7/6/2013	Renewal Deadline
06669711NZ	CLEARWATER & Design	New Zealand	271956	271956	1/24/2014	Renewal Deadline
06669856US	PICK O'SEA	U.S.A.	74/412,254	1,831,479	4/19/2014	Renewal Deadline
06670828NZ	CLEARWATER & Design	New Zealand	272979	272979	2/20/2014	Renewal Deadline
06673515HK	CLEARWATER & Design	Hong Kong	97/03753	1999B13390AA	3/20/2014	Renewal Deadline
06674413JP	CLEARWATER LOGO	Japan	3-68642	2677271	6/29/2014	Renewal Deadline
06676726CN	CLEARWATER & Design	China	4712415		6/8/2012	Check Status of Application
06676726CN1	CLEARWATER & Design	China	4712494	4712494	3/6/2018	Renewal Deadline
06676772TW	CLEARWATER & Design	Taiwan	84-32172	00722781	6/16/2016	Renewal Deadline
06676773KR	CLEARWATER DESIGN	Republic of Korea	40-2005-27924	679065	9/20/2016	Renewal Deadline
06681912CTM	CLEARWATER & DESIGN	Community Trade Mark	005 646 831	5 646 831	12/10/2012	Mark Must Be Used
06681912CTM	CLEARWATER & DESIGN	Community Trade Mark	005 646 831	5 646 831	1/26/2017	Renewal Deadline

Case Ref.	Title	Country	Application No.	Registration No.	Due Date	Due Date Description
06683104TW	CLEARWATER & Design	Taiwan	84-32174	00723000	6/16/2016	Renewal Deadline
06683112FR	CLEARWATER LOGO	France	290,455	1670320	6/10/2021	Renewal Deadline
06683114BX	CLEARWATER Logo	Benelux	764317	501532	5/28/2021	Renewal Deadline
06684273GB	CLEARWATER LOGO	United Kingdom	1374593	1374593	2/25/2016	Renewal Deadline
06684958GB	HARDSHELL FRESH	United Kingdom	B1479124	B1479124	10/10/2021	Renewal Deadline
06685505US	CLEARWATER	U.S.A.	73/705,688	1,519,023	1/3/2019	Renewal Deadline
06685506US	CLEARWATER LOGO	U.S.A.	73/713,310	1,553,871	8/29/2019	Renewal Deadline
06692108AE	CLEARWATER	United Arab Emirates	125896	158746	2/15/2019	Renewal Deadline
06693934CA	NOVA SCOTIA PRIME LOBSTER & DESIGN	Canada	1,442,758	792,958	3/15/2026	Renewal Deadline
06693934CTM	NOVA SCOTIA PRIME LOBSTER & Design	Community Trade Mark	008452963	008452963	7/6/2019	Renewal Deadline
06698404AE	CLEARWATER & Design	United Arab Emirates	147577	159579	9/29/2020	Renewal Deadline
06698924CA	PICK O'SEA Design	Canada	1,502,953		11/8/2013	Registration Fee/Declaration of Use Deadline

Case Ref.	Title	Country	Application No.	Registration No.	Due Date	Due Date Description
06698924US	PICK O'SEA Design	U.S.A.	85/183,811		4/25/2012	Suspended pending registration of Canadian application
06699670CN	CLEARWATER & Design	China	8966982		6/20/2012	Check Status of Application
R1831479	PICK O'SEA	U.S.A.	74/412,254	1,831,479	4/19/2014	Renewal Deadline
R19343	"PICK O' SEA"	Canada	182,176	UCA19343	02/15/2018	Renewal Deadline
R19343	"PICK O' SEA"	Canada	182,176	UCA19343	2/15/2018	Renewal Deadline
R318401	PICK O' SEA	Canada	541,471	318,401	9/12/2016	Renewal Deadline
R376633	CLEARWATER & Design	Canada	601,254	376,633	12/7/2020	Renewal Deadline
R377958	CLEARWATER	Canada	620,723	377,958	1/11/2021	Renewal Deadline
R432632	HARDSHELL FRESH	Canada	682,703	432,632	9/2/2024	Renewal Deadline
R529613	BEI GEE BEI in Chinese Characters Design	Canada	872,702	529,613	6/21/2015	Renewal Deadline
R570373	SCALLOP SENSATIONS	Canada	869,077	570,373	11/6/2017	Renewal Deadline
T6721869-76	HARDSHELL FRESH	France	313218	1,740,620	10/10/2021	Renewal Deadline

Case Ref.	Title	Country	Application No.	Registration No.	Due Date	Due Date Description
T6721871-76	HARDSHELL FRESH	Benelux	770338	504,500	10/10/2021	Renewal Deadline