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5/14/2010 3:04:52 AM

PAGE

4/013

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TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

05/07/2010
900161673

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	Assignment of Security Interests
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Seafoods Group LLC		05/07/2010	LIMITED LIABILITY COMPANY; DELAWARE

RECEIVING PARTY DATA	
Name:	Bank of America, N.A.
Street Address:	101 North Tryon Street
Internal Address:	NC-001-15-04
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	a national banking association: United States

PROPERTY NUMBERS Total: 42

Property Type	Number	Word Mark
Registration Number:	2880708	CORN DOG PUFFS
Registration Number:	605559	FRIONOR
Registration Number:	878333	"TAIL-R-CUT"
Registration Number:	1304001	"TENDER CRISP"
Registration Number:	1459404	BUNCH O' CRUNCH
Registration Number:	1553065	
Registration Number:	1597664	FRIONOR FISHFRIES
Registration Number:	3313526	OCEAN CUTS
Registration Number:	677424	VISCOUNT BRAND
Registration Number:	2246731	BATTER'N BREW
Registration Number:	2519116	OCEAN CUTS FRIONOR
Registration Number:	2401820	OVEN CRISPY
Registration Number:	2805047	ARCTIC CAPE

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USPTO

5/14/2010 3:04:52 AM

PAGE 5/013

Fax Server

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Registration Number:	2802567	NORTH CAPE
Registration Number:	3419982	FROM THE COLDEST WATERS ... COME THE HOTTEST IDEAS
Registration Number:	2586771	CULINARY SUPPORT PROGRAM
Registration Number:	2336809	BAYSIDE BISTRO
Registration Number:	1633317	PRIDE OF THE SEA
Registration Number:	1828151	AMERICAN SEAFOODS-PRIDE OF THE SEA
Registration Number:	2103050	AMERICAN SEAFOODS COMPANY
Registration Number:	1193712	ARCTIC FRESH
Registration Number:	2448365	A
Registration Number:	3140286	CHEDDAR TREASURES
Registration Number:	3140267	DIP SEA DOOZ
Registration Number:	2863674	AMERICAN PRIDE
Registration Number:	3086291	SHANKLETS
Registration Number:	3124868	BIG SKILLET
Registration Number:	3128067	CAPTAIN'S COLOSSAL
Registration Number:	1685846	FARM RAISED CATFISH AMERICA'S FIRST CHOICE
Registration Number:	1633319	PRIDE OF THE SEA
Registration Number:	3390195	SEASWIRLS
Registration Number:	3539048	AMERICAN FRESH BRAND
Registration Number:	3541550	HEARTHSIDE CLASSICS
Registration Number:	3818933	AMERICAN PRIDE SEAFOODS
Registration Number:	3723602	CHEF'S SPECIAL COLLECTION
Registration Number:	3744021	ARCTIC CAPE
Serial Number:	77682205	SIMPLY GOOD SEAFOOD
Serial Number:	77725823	CAPE COD STYLE
Serial Number:	77988114	PACIFIC LONGLINE COMPANY LLC W S E
Serial Number:	77806935	MARINER'S SELECT
Serial Number:	77886017	PANK-O-LICIOUS
Serial Number:	77898069	HEART OF THE OCEAN

CORRESPONDENCE DATA

Fax Number: (704)350-7800

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 704.350.7738

Email: bsmith@winston.com

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USPTO

5/14/2010 3:04:52 AM

PAGE 6/013

Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

Correspondent Name: Betty G. Smith	
Address Line 1: Winston & Strawn LLP, 214 N. Tryon St.	
Address Line 2: 22nd Floor	
Address Line 4: Charlotte, NORTH CAROLINA 28202	
ATTORNEY DOCKET NUMBER:	3165.07020
NAME OF SUBMITTER:	Betty G. Smith
Signature:	/Betty G. Smith/
Date:	05/07/2010
Total Attachments: 7 source=Trademarks- American Seafoods Group LLC_00000001#page1.tif source=Trademarks- American Seafoods Group LLC_00000001#page2.tif source=Trademarks- American Seafoods Group LLC_00000001#page3.tif source=Trademarks- American Seafoods Group LLC_00000001#page4.tif source=Trademarks- American Seafoods Group LLC_00000001#page5.tif source=Trademarks- American Seafoods Group LLC_00000001#page6.tif source=Trademarks- American Seafoods Group LLC_00000001#page7.tif	

