

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Icicle Seafoods, Inc.		12/16/2011	CORPORATION: ALASKA

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	1420 Fifth Avenue, 9th Floor
City:	Seattle
State/Country:	WASHINGTON
Postal Code:	98101
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 18

Property Type	Number	Word Mark
Registration Number:	2986512	GO WILD!
Registration Number:	2858864	ARCTIC DRAGON
Registration Number:	2949709	PACIFIC DRAGON
Registration Number:	2998858	
Registration Number:	2267804	ARCTIC STAR
Registration Number:	2312483	PACIFIC SELECT
Registration Number:	2173340	
Registration Number:	1068220	ICICLE
Registration Number:	2322019	ICICLE SEAFOODS, INC.
Registration Number:	2095752	
Registration Number:	0088821	"SHIP AHOY"
Registration Number:	2011755	SHIP AHOY BRAND
Registration Number:	1033170	SHIP AHOY
Registration Number:	1918179	SEA LIFE

OP \$465.00 2986512

Registration Number:	1918178	SEA FEAST
Registration Number:	1252353	HONEY BOY
Registration Number:	0890586	ZEST
Registration Number:	0427242	BLACK TOP

CORRESPONDENCE DATA

Fax Number: (206)359-9000
Phone: 2063598000
Email: pctrademarks@perkinscoie.com
Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.
Correspondent Name: Andrea Sander c/o Perkins Coie LLP
Address Line 1: 1201 Third Avenue, Suite 4800
Address Line 4: Seattle, WASHINGTON 98101

ATTORNEY DOCKET NUMBER:	12187-2313
NAME OF SUBMITTER:	Andrea Sander
Signature:	/Andrea Sander/
Date:	12/16/2011

Total Attachments: 7
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TRADEMARK SECURITY AGREEMENT

Trademark Security Agreement (this "Agreement") dated as of December 16, 2011 by and between ICICLE SEAFOODS, INC., an Alaska corporation (the "Grantor"), having its chief executive office at 4019 21st Avenue West, Seattle, Washington 98199 and U.S. BANK NATIONAL ASSOCIATION, as Administrative Agent (the "Administrative Agent"), with offices at 1420 Fifth Avenue, 9th Floor, Seattle, Washington 98101, for the ratable benefit of the banks and other financial institutions (the "Lenders") from time to time parties to the Credit Agreement of even date herewith (as amended, restated, supplemented or otherwise modified, the "Credit Agreement") by and between Grantor, as the Borrower, Icicle Midco, Inc., as Holdings ("Holdings"), the Lenders and the Administrative Agent.

This Agreement is executed pursuant to the terms of a Collateral Agreement of even date herewith by and among Grantor, Holdings, certain of their respective Subsidiaries and the Administrative Agent (as amended, restated, supplemented or otherwise modified, the "Collateral Agreement"). Capitalized terms used herein but not defined herein shall have the meaning assigned to them in the Collateral Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, the Grantor hereby grants to the Administrative Agent, a continuing security interest in all of the Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter arising or acquired:

- (i) each 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 of the Grantor, including, without limitation, each Trademark, Trademark registration and Trademark application described on Schedule A;
- (ii) each Trademark License, including, without limitation, each Trademark License described on Schedule B;
- (iii) all claims by the Grantor against third parties for (a) past, present or future infringement or dilution of any Trademark or Trademark registration, including, without limitation, any Trademark or Trademark registration described on Schedule A or under any Trademark licensed under any Trademark License, including, without limitation, any Trademark License described on Schedule B, (b) injury to the goodwill associated with any Trademark, Trademark registration or Trademark License or (c) breach or enforcement of any Trademark License; and
- (iv) all products and proceeds of the foregoing.

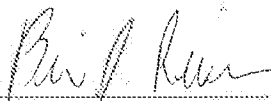
The rights and remedies of the Administrative Agent with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Collateral Agreement, all terms and provisions of which are incorporated herein by reference.

In the event that any provisions of this Agreement are deemed to conflict with the Collateral Agreement, the provisions of the Collateral Agreement shall govern.

[SIGNATURE PAGE FOLLOWS]

Agreed and Accepted as of
the date first set forth above.

U.S. BANK NATIONAL ASSOCIATION, as
Administrative Agent



By: 
Brian J. Heisenauer, Vice President




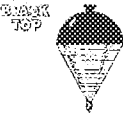
[SIGNATURE PAGE TO TRADEMARK SECURITY AGREEMENT]

TRADEMARK
REEL: 004681 FRAME: 0304

Schedule A to Trademark Security Agreement

Registered Marks – United States
Owner: Icicle Seafoods, Inc.

Mark	Serial No.	App. Date	Status	Class/Goods
	Reg. No.	Reg. Date		
GO WILD!	78391461	2004-03-26	Registered – no 8 & 15 filed yet	29: Seafood
	2986512	2005-08-16		
ARCTIC DRAGON	78166751	2002-09-23	Registered	29: Seafood
	2858864	2004-06-29		
PACIFIC DRAGON	78166748	2002-09-23	Registered	29: Seafood
	2949709	2005-05-10		
	78138073	2002-06-24	Registered	29: Salmon
	2998858	2005-09-20		
ARCTIC STAR	75501368	1998-06-12	Renewed	29: Seafood
	2267804	1999-08-03		
PACIFIC SELECT	75454424	1998-03-23	Renewed	29: Use with Surimi
	2312483	2000-01-25		
	74733325	1995-09-22	Renewed	29: Fish and shellfish
	2173340	1998-07-14		
ICICLE	73002654	1973-10-03	Renewed	29: Frozen crab and frozen fish
	1068220	1977-06-21		

Mark	Serial No.	App. Date	Status	Class/Goods
	Reg. No.	Reg. Date		
 ICICLE SEAFOODS, INC.	74732907	1995-09-22	Renewed	29: Fish and shellfish
	2322019	2000-02-22		
	74732906	1995-09-22	Renewed	29: Fish and shellfish
	2095752	1997-09-09		
SHIP AHOY	71064356	1912-06-24	Renewal due 2012	29: Canned salmon
	88821	1912-10-29		
	74725457	1995-09-05	Renewed	29: Fish and frozen meals consisting primarily of fish
	2011755	1996-10-29		
SHIP AHOY	73044266	1975-02-14	Renewed	29: Canned and frozen fish, and frozen meals comprising raw or pre-cooked fish with or without
	1033170	1976-02-10		
SEA LIFE	74513817	1994-04-18	Renewed	29: Canned fish
	1918179	1995-09-12		
SEA FEAST	74513813	1994-04-18	Renewed	29: Canned fish
	1918178	1995-09-12		
HONEY BOY	73198492	1978-12-29	Renewal due 2013	29: Canned salmon
	1252353	1983-09-27		
ZEST	72336382	1969-08-27	Renewed	29: Canned fish
	890586	1970-05-05		
 CRANK TOP	71486311	1945-07-26	Renewed	29: Canned fish
	427242	1947-02-04		

Schedule B to Trademark Security Agreement

TRADEMARK LICENSES

None.