



**First American
Title Insurance Company**

October 8, 2018

Carlton Smith Company
1 Seward St #307
Juneau, Ak 99801

Attn: Toma

We appreciate the opportunity to serve you and thank you for choosing First American Title.

Per your request, please find that I have attached the following:

- Tax Information
- Vesting Deed
- Deed of Trust
- As Built
- Plat Map
- CCR's
- Other:

Owner(s): Ocean Beauty Seafoods, LLC

Physical Address: multiple

Legal Description: see attached

Please do not hesitate to call if I may be of further assistance. Have a wonderful day!

Sincerely,

Colleen

Enclosures

NOTICE OF DISCLAIMER OF LIABILITY

This letter and the accompanying materials do not constitute a policy of Title Insurance or a Commitment for Title Insurance. Further, they are not an abstract of title. These materials are furnished as a courtesy by First American Title Insurance Co., and the Company does not take responsibility for the completeness or accuracy of the materials. If you desire a complete report on the status of title, please contact the above named person to arrange for a Commitment or Policy. No transaction or decision should be made based on these materials until such time as the Company has the opportunity to perform a complete search and is prepared to issue a Policy.

Parcel No. 1:

Lot T-199A, Tidelands Addition, City of Petersburg, Alaska Tidelands Survey No. 9, Oil Dock, records of the Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at Corner No. 1 from whence the Southwest corner of Lot T-203, Petersburg Tidelands Addition bears N 20°25' E 26.54 feet distance; thence S 7°21' W 28.00 feet to Corner No. 2; thence S 82°39' E 52.00 feet to Corner No. 3; thence N 7°21' E 28.00 feet to Corner No. 4; thence N 82°39' W 52.00 feet to Corner No. 1, the point of beginning.

Parcel No. 2:

Lot 7, Block 26, U.S. Survey No. 1252, Petersburg Townsite, records of the Petersburg Recording District, First Judicial District, State of Alaska;

EXCEPTING THEREFROM that portion described as follows:

Beginning at the Southeast corner of said Lot 7, being the intersection of the Westerly existing right-of-way of Main Street and the Northerly existing right-of-way line of Indian Street; thence N 05°41'31" E along the Westerly right-of-way line of Main Street a distance of 14.23 feet; thence S 84°07'06" W along the most Northerly line of said Lot 7 a distance of 104.37 feet; thence S 01°18'43" E a distance of 34.67 feet; thence S 52°04'54" E a distance of 1.58 feet to the Northerly right-of-way line of Indian Street; thence N 52°39'06" E along the Northerly right of way line a distance of 41.31 feet; thence N 83°55'06" E along the Northerly right-of-way line a distance of 67.91 feet to the point of beginning.

ALSO EXCEPTING THEREFROM that portion of Lot 7, Block 26, according to the plat of survey of said Petersburg Townsite, U.S. Survey No. 1252, more particularly described as follows:

Beginning at the corner common to Lots 6 and 7 on Indian Street in said Block 26; thence N 48°07' W 36 feet to the meander line; thence N 57°55' E 32.67 feet along the beach; thence S 51°30' E 33.72 feet to Indian Street; thence S 53°14' W 34.06 feet, more or less, to the point of beginning.

Parcel No. 3:

Lot T-199B, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, according to the Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 4:

Lot T-202, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 5:

Lot 26, Reid Subdivision, according to the official plat thereof, filed June 15, 1978 in Book 6 at Page 537, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 6:

Lot 4, Block 279, Severson Addition to Petersburg, a resurvey of a portion of U.S. Survey No. 283, filed September 18, 1974 in Drawer 1, Folder #2, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 7:

Parcels A and C, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 8:

Lot T-200B (also referred to as Parcel B), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 9:

Lot T-200A, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 10:

That portion of Lot 4, Block A, Alaska Tidelands Survey No. 9, and a portion of the right-of-way along the Northern boundary of said Lot 4, Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at the most Southerly corner of Lot T-199, as depicted on the plat of the Retracement Survey of Executive Order No. 6189; thence N 89°39' W a distance of 31.33 feet; to the true point of beginning of the portion herein described; thence S 04°25'53" W a distance of 18.30 feet; thence S 85°36'02" E a distance of 57.92 feet, from which R. M. 62 of A.T.S. No. 9 bears S 24°56'12" W a distance of 697.51 feet; thence N 57°37' E a distance of 89.27 feet; thence N 86°06'48" W a distance of 102.87 feet; thence S 03°09' E a distance of 36.15 feet; thence N 82°39' W a distance of 31.33 feet back to the true point of beginning.