USPTO

5/14/2010 3:04:52 AM PAGE 7/013 Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

**ASSIGNMENT OF SECURITY INTERESTS
IN PATENTS AND TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, AMERICAN SEAFOODS GROUP LLC, a Delaware limited liability company (the "Assignor"), having its chief executive office at Market Place Tower, 2025 First Avenue, Suite 900, Seattle, WA 98121, hereby assigns and grants to Bank of America, N.A., as Collateral Agent, (the "Assignee"), with offices at NC-001-15-04, 101 North Tryon Street, Charlotte, NC 28255, a security interest in all of the Assignor's right, title and interest in, to and under the following (all of the following items or types of property being herein collectively referred to as the "Patent and Trademark Collateral"), whether presently existing or hereafter arising or acquired:

(i) each United States patent and patent application, including each Patent and Patent Application referred to on Schedule A hereto;

(ii) each Patent License;

(iii) each United States trademark, trademark registration and trademark application, and all of the goodwill of the business connected with the use of, and symbolized by, each trademark, trademark registration and trademark application, including each Trademark, Trademark Registration and Trademark Application referred to in Schedule B hereto;

(iv) each Trademark License, whether registered or not, including each Trademark License referred to in Schedule B hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each Trademark; and

(v) all products and proceeds of the foregoing, including any claim by the Assignor against third parties for past, present or future infringement of any Patent, or past, present or future infringement or dilution of any Trademark or Trademark registration, including any Patent or Trademark listed on Schedule A or B hereto, or under any Patent or Trademark licensed under any Patent License or Trademark License, including any such License listed on Schedule A or B hereto, or for injury to the goodwill associated with any Trademark, Trademark registration or Trademark License.

THIS ASSIGNMENT is granted in conjunction with the security interest granted to the Assignee pursuant to the Third Amended and Restated Security Agreement among the Assignor, the Assignee and certain other parties dated as of May 7, 2010, as amended, supplemented or modified from time to time (the "Security Agreement"). The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

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USPTO

5/14/2010 3:04:52 AM

PAGE 8/013

Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

7 IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day of May, 2010.

AMERICAN SEAFOODS GROUP LLC, as

Assignor

[Handwritten Signature]

By: _____

Name: Brad Bodenman

Title: Chief Financial Officer

BANK OF AMERICA, N.A., as Collateral Agent,

as Assignee

By: _____

Name:

Title:

STATE OF Washington

County OF King

The foregoing instrument was acknowledged before me this 7th day of May, 2010 by Brad Bodenman as Chief Financial Officer of AMERICAN SEAFOODS GROUP LLC, a Delaware limited liability company, on behalf of AMERICAN SEAFOODS GROUP LLC.

My commission expires:

Notarial Seal



Heather K. Silber
Notary Public

[Assignment of Security Interests in Patents and Trademarks - ASG]

USPTO

5/14/2010 3:04:52 AM

PAGE 9/013

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TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

7 IN WITNESS WHEREOF, the undersigned have executed this Assignment as of the day of May, 2010.

AMERICAN SEAFOODS GROUP LLC, as Assignor

By: _____
Name: Brad Bodenman
Title: Chief Financial Officer

BANK OF AMERICA, N.A., as Collateral Agent, as Assignee

By:  _____
Name: Charles Graber
Title: Vice President

STATE OF _____

_____ OF _____

The foregoing instrument was acknowledged before me this ____ day of May, 2010 by Brad Bodenman as Chief Financial Officer of AMERICAN SEAFOODS GROUP LLC, a Delaware limited liability company, on behalf of AMERICAN SEAFOODS GROUP LLC.

My commission expires:

Notarial Seal

Notary Public

USPTO

5/14/2010 3:04:52 AM PAGE 10/013 Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

**SCHEDULE A
TO
PATENT AND TRADEMARK ASSIGNMENT**

PATENTS AND PATENT APPLICATIONS

None.

