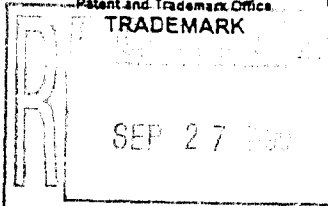


09-29-1999



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK



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9-27-99

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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger Effective Date
Month Day Year

- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name Orleans Sea Food Company

Execution Date
Month Day Year
12 29 1998

Formerly _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____

Citizenship/State of Incorporation/Organization Delaware

Receiving Party

Mark if additional names of receiving parties attached

Name Bumble Bee Seafoods, Inc.

DBA/AKATA _____

Composed of _____

Address (line 1) 1633 Littelton Road

Address (line 2) _____

Address (line 3) Parsippany
City

New Jersey
State/Country

07054
Zip Code

- Individual General Partnership Limited Partnership
- Corporation Association
- Other _____

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization Delaware

09/28/1999 NTHA11 00000333 0686427

FOR OFFICE USE ONLY

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Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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REEL: 001967 FRAME: 0153

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

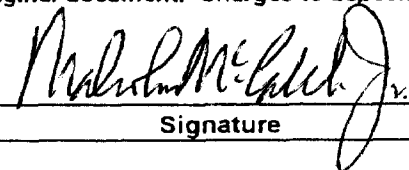
Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Malcolm McCaleb, Jr.

Name of Person Signing



Signature

9/23/99

Date Signed

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ORLEANS SEA FOOD COMPANY", A DELAWARE CORPORATION, WITH AND INTO "BUMBLE BEE SEAFOODS, INC." UNDER THE NAME OF "BUMBLE BEE SEAFOODS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 6 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 1999.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2738974 8100M

981507361

A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

AUTHENTICATION: 9495052

DATE: 12-30-98

TRADEMARK
REEL: 001967 FRAME: 0155

**CERTIFICATE OF MERGER
OF
ORLEANS SEA FOOD COMPANY
INTO
BUMBLE BEE SEAFOODS, INC.**

**(Pursuant to Section 251 of the General Corporation Law
of the State of Delaware)**

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of Delaware,

DOES HEREBY CERTIFY:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

Bumble Bee Seafoods, Inc., a Delaware corporation (the "Corporation"); and

Orleans Sea Food Company, a Delaware corporation.

SECOND: An agreement of merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251 of the General Corporation Law of Delaware.

THIRD: The name of the surviving corporation is Bumble Bee Seafoods, Inc.

FOURTH: The certificate of incorporation of the Corporation shall be the certificate of incorporation of the surviving corporation.

FIFTH: The executed agreement of merger is on file at the principal place of business of the surviving corporation at 1633 Littleton Road, Parsippany, New Jersey 07054.

SIXTH: A copy of the agreement of merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

SEVENTH: This Certificate of Merger shall be effective at 10:00 a.m. Delaware time on January 1, 1999.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be duly executed by an authorized officer on the 29th day of December, 1998.

BUMBLE BEE SEAFOODS, INC.

By: _____

James A. Krause
Vice President

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