

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	First Amendment to Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ocean Beauty Seafoods, LLC		06/18/2010	LIMITED LIABILITY COMPANY: ALASKA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	55 South Lake Avenue, Suite 900
City:	Pasadena
State/Country:	CALIFORNIA
Postal Code:	91101
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 31

Property Type	Number	Word Mark
Registration Number:	1683898	
Registration Number:	551183	BAY BEAUTY
Registration Number:	2581870	CIRCLE SEA
Registration Number:	541542	COMMANDER
Registration Number:	835187	DEEP SEA
Registration Number:	3391291	DIPAC
Registration Number:	2615196	ECHO FALLS
Registration Number:	1188828	ICY POINT
Registration Number:	3151105	ICY POINT
Registration Number:	1630213	LANDLOCK
Registration Number:	2187319	LASCCO BRAND SINCE 1921 FANCY ORIGINAL GRADE LOS ANGELES SMOKING & CURING CO
Registration Number:	1640652	MAN OF WAR
Registration Number:	1173481	MCGOVERN'S BEST

CH \$790.00 1683898

Registration Number:	1583811	NEPTUNE
Registration Number:	2333893	NEPTUNE
Registration Number:	2338201	OCEAN BEAUTY BRAND
Registration Number:	2354997	OCEAN BEAUTY BRAND
Registration Number:	2351637	OCEAN BEAUTY
Registration Number:	2306299	OCEAN BEAUTY
Registration Number:	1139698	PILLAR ROCK
Registration Number:	568876	PINK BEAUTY
Registration Number:	818355	PIRATE
Registration Number:	1116692	PORT CLYDE
Registration Number:	3106569	THREE STAR
Registration Number:	1716086	RITE BRAND
Registration Number:	2555825	SCANFISH
Registration Number:	1826997	SEA CHOICE
Registration Number:	1659038	SEARCHLIGHT
Registration Number:	3109218	THREE STAR
Registration Number:	551184	SOUND BEAUTY
Serial Number:	77405391	OCEAN BEAUTY · SEAFOODS ·

CORRESPONDENCE DATA

Fax Number: (866)459-2899
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 310-315-8263
Email: john.flynn@federalresearch.com
Correspondent Name: Kirt J. Peterson, Esq.
Address Line 1: 1800 Century Park East, 8th Floor
Address Line 2: McGuireWoods LLP
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER:	456350
NAME OF SUBMITTER:	John Flynn
Signature:	/JF/
Date:	06/30/2010

Total Attachments: 9
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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Ocean Beauty Seafoods LLC

- Individual(s) Association
- General Partnership Limited Partnership
- Corporation- State: _____
- Other Limited Liability Company - Alaska

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 18, 2010

- Assignment Merger
- Security Agreement Change of Name
- Other _____

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, NA

Internal

Address: _____

Street Address: 55 South Lake Avenue, Suite 900

City: Pasadena

State: CA

Country: USA Zip: 91101

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other National Association Citizenship California

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

See attached List.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Kirt J. Peterson, Esq., McGuireWoods LLP

Internal Address: _____

Street Address: 1800 Century Park East, 8th Floor,

City: Los Angeles

State: CA Zip: 90067

Phone Number: (310) 315-8263

Fax Number: (310) 315-8210

Email Address: KJPeterson@mcgulrewoods.com

6. Total number of applications and registrations involved:

32

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$

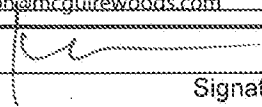
- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:



Signature

Date

6-27-10

Kirt J. Peterson

Name of Person Signing

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

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

4. Application numbers or registration numbers and identification or description of the Trademark.

1,683,898; 551,183; 2,581,870; 541,542; 835,187; 107961; 3,391,291; 2,615,196;
1,188,828; 3,151,105; 1,630,213; 2,187,319; 834,542; 1,640,652; 1,173,481;
1,583,811; 2,333,893; 674,211; 92,509; 2,338,201; 2,354,997; 2,351,637; 2,306,299;
982,052; 2,255,859; 674,212; 1,139,698; 568,876; 818,355; 1,116,692; 3,106,569;
1,716,086; 2,555,825; 1,826,997; 1,659,038; 3,109,218; 551,184; 674,210;
824,940;77/405,391

FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT

This FIRST AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "**Amendment**") dated as of June 18, 2010 is delivered pursuant to that certain Trademark Security Agreement dated as of July 2, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "**Trademark Agreement**"), among OCEAN BEAUTY SEAFOODS LLC ("**Debtor**"), and BANK OF AMERICA, N.A., as agent for the Secured Parties ("**Agent**"), recorded on August 14, 2007 as Reel/Frame 003600/0521 with the U.S. Trademark Office.

RECITALS:

WHEREAS, Debtor is indebted to Agent and the Secured Parties pursuant to that certain Amended and Restated Loan and Security Agreement dated as of June 18, 2010 (as amended, restated, or otherwise modified from time to time, the "**Loan Agreement**"); and

WHEREAS, Debtor has provided Agent with notice that Debtor has obtained additional Trademarks;

NOW, THEREFORE, for valuable consideration hereby acknowledged, the parties agree as follows:

Schedule I of the Trademark Agreement is hereby as the date hereof amended and restated in its entirety as set forth on the schedules attached hereto; provided, that no such amendment or restatement shall release or be deemed to release any security interest in any present or future Trademark granted to Agent and the Secured Parties as collateral pursuant to the Trademark Agreement.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Amendment as of the date first written above.

AGENT:

BANK OF AMERICA, N.A., as Agent

By: T. Eggefsen
Name:
Title: Senior Vice President

Agreed:

DEBTOR:

OCEAN BEAUTY SEAFOODS LLC

By: _____
Name:
Title:

Signature page to First Amendment to Trademark Security Agreement

V11689191

IN WITNESS WHEREOF, the undersigned has duly executed this Amendment as of the date first written above.

AGENT:

BANK OF AMERICA, N.A., as Agent

By: _____

Name:

Title: Senior Vice President

Agreed:

DEBTOR:

OCEAN BEAUTY SEAFOODS LLC

By: Tony Ross

Name: Tony Ross

Title: Secretary

Signature page to First Amendment to Trademark Security Agreement

V11689191

TRADEMARK
REEL: 004234 FRAME: 0891

SCHEDULE I
to
TRADEMARK SECURITY AGREEMENT

(see attached)

Schedule I

\\BABC/Ocean Beauty: First Amendment to Trademark Security Agreement #11689191 (v.1).doc

TRADEMARK
REEL: 004234 FRAME: 0892

Ocean Beauty Trademark Status Report

Mark	Status	App. Serial Number	Reg. Number	Date Reg.	Country or State	Class	Comments
(Admiral Design)	Registered	74/164,461	1,683,898	4/21/1992	US	29	
BAY BEAUTY (words, letters, and/or numbers in stylized form)	Registered	71/552,822	551,183	11/27/1951	US	29	
CIRCLE SEA (typed drawing)	Registered	76/272,798	2,581,870	6/18/2002	US	29	
COMMANDER (typed drawing)	Registered	71/594,945	541,542	4/24/1951	US	29	
DEEP SEA (typed drawing)	Registered	72/243,203	835,187	9/12/1967	US	29	
DIPAC (with Fish/Circle Design)	Registered	M200722425	107961	6/10/2009	Ukraine		
DIPAC (design plus words, letters, and/or numbers)	Registered	77/208,783	3,391,291	3/4/2008	US	29	
ECHO FALLS (typed drawing)	Registered	76/337,588	2,615,196	9/3/2002	US	29	
ICY POINT (typed drawing)	Registered	73/254,691	1,188,828	2/2/1982	US	29	
ICY POINT (standard characters)	Registered	78/777,287	3,151,105	10/3/2006	US	29	
LANDLOCK (design plus words, letters, and/or numbers)	Registered	74/043,725	1,630,213	1/1/1991	US	29	
LASCCO BRAND SINCE 1921 FANCY ORIGINAL GRADE LOS ANGELES SMOKING & CURING CO (design plus words, letters, and/or numbers)	Registered	75/258,171	2,187,319	9/8/1998	US	30	
LASCCO	Registered	443,511	834,542	5/31/2004	Mexico		
MAN OF WAR (typed drawing)	Registered	74/066,133	1,640,652	4/9/1991	US	29	
MCGOVERN'S BEST (design plus words, letters, and/or numbers)	Registered	73/278,504	1,173,481	10/13/1981	US	29	