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**TRADEMARK
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USPTO

5/14/2010 3:04:52 AM

PAGE 11/013

Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

**SCHEDULE B
TO
PATENT AND TRADEMARK ASSIGNMENT**

TRADEMARKS AND TRADEMARK APPLICATIONS

MARK	APPLICATION NUMBER	REGISTRATION NUMBER
CORN DOG PUFFS	78/171556	2980708
FRIONOR (Stylized)	71/666509	605559
TAIL-R-CUT (Stylized)	72/307640	878333
TENDER CRISP	73/430497	1304001
BUNCH O' CRUNCH	73/643431	1459404
FISH (Miscellaneous Design)	73/763035	1553065
FRIONOR FISHFRIES (& Design)	73/832194	1597664
OCEAN CUTS	78/526603	3313526
VISCOUNT BRAND (& Design)	72/044813	677424
BATTER 'N BREW	75/416860	2246731
OCEAN CUTS FRIONOR (& Design)	75/732782	2519116
OVEN CRISPY	75/774452	2401820
ARCTIC CAPE	78/222558	2805047
NORTH CAPE	78/224491	2802567
FROM THE COLDEST WATERS COME THE HOTTEST IDEAS	78/639392	3419982
CULINARY SUPPORT PROGRAM	75/942577	2586771
BAYSIDE BISTRO	75/620882	2336809
PRIDE OF THE SEA (& Design)	73/839604	1633317
AMERICAN SEAFOODS PRIDE OF THE SEA (& Design)	74/048188	1626151
AMERICAN SEAFOODS COMPANY	75/143151	2103050
ARCTIC FRESH	73/238809	1193712
WAVY A (Miscellaneous Design)	76/019150	2446365

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**TRADEMARK
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USPTO

5/14/2010 3:04:52 AM

PAGE 12/013

Fax Server

TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

**SCHEDULE B
TO
PATENT AND TRADEMARK ASSIGNMENT**

MARK	APPLICATION NUMBER	REGISTRATION NUMBER
CHEDDAR TREASURES	78/519473	3140266
DIP SEA DOOZ	78/519490	3140267
AMERICAN PRIDE	78/179888	2863674
SHANKLETS	78/372874	3086291
BIG SKILLET	78/578478	3124868
CAPTAIN'S COLOSSAL	78/578466	3128067
FARM RAISED CATFISH AMERICA'S FIRST CHOICE (& Design)	74/062388	1685846
PRIDE OF THE SEA (BLOCK)	74/030254	1633319
SEASWIRLS	78/937509	3390195
AMERICAN FRESH BRAND	77/195395	3,539,048
HEARTHESIDE CLASSICS	77/366580	3,541,550
AMERICAN PRIDE SEAFOODS & COLOR DESIGN (design plus characters)	77/576356	3,618,933
CHEF'S SPECIAL COLLECTION & Design	77/633758	3,723,602
SIMPLY GOOD SEAFOOD	77/682205	Application pending; no registration number assigned at this time
CAPE COD STYLE	77/725823	Application pending; no registration number assigned at this time
PACIFIC LONGLINE COMPANY LLC W S E & Design	77/968114	Application pending; no registration number assigned at this time

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**TRADEMARK
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USPTO

5/14/2010 3:04:52 AM

PAGE 13/013

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TO: BETTY G. SMITH COMPANY: WINSTON & STRAWN LLP, 214 N. TRYON ST.

**SCHEDULE B
TO
PATENT AND TRADEMARK ASSIGNMENT**

MARK	APPLICATION NUMBER	REGISTRATION NUMBER
MARINER'S SELECT	77/806935	Application pending; no registration number assigned at this time
PANK-O-LICIOUS	77/866017	Application pending; no registration number assigned at this time
HEART OF THE OCEAN	77/898069	Application pending; no registration number assigned at this time
ARCTIC CAPE (stylized w/design)	77/710375	3,744,021

TRADEMARK LICENSES

- (a) Trademark License Agreement, dated January 28, 2000, between Norway Seafoods ASA and American Seafoods Consolidated LLC
- (b) Trademark License Agreement, dated December 10, 1999, between Norway Seafoods ASA and American Seafoods Group LLC

CHL:34762.3