

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
Australis Aquaculture, LLC		12/09/2008	LIMITED LIABILITY COMPANY: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	WM Capital LLC		
Street Address:	919 Milam Street		
City:	Houston		
State/Country:	TEXAS		
Postal Code:	77002		
Entity Type:	LIMITED LIABILITY COMPANY: TEXAS		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	3321946	THE BETTER FISH	
CORRESPONDENCE DATA			
Fax Number:	(713)229-1522		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Email:	houtmdpt@bakerbotts.com		
Correspondent Name:	Andrew Tomison		
Address Line 1:	910 Louisiana		
Address Line 4:	Houston, TEXAS 77002		
ATTORNEY DOCKET NUMBER:	074829.0104		
NAME OF SUBMITTER:	Reagan Fibbe		
Signature:	/Reagan Fibbe/		
Date:	12/16/2008		

CH \$40.00 3321946

Total Attachments: 2

source=TM_Security_AGR#page1.tif

source=TM_Security_AGR#page2.tif

TRADEMARK SECURITY AGREEMENT

Pursuant to a Security Agreement (the "Security Agreement"), dated as of December 9, 2008, AUSTRALIS AQUACULTURE LTD, an Australian corporation whose address is Level 9, The Quadrant, 1 William Street, Perth, WA 6000, Australia ("Parent"), AUSTRALIS AQUACULTURE, LLC, a Massachusetts limited liability company whose address is One Australia Way, Turners Falls, MA 01376 (the "Company"), and AUSTRALIS AQUACULTURE HOLDINGS, LLC, a Massachusetts limited liability company whose address is One Australia Way, Turners Falls, MA 01376 ("Holdings"), together with Parent and the Company, the "Grantors" and each, individually, a "Grantor", hereby grant to WM Capital LLC, a Texas limited liability company whose address is 919 Milam Street, Houston, TX 77002, Attention of Brett Hogan (the "Secured Party"), a continuing security interest in and a continuing lien upon, all trademarks and service marks, registrations and applications for registration now owned or hereafter acquired by Grantors, together with the goodwill associated therewith (the "Goodwill"), including without limitation the below listed registrations and applications for registration:

Registrations

Owner	Registered Trademark	Registered Number	Date of Registration	Country of Registration
Australis Aquaculture, LLC	THE BETTER FISH	3,321,946	October 23, 2007	USA


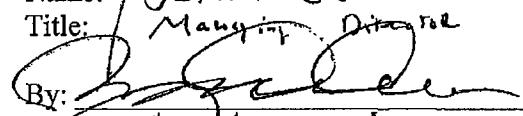
The Secured Party's security interest in such trademarks, service marks, registrations, applications for registration and Goodwill can be terminated only in accordance with the terms of the Security Agreement.

[Signature Page Follows]


IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its officer thereunto duly authorized, as of the date first above written.

AUSTRALIS AQUACULTURE LIMITED


SIGNED for and on behalf of
**AUSTRALIS AQUACULTURE
LIMITED**
by authority of its Directors in accordance
with section 127 of the Corporations Act

) By: 
) Name: Joshua Goldman
) Title: Managing Director
) By: 
) Name: MICHAEL COHEN
) Title: NON EXECUTIVE DIRECTOR

AUSTRALIS AQUACULTURE, LLC

By: 
Name: Joshua Goldman
Title: Manager

**AUSTRALIS AQUACULTURE HOLDINGS,
LLC**

By: 
Name: Joshua Goldman
Title: Manager

HOU03:1182904

Signature Page to Trademark Security Agreement