Ocean Beauty Trademark Status Report

NEPTUNE (typed drawing)	Registered	73/811,708	1,583,811	2/20/1990	US	29	(Plan to abandon)
NEPTUNE (word)	Registered	75/978,746	2,333,893	3/21/2000	US	29	
OCEAN BEAUTY (standard characters)	Registered	443,514	674,211	9/29/2000	Mexico		
OCEAN BEAUTY (with Design)	Registered		92,509	7/7/1990	California		(Plan to abandon)
OCEAN BEAUTY BRAND (design plus words, letters, and/or numbers)	Registered	75/663,481	2,338,201	4/4/2000	US	29	
OCEAN BEAUTY BRAND (design plus words, letters, and/or numbers)	Registered	75/663,482	2,354,997	6/6/2000	US	40 & 42	(Plan to abandon)
OCEAN BEAUTY (typed drawing)	Registered	75/663,480	2,351,637	5/23/2000	US	40 & 42	
OCEAN BEAUTY (typed drawing)	Registered	75/663,497	2,306,299	1/4/2000	US	29	
OCEAN BEAUTY (w/ mermaid design)	Registered	89,072,340	982,052	1/16/2002	Taiwan		
OCEAN BEAUTY (w/ Mermaid Design)	Registered	2,255,859	2,255,859	9/14/2001	United Kingdom		
OCEAN BONITA	Registered	443515	674,212	9/29/2000	Mexico		
PILLAR ROCK (typed drawing)	Registered	73/189,790	1,139,698	9/16/1980	US	29	
PINK BEAUTY (typed drawing)	Registered	71/625,686	568,876	1/6/1953	US	29	
PIRATE (typed drawing)	Registered	72/213,173	818,355	11/8/1966	US	29	
PORT CLYDE (typed drawing)	Registered	73/169,374	1,116,692	4/17/1979	US	29	
THREE STAR (stylized and/or fish design)	Registered	78/659,871	3,106,569	6/20/2006	US	29	
RITE BRAND (design plus words, letters, and/or numbers)	Registered	74/133,938	1,716,086	9/15/1992	US	29	
SCANFISH (typed drawing)	Registered	76/272,508	2,555,825	4/2/2002	US	29	
SEA CHOICE (typed drawing)	Registered	74/051,922	1,826,997	3/15/1994	US	29	

Ocean Beauty Trademark Status Report

SEARCHLIGHT (typed drawing)	Registered	74/103,553	1,659,038	10/1/1991	US	29	
THREE STAR (design plus words, letters, and/or numbers)	Registered	78/660,873	3,109,218	6/27/2006	US	29	
SOUND BEAUTY (words, letters, and/or numbers in stylized form)	Registered	71/552,824	551,184	11/27/1951	US	29	
THREE STAR	Registered	443,513	674,210	9/29/2000	Mexico		
THREE STAR (w/ fish design)	Registered	635,029	824,940	3/15/2004	Mexico		
OCEAN BEAUTY SEAFOODS (stylized and/or with design)	Allowed	77/405,391			US	29, 35 & 40	(Not Registered) (Allowed and pending. This is an intent-to-use application.)