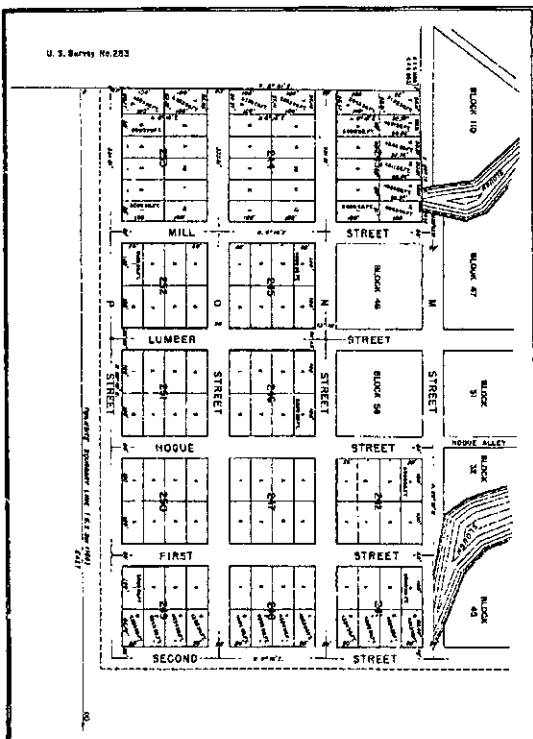
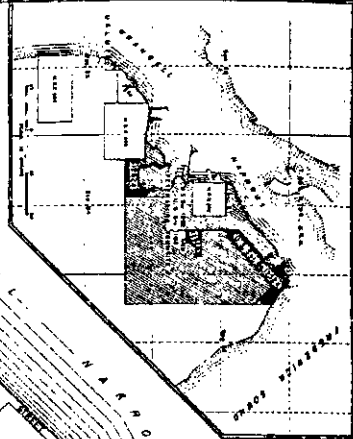
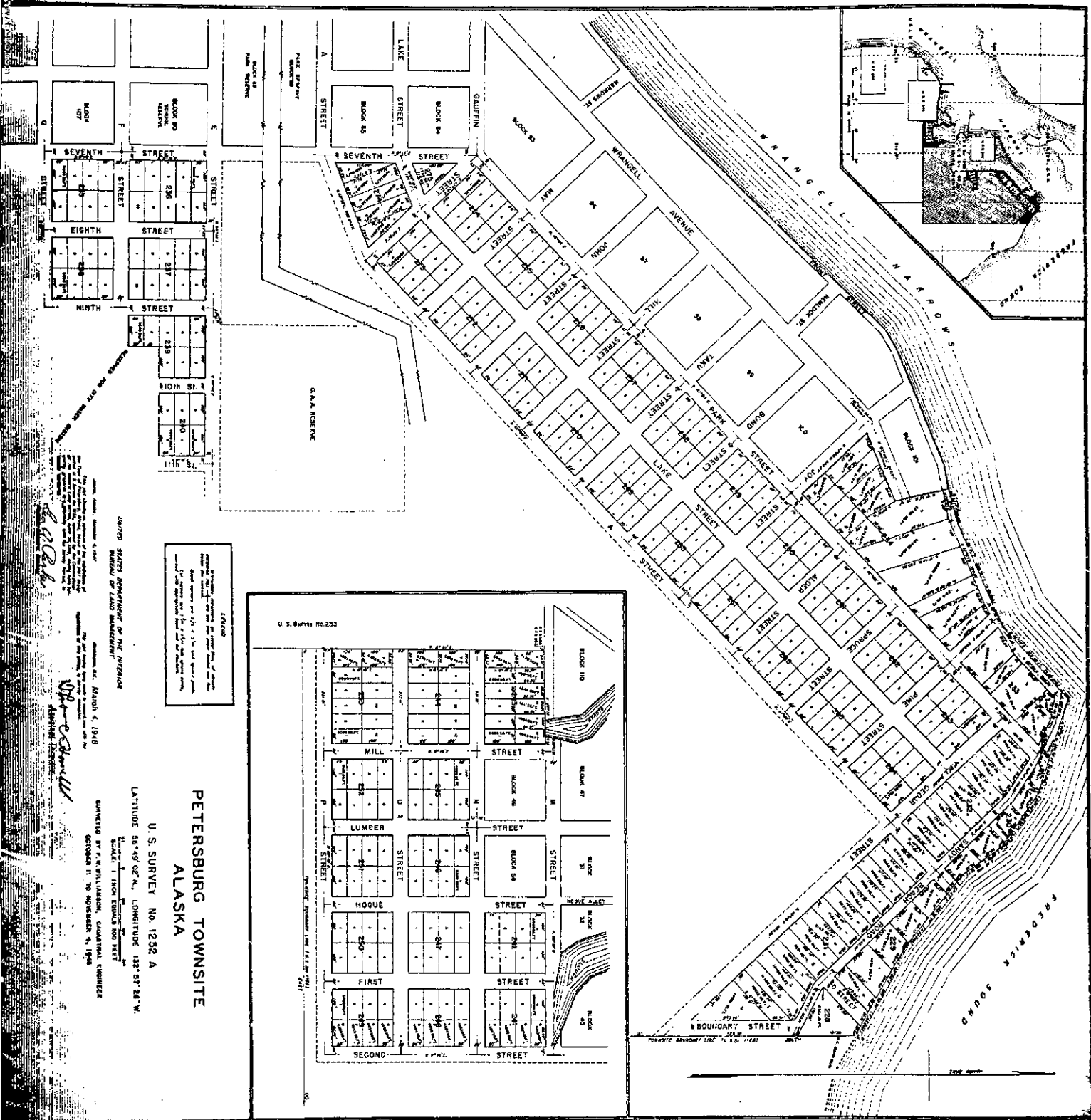
Parcel No. 11:

