

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	12/28/2009		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Kelley-Clarke Seafood, Inc.		12/28/2009	CORPORATION: WASHINGTON
RECEIVING PARTY DATA			
Name:	Icicle Seafoods, Inc.		
Street Address:	4019 - 21st Avenue West		
City:	Seattle		
State/Country:	WASHINGTON		
Postal Code:	98199		
Entity Type:	CORPORATION: ALASKA		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	0427242	BLACK TOP	
Registration Number:	0890586	ZEST	
Registration Number:	1252353	HONEY BOY	
Registration Number:	1918178	SEA FEAST	
Registration Number:	1918179	SEA LIFE	
Registration Number:	2998858		
CORRESPONDENCE DATA			
Fax Number:	(206)224-0779		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	206.682.8100		
Email:	efiling@cojk.com		
Correspondent Name:	Christensen O'Connor Johnson Kindness		
Address Line 1:	1420 5th Avenue, Suite 2800		
Address Line 4:	Seattle, WASHINGTON 98101-2347		

OP \$165.00 0427242

TRADEMARK

900156917

REEL: 004165 FRAME: 0757

ATTORNEY DOCKET NUMBER:	ICIC-5-180
NAME OF SUBMITTER:	Stephanie A. Harvey
Signature:	/Stephanie A. Harvey/
Date:	03/11/2010
<p>Total Attachments: 6 source=KCSE-ICIC Merger 12-28-2009#page1.tif source=KCSE-ICIC Merger 12-28-2009#page2.tif source=KCSE-ICIC Merger 12-28-2009#page3.tif source=KCSE-ICIC Merger 12-28-2009#page4.tif source=KCSE-ICIC Merger 12-28-2009#page5.tif source=KCSE-ICIC Merger 12-28-2009#page6.tif</p>	

**ARTICLES OF MERGER
OF
ICICLE SEAFOODS, INC.**

Pursuant to AS 10.06.554 and 10.06.556, the undersigned corporation executes these Articles of Merger for the purpose of merging Kelley-Clarke Seafood, Inc., a Washington corporation, with and into Icycle Seafoods, Inc., an Alaska corporation.

ARTICLE I

The name of the merging corporation is Kelley-Clarke Seafood, Inc., a Washington corporation.

ARTICLE II

The name of the surviving corporation is Icycle Seafoods, Inc., an Alaska corporation.

ARTICLE III

A copy of the Plan of Merger approved by the directors of Icycle Seafoods, Inc., the surviving corporation, in accordance with AS 10.06.556, is attached as Exhibit A and incorporated herein by this reference.

ARTICLE IV

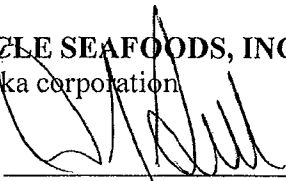
The number of outstanding shares of Kelley-Clarke Seafood, Inc., the merging corporation, as of the date hereof, is One Thousand (1,000) shares of No Par Value Common Stock, all of which are issued in the name of Icycle Seafoods, Inc.

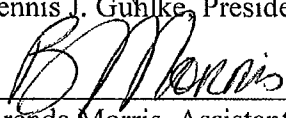
ARTICLE V

A copy of the Plan of Merger was mailed to Icycle Seafoods, Inc., the sole shareholder of Kelley-Clarke Seafood, Inc., on December 28, 2009.

DATED: December 28, 2009.

ICICLE SEAFOODS, INC., an
Alaska corporation

By: 
Dennis J. Gohlke, President and CEO

By: 
Brenda Morris, Assistant Secretary

KELLEY-CLARKE SEAFOOD, INC., a
Washington corporation

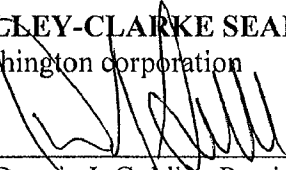
By: 
Dennis J. Gohlke, President and CEO

EXHIBIT A

Agreement and Plan of Merger

**AGREEMENT AND PLAN OF MERGER
OF
ICICLE SEAFOODS, INC.,
an Alaska Corporation
AND
KELLEY-CLARKE SEAFOOD, INC.,
a Washington Corporation**

This Agreement and Plan of Merger is made and entered into this 28th day of December, 2009, by and between ICICLE SEAFOODS, INC., an Alaska corporation, ("Icicle") and KELLEY-CLARKE SEAFOOD, INC., a Washington corporation ("Kelley-Clarke").

RECITALS

A. Icicle is an active corporation organized and existing under the laws of the State of Alaska.

B. Kelley-Clarke is an active corporation organized and existing under the laws of the State of Washington.

C. Kelley Clarke is a wholly-owned subsidiary of Icicle.

D. The Boards of Directors of Icicle and Kelley-Clarke, respectively, deem it advisable for Kelley-Clarke to merge with and into Icicle.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Icicle and Kelley-Clarke hereby agree to the following Agreement and Plan of Merger.

AGREEMENT

1. ***Merger of Corporations.*** Kelley-Clarke shall merge with and into Icicle, as a result of which Icicle shall be the surviving corporation.

2. ***Terms and Conditions of Merger.*** The merger shall be effective as of the date the Articles of Merger are filed with the Secretary of State of Alaska. On the date the merger becomes effective (the "Effective Date"), the separate corporate existence of Kelley-Clarke shall cease, title to all property owned by Kelley-Clarke shall be vested in Icicle without reversion or impairment, and Icicle shall have all liabilities of Kelley-Clarke.

3. ***Manner and Basis of Converting Shares.*** As of the Effective Date of the merger, each outstanding share of Kelley-Clarke shall be cancelled and no shares of stock of Kelley-Clarke shall be outstanding after the Effective Date.

4. **Name.** The name of the surviving corporation shall be "Icicle Seafoods, Inc."
5. **Registered Agent and Office.** The registered office of the surviving corporation shall be 360 K St., Suite 200, Anchorage, Alaska 99501, and the registered agent shall be Dan Quinn.
6. **Articles of Incorporation.** The Articles of Incorporation of Icicle in effect on the Effective Date shall constitute the Articles of Incorporation of the surviving corporation.
7. **Bylaws.** The Bylaws of Icicle, as of the Effective Date shall be the Bylaws of the surviving corporation until the same shall be altered or amended in accordance with the provisions thereof.
8. **Directors.** The directors of Icicle as of the Effective Date shall be the directors of the surviving corporation until their respective successors are duly elected and qualified.
9. **Approval of Merger.** This Agreement and Plan of Merger shall be submitted to the directors of Icicle and Kelley-Clarke for adoption in the manner provided under AS 10.06.556 and RCW 24.03.195, respectively, at a meeting to be held, or by consents to be obtained, at such time as the Boards of Directors of Icicle and Kelley-Clarke shall agree. After all required approvals have been obtained, a copy of this Agreement and Plan of Merger shall be mailed to Icicle, the sole shareholder of record of Kelley-Clarke, and Articles of Merger shall be filed as required under the laws of the State of Alaska.
10. **Counterparts.** This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

[Signature Appear on Next Page]

IN WITNESS WHEREOF, each of the undersigned corporations have adopted this Agreement and Plan of Merger and have caused their respective duly authorized representatives to execute the same in the space provided for their signatures below.

DATED: December 28, 2009.

KELLEY-CLARKE SEAFOOD, INC., a

Washington corporation

By: 

Dennis J. Gohlke, President

ICICLE SEAFOODS, INC., an

Alaska corporation

By: 

Dennis J. Gohlke, President & CEO