

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
HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD, as resigning Administrative Agent		05/11/2012	CORPORATION: CAYMAN ISLANDS

RECEIVING PARTY DATA

Name:	THE BANK OF NEW YORK MELLON, as successor to the interest of the Original Agent
Street Address:	600 East Las Colinas Boulevard
Internal Address:	Suite 1300
City:	Irving
State/Country:	TEXAS
Postal Code:	75039
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Registration Number:	1338230	KAPTAIN'S KETCH
Registration Number:	2548199	HOTCHO NACHO
Registration Number:	2701138	KATFISH KITTIES
Registration Number:	2709910	GRABBERS
Registration Number:	2746443	CLAMSTERS
Registration Number:	1915853	LOLLIPOP SHRIMP
Registration Number:	1921064	LOLLIPOP CHICKEN
Registration Number:	2929327	NEON NUGGETS

CORRESPONDENCE DATA

Fax Number: 3102291001  
 Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

CH \$215.00 1338230

Phone: 310-728-3612  
Email: dplucinski@akingump.com  
Correspondent Name: Daniel Plucinski c/o Akin Gump  
Address Line 1: 2029 Century Park East  
Address Line 2: Suite 2400  
Address Line 4: Los Angeles, CALIFORNIA 90067

ATTORNEY DOCKET NUMBER: 688411-0010

NAME OF SUBMITTER: Daniel F. Plucinski

Signature: /s/ Daniel F. Plucinski

Date: 05/14/2012

**Total Attachments: 6**

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ASSIGNMENT OF SECURITY AGREEMENT (TRADEMARKS)

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, **HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.** (“Harbinger”), with an office at 555 Madison Avenue, 16<sup>th</sup> Floor, New York, New York 10022, as resigning administrative agent (in such capacity, the “*Original Agent*”) for the lenders (the “*Lenders*”) party to the Second Lien Term Loan Agreement, dated as of August 14, 2007, among R.A.B. Food Group, LLC, as borrower, the other Loan Parties party thereto, the Lenders and Harbinger, as Administrative Agent, hereby assigns to **THE BANK OF NEW YORK MELLON**, as successor to the interest of the Original Agent, with an office at 600 East Las Colinas Blvd., Suite 1300, Irving, Texas 75039 (in such capacity, the “*Successor Agent*”), all of the Original Agent’s right, title and interest in, to and under that certain Security Agreement (Trademarks), dated as of May 14, 2008 (the “*Agreement*”), executed by **HERB’S SEAFOOD, LLC**, a Delaware limited liability company, with its principal office at 80 Avenue K, Newark, New Jersey 07105 (the “*Grantor*”), in favor of Original Agent, granting a security interest in those trademarks set forth on Schedule A attached hereto and recorded in the United States Patent and Trademark Office on June 24, 2008, Reel/Frame 3802/0098.

The Grantor hereby acknowledges and agrees that after giving effect to this Assignment, the security interests and assignments previously granted by Grantor in favor of Original Agent, in its capacity as administrative agent for the benefit of the Lenders, pursuant to the Agreement shall continue in full force and effect for the benefit of Successor Agent in its capacity as administrative agent for the benefit of the Lenders, and Grantor hereby reaffirms all such security interest grants and assignments and its obligations under the Agreement.

*[Remainder of this page intentionally left blank; signature page follows.]*

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the 11<sup>th</sup> day of May, 2012.

GRANTOR:

**HERB'S SEAFOOD, LLC**

By: 

Name: *Alan Bankir*  
Title: *Co-President and CEO*

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,** as resigning Administrative Agent

By: \_\_\_\_\_

Name:  
Title:

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By: \_\_\_\_\_

Name:  
Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the \_\_\_ day of May, 2012.

GRANTOR:

**HERB'S SEAFOOD, LLC**

By: \_\_\_\_\_

Name:

Title:

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER  
FUND I, LTD.**, as resigning Administrative Agent

By: *Herbinger Capital Partners LLC, its Investment Manager*

By: \_\_\_\_\_

Name:

**Ian Estus**

Title:

Vice President

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By: \_\_\_\_\_

Name:

Title:

IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Agreement (Trademarks) as of the \_\_\_ day of May, 2012.

GRANTOR:

**HERB'S SEAFOOD, LLC**

By: \_\_\_\_\_

Name:

Title:

ORIGINAL AGENT:

**HARBINGER CAPITAL PARTNERS MASTER FUND I, LTD.,** as resigning Administrative Agent

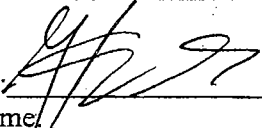
By: \_\_\_\_\_

Name:

Title:

SUCCESSOR AGENT:

**THE BANK OF NEW YORK MELLON,**  
as successor Administrative Agent

By:  \_\_\_\_\_

Name:

Title:

***Melinda Valentine***  
***Vice President***

**Schedule A**

**Trademark Collateral**

<b>Trademark</b>	<b>Registration Date</b>	<b>Filing or Registration Number</b>
Kaptain's Ketch	05-28-85	1338230
Hotcho Nacho	03-12-02	2548199
Katfish Kitties	03-25-03	2701138
Grabbers	04-22-03	2709910
Clamsters	08-05-03	2746443
Lollipop Shrimp	08-29-95	1915853
Lollipop Chicken	09-19-95	1921064
Neon Nuggets	03-01-05	2929327