Lot 2B (also referred to as Parcel I), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 12:

Lot 5A (also referred to as Parcel H), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Said Parcel Nos. 11 and 12 are also known as Lot 6, Block B, A.T.S. 9, by Notice of Minor Lot Consolidation, executed by the City of Petersburg and recorded July 2, 1999 in Book 64 at Page 9.



This plat was prepared from the original field notes of the U. S. Survey No. 293, and is subject to the same conditions and limitations as the original field notes. It is not to be used as a basis for title or as evidence in any court.

UNITED STATES DEPARTMENT OF THE INTERIOR
 BUREAU OF LAND MANAGEMENT
 WASHINGTON, D. C. March 4, 1948
 Surveyed by F. W. WILLIAMSON, COASTAL SURVEYOR
 October 11, 19 November 9, 1948

PETERSBURG TOWNSITE
ALASKA

U. S. SURVEY No. 1232 A
 LATITUDE 58° 49' 00" N., LONGITUDE 132° 27' 28" W.

SCALE 1 INCH EQUALS 200 FEET

1232 A

CHERRY 10073 10/11/11 10073

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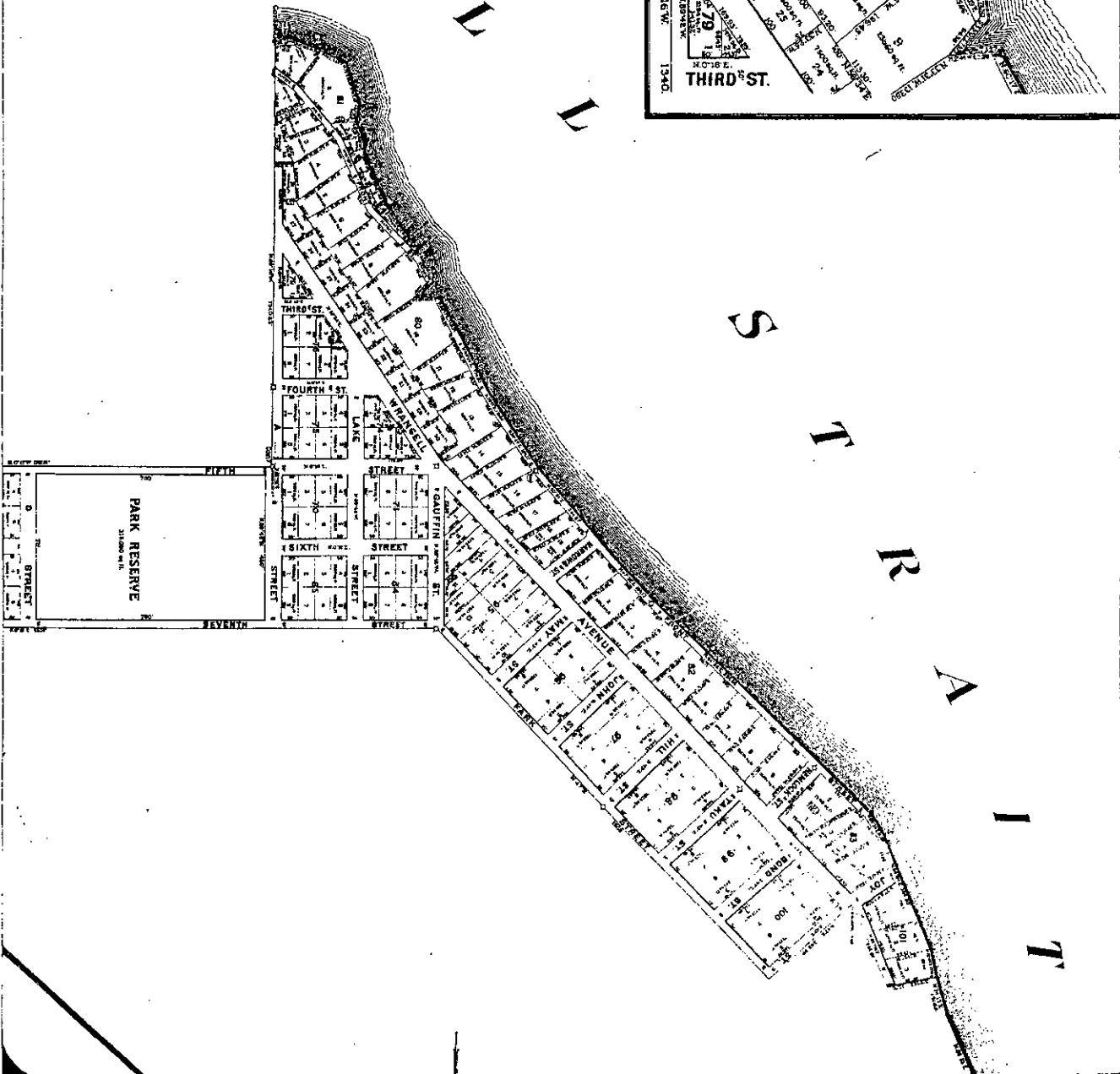
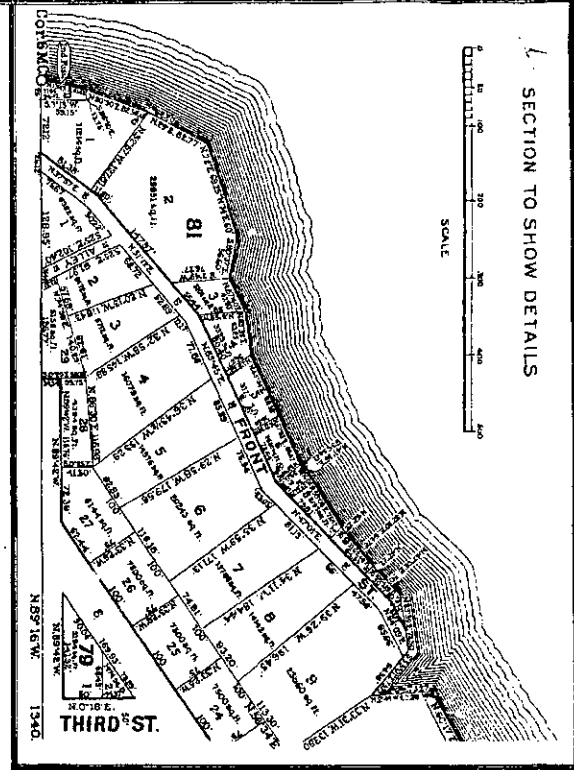
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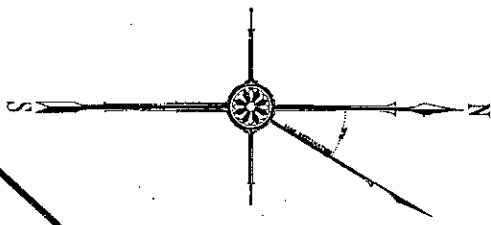
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SECTION TO SHOW DETAILS

