

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Memorandum and Notice of Security Interest in Intellectual Property		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
H2ORIGINS SEAFOOD, INC.		05/20/2013	CORPORATION:
RECEIVING PARTY DATA			
Name:	FCC, LLC, d/b/a First Capital Western Region, LLC		
Street Address:	601 South Figueroa Street, Suite 3460		
City:	Los Angeles		
State/Country:	CALIFORNIA		
Postal Code:	90017		
Entity Type:	LIMITED LIABILITY COMPANY: FLORIDA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4320001	H2ORIGINS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	etsang@buchalter.com		
Correspondent Name:	Evangelline Tsang (Buchalter Nemer)		
Address Line 1:	1000 Wilshire Boulevard, Suite 1500		
Address Line 4:	Los Angeles, CALIFORNIA 90017		
NAME OF SUBMITTER:	Evangelline Tsang		
Signature:	/Evangelline Tsang/		
Date:	05/21/2013		
Total Attachments: 5 source=Memorandum and Notice of Security Interest in Intellectual Property of H2O#page1.tif source=Memorandum and Notice of Security Interest in Intellectual Property of H2O#page2.tif source=Memorandum and Notice of Security Interest in Intellectual Property of H2O#page3.tif source=Memorandum and Notice of Security Interest in Intellectual Property of H2O#page4.tif source=Memorandum and Notice of Security Interest in Intellectual Property of H2O#page5.tif			

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**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

May 20, 2013

H2ORIGINS SEAFOOD, INC. a Washington corporation, whose address is 2421 88th Avenue NE, Bellevue, WA (“Debtor”) hereby acknowledges that it has granted to FCC, LLC, d/b/a First Capital Western Region, LLC, 601 S. Figueroa Street, Suite 3460, Los Angeles, CA 90017 (the “Secured Party”), a security interest in and to all of the Debtor’s right, title and interest in and to: (a) the trademarks and trademark registrations and applications therefor which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by Debtor (the “Trademarks”), together with the goodwill and assets of the business; (b) the patents and patent applications which are identified on Exhibit B attached hereto and herein incorporated by this reference owned by Debtor (the “Patents”); and (c) the copyright registrations which are identified on Exhibit C attached hereto and herein incorporated by this reference owned by Debtor (the “Copyrights”), and all actions for infringement concerning the foregoing.

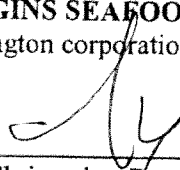
The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of May 20, 2013 (the “Agreement”), among the Debtor and Secured Party as security for the Obligations as set forth in the Agreement and other agreements referred to therein. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Secured Party may have in any other collateral described in the Agreement or otherwise.

[Remainder of Page Intentionally Blank]

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this document as of the date first written above.

H2ORIGINS SEAFOOD, INC.,
a Washington corporation

By: 
Name: Christopher December
Title: President

MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY

TRADEMARK
REEL: 005032 FRAME: 0405

EXHIBIT A
TRADEMARKS

Owner	Trademark	Reg. No.	Reg. Date
H2ORIGINS SEAFOOD, INC.	H2ORIGINS AND DESIGN	4,320,001	04/16/2013

Exhibit A

EXHIBIT B
PATENTS

None.

Exhibit B

EXHIBIT C
COPYRIGHTS

None.

Exhibit C

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RECORDED: 05/21/2013

TRADEMARK
REEL: 005032 FRAME: 0408