

MED 7-16-99

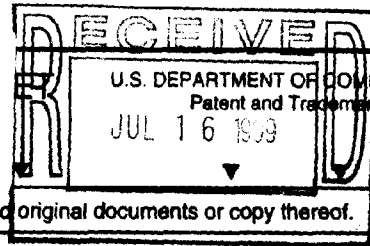
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

American Gem Seafoods, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: October 28, 1998

2. Name and address of receiving party(ies)

Name: HSBC Business Loans, Inc.

Internal Address:

Street Address: 45 Milk Street

City: Boston State: MA ZIP: 02109

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Delaware
- 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 patent number(s):

A. Trademark Application No.(s)

See attached

B. Trademark Registration No.(s)

See Attached

Additional numbers attached?  Yes  No

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

Name: Ethan M. Flaherty

Internal Address: Nixon Peabody LLP

Street Address: 101 Federal Street

City: Boston State: MA ZIP: 02110

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 3.41).....\$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

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40.00 OP  
150.00 OP

Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ethan M. Flaherty

Name of Person Signing

*Ethan M. Flaherty*  
Signature

July 16, 1999

Date

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

6

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

Additional Name and Address of Receiving Party

Marine Midland Bank n/k/a HSBC Bank USA  
One Marine Midland Center  
Buffalo, NY 14203

## MARKS AGREEMENT

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, American Gem Seafoods, Inc., a Texas corporation with a place of business at 49 Hassey Street, New Bedford, Massachusetts 02740 and 8122 Datapoint Drive, Suite 900, San Antonio, Texas 78229 (the "Grantor") hereby grants to HSBC Business Loans, Inc. (the "Lender"), for itself and for the benefit of Marine Midland Bank, with a place of business at 45 Milk Street, 3rd Floor, Boston, Massachusetts 02109, a continuing security interest in and to all of the rights, title and interest of the Grantor in and to the (i) trademarks, service marks, trademark registrations, service mark registrations, trade names, collective marks and certification marks and trademark and service mark applications, and trade dress, including logos and/or designs, in connection with any of the foregoing including, without limitation, those listed on Schedule A hereto, (ii) all renewals of any of the foregoing, (iii) all income, royalties, damages and payments now or hereafter due and/or payable under any of the foregoing or with respect to any of the foregoing, including without limitation, damages or payments for past or future infringements of any of the foregoing, (iv) the right to sue for past, present and future infringements of any of the foregoing, (v) all rights corresponding to any of the foregoing throughout the world, and (vi) the goodwill of the Debtor's business connected with and symbolized by any of the foregoing (collectively, the "Marks").

The Grantor hereby irrevocably constitutes and appoints the Lender and any officer or agent thereof, with full power of substitution, as its true and lawful attorney-in-fact with full power and authority in the name of the Grantor or in its own name, from time to time, in the Lender's discretion, so long as a Default or an Event of Default shall have occurred and be continuing, to take with respect to the Marks any and all appropriate action which the Grantor might take with respect to the Marks and to execute any and all documents and instruments which may be necessary or desirable to carry out the terms of this Marks Agreement.


Except to the extent permitted in the Agreement or the Credit Agreement, the Grantor agrees not to sell, license, exchange, assign or otherwise transfer or dispose of, or grant any rights with respect to, or mortgage or otherwise encumber, any of the Marks.

This Marks Agreement is made pursuant to, and to further secure the satisfactory performance of all of the Secured Obligations as such term is defined in, that certain Agreement (Intellectual Property) dated as of the date hereof by and between the Grantor and the Lender, as the same may from time to time be amended and in effect (the "Agreement"). The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Lender with respect to the security interest in the Marks granted hereby are more fully set forth in the Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

1998. IN WITNESS WHEREOF, the Grantor has executed this instrument under seal as of October 21,

GRANTOR:

AMERICAN GEM SEAFOODS, INC.

By:   
Title: VP. Finance

# SCHEDULE "A"

<u>Mark</u>	<u>Registration/ Serial No.</u>	<u>Registration/ File Date</u>	<u>Expiration Date</u>	<u>Goods/ Services</u>	<u>County/State</u>
Atlantic Pearl Brand	1,830,456	April 12, 1994		Int'l Class 29	
Atlantic Pearl	1,828,439	March 29, 1994		Int'l Class 29	
Ocean Gem Brand	1,828,438	March 29, 1994		Int'l Class 29	
Ocean Gem	1,827,596	March 22, 1994		Int'l Class 29	
Scallop Gems (pending)	75/506082 75/506083	June 22, 1998 June 22, 1998		Int'l Class 42 Int'l Class 29	
American Gem Seafood (pending)	75/472530	April 22, 1998		Int'l Class 29	
Bayou Gem (pending)	75/393809	August 4, 1998 (publication date)		Int'l Class 29	