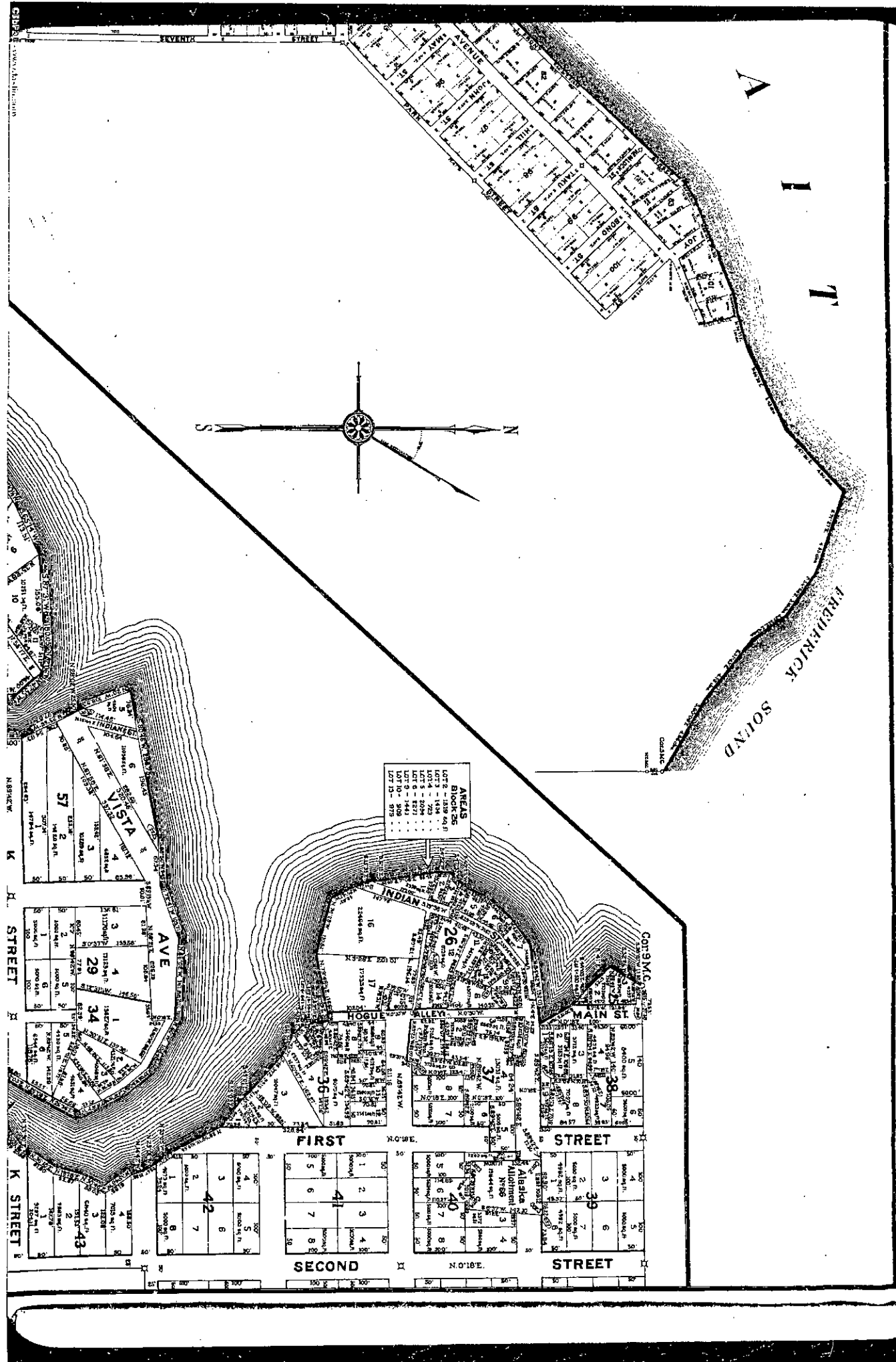


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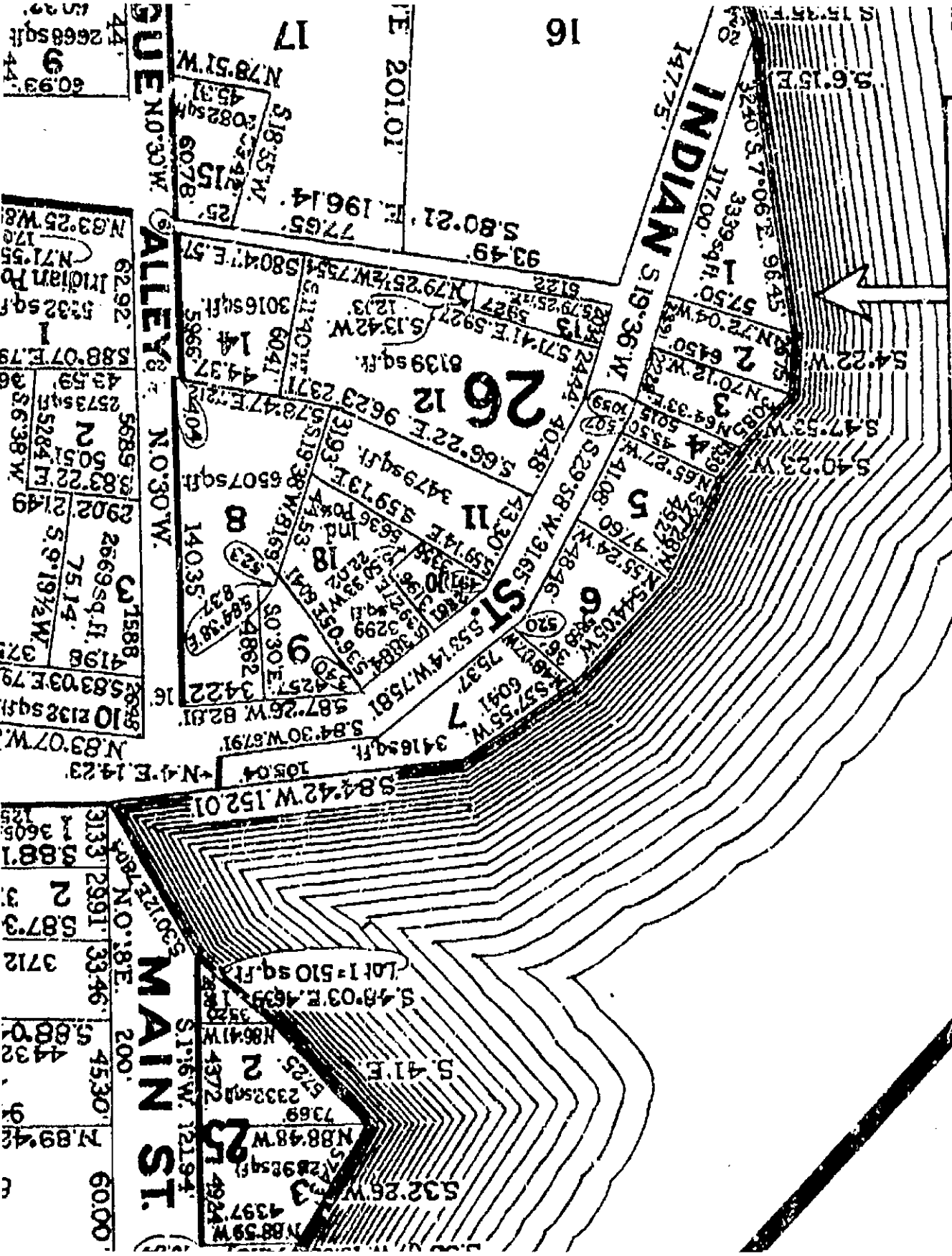


FREDERICK SOLAND

AREAS
BLOCK 25
LOT 2 - 1819 sq. ft.
LOT 3 - 2024 sq. ft.
LOT 4 - 2024 sq. ft.
LOT 5 - 2024 sq. ft.
LOT 6 - 2024 sq. ft.
LOT 7 - 2024 sq. ft.
LOT 8 - 2024 sq. ft.
LOT 9 - 2024 sq. ft.
LOT 10 - 2024 sq. ft.
LOT 11 - 2024 sq. ft.
LOT 12 - 2024 sq. ft.



