

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM306085

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Ocean Beauty Seafoods LLC		05/22/2014	LIMITED LIABILITY COMPANY: ALASKA

## RECEIVING PARTY DATA

<b>Name:</b>	Bank of America, N.A., as Agent
<b>Street Address:</b>	333 South Hope Street, Suite 1300
<b>City:</b>	Los Angeles
<b>State/Country:</b>	CALIFORNIA
<b>Postal Code:</b>	90071
<b>Entity Type:</b>	a national banking association: UNITED STATES

## PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Registration Number:	551183	BAY BEAUTY
Registration Number:	2581870	CIRCLE SEA
Registration Number:	541542	COMMANDER
Registration Number:	835187	DEEP SEA
Registration Number:	3391291	DIPAC
Registration Number:	2615196	ECHO FALLS
Registration Number:	4349940	ECHO FALLS
Registration Number:	1188828	ICY POINT
Registration Number:	3151105	ICY POINT
Registration Number:	1630213	LANDLOCK
Registration Number:	2187319	LASCCO BRAND SINCE 1921 FANCY ORIGINAL G
Registration Number:	1640652	MAN OF WAR
Registration Number:	1173481	MCGOVERN'S BEST
Registration Number:	1583811	NEPTUNE
Registration Number:	2333893	NEPTUNE
Registration Number:	2338201	OCEAN BEAUTY BRAND
Registration Number:	2354997	OCEAN BEAUTY BRAND
Registration Number:	2351637	OCEAN BEAUTY
Registration Number:	2306299	OCEAN BEAUTY

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	3880316	OCEAN BEAUTY · SEAFOODS ·
Registration Number:	4384338	OCEAN BEAUTY
Registration Number:	1139698	PILLAR ROCK
Registration Number:	568876	PINK BEAUTY
Registration Number:	0818355	PIRATE
Registration Number:	1116692	PORT CLYDE
Registration Number:	3106569	THREE STAR
Registration Number:	1716086	RITE BRAND
Registration Number:	1826997	SEA CHOICE
Registration Number:	1659038	SEARCHLIGHT
Registration Number:	551184	SOUND BEAUTY
Registration Number:	3109218	THREE STAR
Serial Number:	85755756	LASCCO SINCE 1921 KOSHER

**CORRESPONDENCE DATA**

**Fax Number:** 7043738822

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** (704) 373-4640

**Email:** bsmith@mcguirewoods.com

**Correspondent Name:** Betty G. Smith, Senior Paralegal

**Address Line 1:** McGuireWoods LLP, 201 N. Tryon Street

**Address Line 2:** Suite 3000

**Address Line 4:** Charlotte, NORTH CAROLINA 28202

**ATTORNEY DOCKET NUMBER:** 2039261-0068

**NAME OF SUBMITTER:** Betty G. Smith

**SIGNATURE:** /Betty G. Smith/

**DATE SIGNED:** 05/30/2014

**Total Attachments: 7**

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**SECOND AMENDMENT TO TRADEMARK SECURITY AGREEMENT**

This SECOND AMENDMENT TO TRADEMARK SECURITY AGREEMENT (this "Amendment") dated as of May 22, 2014 is delivered pursuant to that certain Trademark Security Agreement dated as of July 2, 2007 (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Agreement"), among OCEAN BEAUTY SEAFOODS LLC ("Debtor"), and BANK OF AMERICA, N.A., as agent for the Secured Parties ("Agent"), recorded on August 14, 2007 as Reel/Frame 003600/0521 with the U.S. Trademark Office. Capitalized terms not herein defined shall have the meanings ascribed to them in the Loan Agreement (as defined below).

R E C I T A L S:

WHEREAS, Debtor is indebted to Agent and the Secured Parties pursuant to that certain Second Amended and Restated Loan and Security Agreement dated as of May 15, 2014 (as amended, restated, or otherwise modified from time to time, the "Loan Agreement"); and

WHEREAS, Debtor has provided Agent with notice that Debtor has obtained additional Trademarks;

NOW, THEREFORE, for valuable consideration hereby acknowledged, the parties agree as follows:

Schedule I of the Trademark Agreement is hereby, as the date hereof, amended and restated in its entirety as set forth on the schedules attached hereto; provided, that, no such amendment or restatement shall release or be deemed to release any security interest in any present or future Trademark granted to Agent and the Secured Parties as collateral pursuant to the Trademark Agreement.