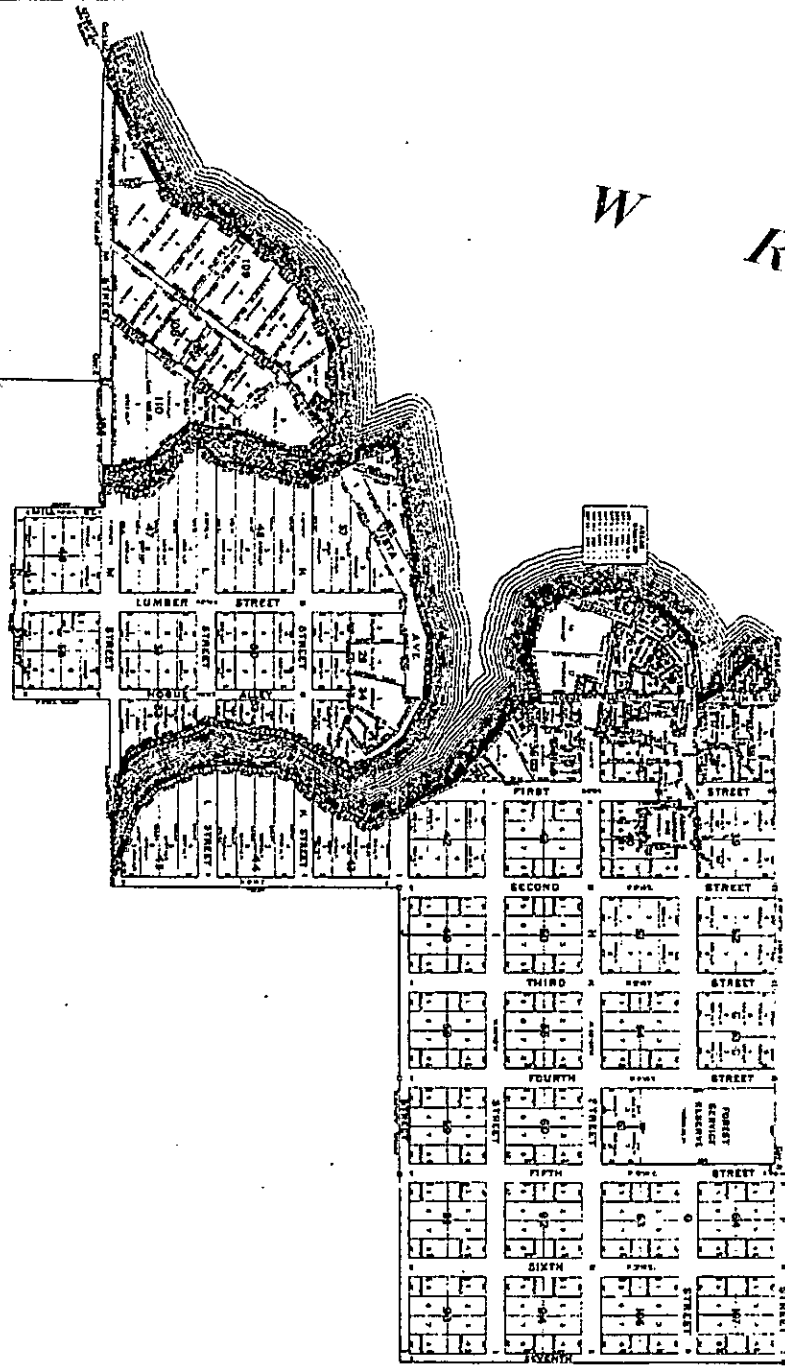
EAS	519 sq. ft.
CK 26	1434
	723
	2094
	2271
	1441
	909
	973



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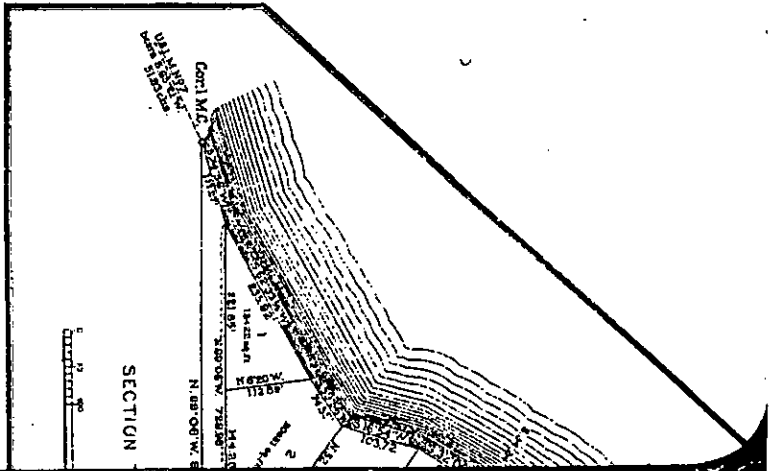
W
R
A
N