[Signature Page to Follow]

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

**AGENT:**

BANK OF AMERICA, N.A., as Agent

By: 

Name: Monirah Masud

Title: Senior Vice President

AGREED TO AND ACKNOWLEDGED BY:

**DEBTOR:**

OCEAN BEAUTY SEAFOODS LLC

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

Name: Tony Ross

Title: Chief Financial Officer

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

**AGENT:**

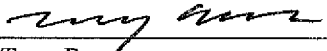
BANK OF AMERICA, N.A., as Agent

By: \_\_\_\_\_  
Name: Monirah Masud  
Title: Senior Vice President

AGREED TO AND ACKNOWLEDGED BY:

**DEBTOR:**

OCEAN BEAUTY SEAFOODS LLC

By:   
Name: Tony Ross  
Title: Chief Financial Officer

SCHEDULE I  
to  
TRADEMARK SECURITY AGREEMENT

(see attached)

Schedule I

**TRADEMARK**  
**REEL: 005291 FRAME: 0693**

**Schedule I**  
to  
Second Amendment to Trademark Security Agreement

Ocean Beauty Trademark Status Report

**(US TRADEMARKS ONLY)**

Mark	Status	App. Serial Number	Reg. Number	Date Reg.	Country or State	Class	Comments
BAY BEAUTY (words, letters, and/or numbers in stylized form)	Registered	71/552,822	551,183	11/27/1951	US	29	
CIRCLE SEA (typed drawing)	Registered	76/272,798	2,581,870	6/18/2002	US	29	
COMMANDER (typed drawing)	Registered	71/594,945	541,542	4/24/1951	US	29	
DEEP SEA (typed drawing)	Registered	72/243,203	835,187	9/12/1967	US	29	
DIPAC (design plus words, letters, and/or numbers)	Registered	77/208,783	3,391,291	3/4/2008	US	29	
ECHO FALLS (typed drawing)	Registered	76/337,588	2,615,196	9/3/2002	US	29	
ECHO FALLS (word)	Registered	85/755,783	4,349,940	6/11/2013	US	29	
ICY POINT (typed drawing)	Registered	73/254,691	1,188,828	2/2/1982	US	29	
ICY POINT (standard characters)	Registered	78/777,287	3,151,105	10/3/2006	US	29	
LANDLOCK (design plus words, letters, and/or numbers)	Registered	74/043,725	1,630,213	1/1/1991	US	29	
LASCCO BRAND SINCE 1921 FANCY ORIGINAL GRADE LOS ANGELES SMOKING & CURING CO (design plus words, letters, and/or numbers)	Registered	75/258,171	2,187,319	9/8/1998	US	30	
LASCCO SINCE 1921 KOSHER (in design – no color claim)	Pending Application	85/755,756	N/A	N/A	US	29	
MAN OF WAR (typed drawing)	Registered	74/066,133	1,640,652	4/9/1991	US	29	

Ocean Beauty Trademark Status Report

(US TRADEMARKS ONLY)

Mark	Status	App. Serial Number	Reg. Number	Date Reg.	Country or State	Class	Comments
MCGOVERN'S BEST (design plus words, letters, and/or numbers)	Registered	73/278,504	1,173,481	10/13/1981	U.S.	29	
NEPTUNE (typed drawing)	Registered	73/811,708	1,583,811	2/20/1990	US	29	
NEPTUNE (word)	Registered	75/978,746	2,333,893	3/21/2000	US	29	(Plan to abandon)
OCEAN BEAUTY BRAND (design plus words, letters, and/or numbers)	Registered	75/663,481	2,338,201	4/4/2000	US	29	
OCEAN BEAUTY BRAND (design plus words, letters, and/or numbers)	Registered	75/663,482	2,354,997	6/6/2000	US	40 & 42	
OCEAN BEAUTY (typed drawing)	Registered	75/663,480	2,351,637	5/23/2000	US	40 & 42	(Plan to abandon)
OCEAN BEAUTY (typed drawing)	Registered	75/663,497	2,306,299	1/4/2000	US	29	
OCEAN BEAUTY SEAFOODS (stylized and/or with design)	Registered	77/405,391	3,880,316	11/23/2010	US	35 & 40	
OCEAN BEAUTY SEAFOODS (stylized and/or with design -- no color)	Registered	85/173,569	4,384,338	8/13/2013	US	29	OCEAN BEAUTY SEAFOODS (stylized and/or with design)
PILLAR ROCK (typed drawing)	Registered	73/189,790	1,139,698	9/16/1980	US	29	
PINK BEAUTY (typed drawing)	Registered	71/625,686	568,876	1/6/1953	US	29	
PIRATE (typed drawing)	Registered	72/213,173	818,355	11/8/1966	US	30	
PORT CLYDE (typed drawing)	Registered	73/169,374	1,116,692	4/17/1979	US	29	
THREE STAR (stylized and/or fish design)	Registered	78/659,871	3,106,569	6/20/2006	US	29	
RITE BRAND (design plus words, letters, and/or numbers)	Registered	74/133,938	1,716,086	9/15/1992	US	29	
SEA CHOICE (typed drawing)	Registered	74/051,922	1,826,997	3/15/1994	US	29	



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(US TRADEMARKS ONLY)

Mark	Status	App. Serial Number	Reg. Number	Date Reg.	Country or State	Class	Comments
SEARCHLIGHT (typed drawing)	Registered	74/103,553	1,659,038	10/1/1991	US	29	
SOUND BEAUTY (words, letters, and/or numbers in stylized form)	Registered	71/552,824	551,184	11/27/1951	US	29	
THREE STAR (design plus words, letters, and/or numbers)	Registered	78/660,873	3,109,218	6/27/2006	US	29	