U.S. SURV. 213



U.S. SURV. 213

PARK RESERVE



PETERSBUR

PLA

ALA

U.S. SURV

AREA SUBDIVIDE

Survey completed
Survey complete

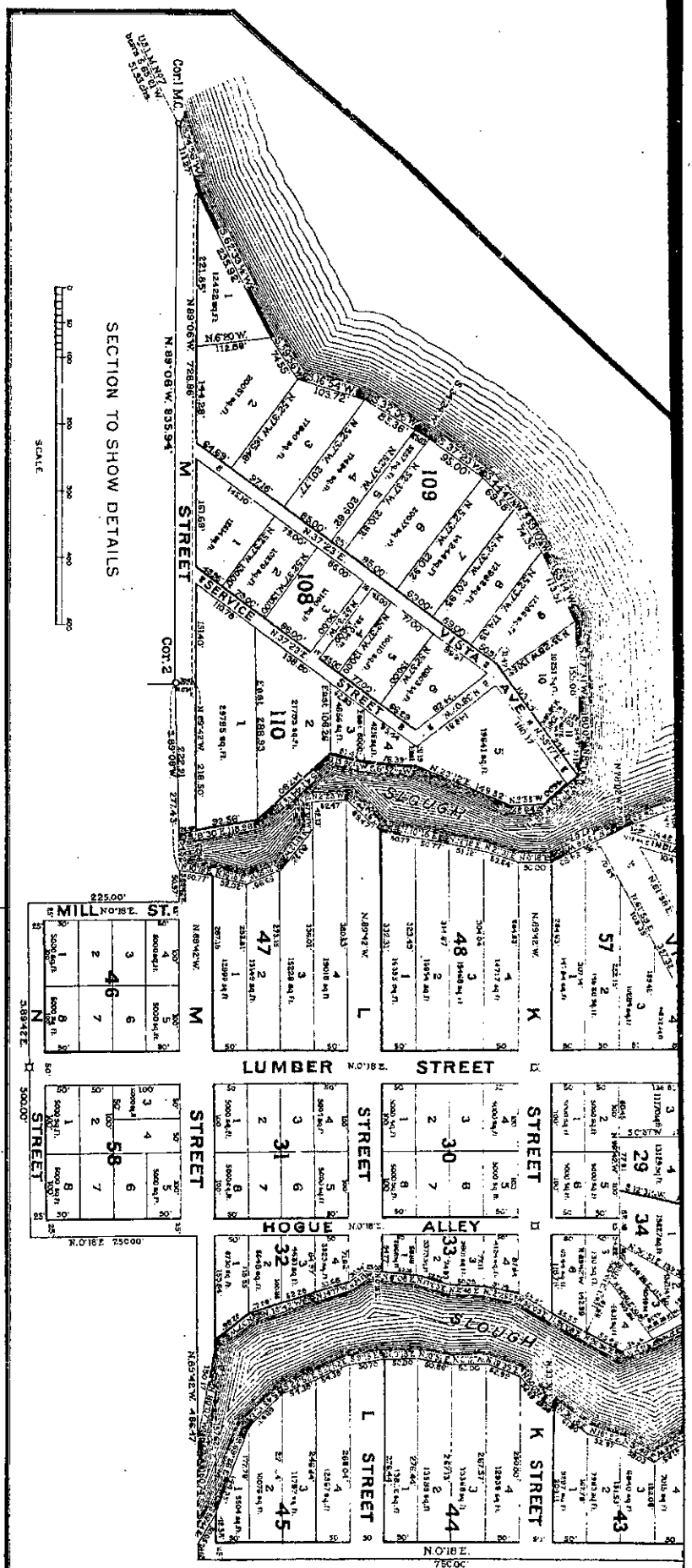
Latitude: 56° 49' 02" N.

1	2	3	4	5	6	7	8	9	10
11	12	13	14	15	16	17	18	19	20
21	22	23	24	25	26	27	28	29	30
31	32	33	34	35	36	37	38	39	40
41	42	43	44	45	46	47	48	49	50
51	52	53	54	55	56	57	58	59	60
61	62	63	64	65	66	67	68	69	70
71	72	73	74	75	76	77	78	79	80
81	82	83	84	85	86	87	88	89	90
91	92	93	94	95	96	97	98	99	100

PLAT OF PETERSBURG TOWNSITE ALASKA

U.S. SURVEY NO. 1252
 Latitude: 56°49'02" N. Longitude: 137°57'26" W.

AREA SUBDIVIDED: 125,563 ACRES
 Survey commenced May 26, 1918
 Survey completed August 3, 1918



MILL STREET

1	2	3	4	5	6	7	8	9	10
11	12	13	14	15	16	17	18	19	20
21	22	23	24	25	26	27	28	29	30
31	32	33	34	35	36	37	38	39	40
41	42	43	44	45	46	47	48	49	50
51	52	53	54	55	56	57	58	59	60
61	62	63	64	65	66	67	68	69	70
71	72	73	74	75	76	77	78	79	80
81	82	83	84	85	86	87	88	89	90
91	92	93	94	95	96	97	98	99	100

LUMBER STREET

1	2	3	4	5	6	7	8	9	10
11	12	13	14	15	16	17	18	19	20
21	22	23	24	25	26	27	28	29	30
31	32	33	34	35	36	37	38	39	40
41	42	43	44	45	46	47	48	49	50
51	52	53	54	55	56	57	58	59	60
61	62	63	64	65	66	67	68	69	70
71	72	73	74	75	76	77	78	79	80
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91	92	93	94	95	96	97	98	99	100

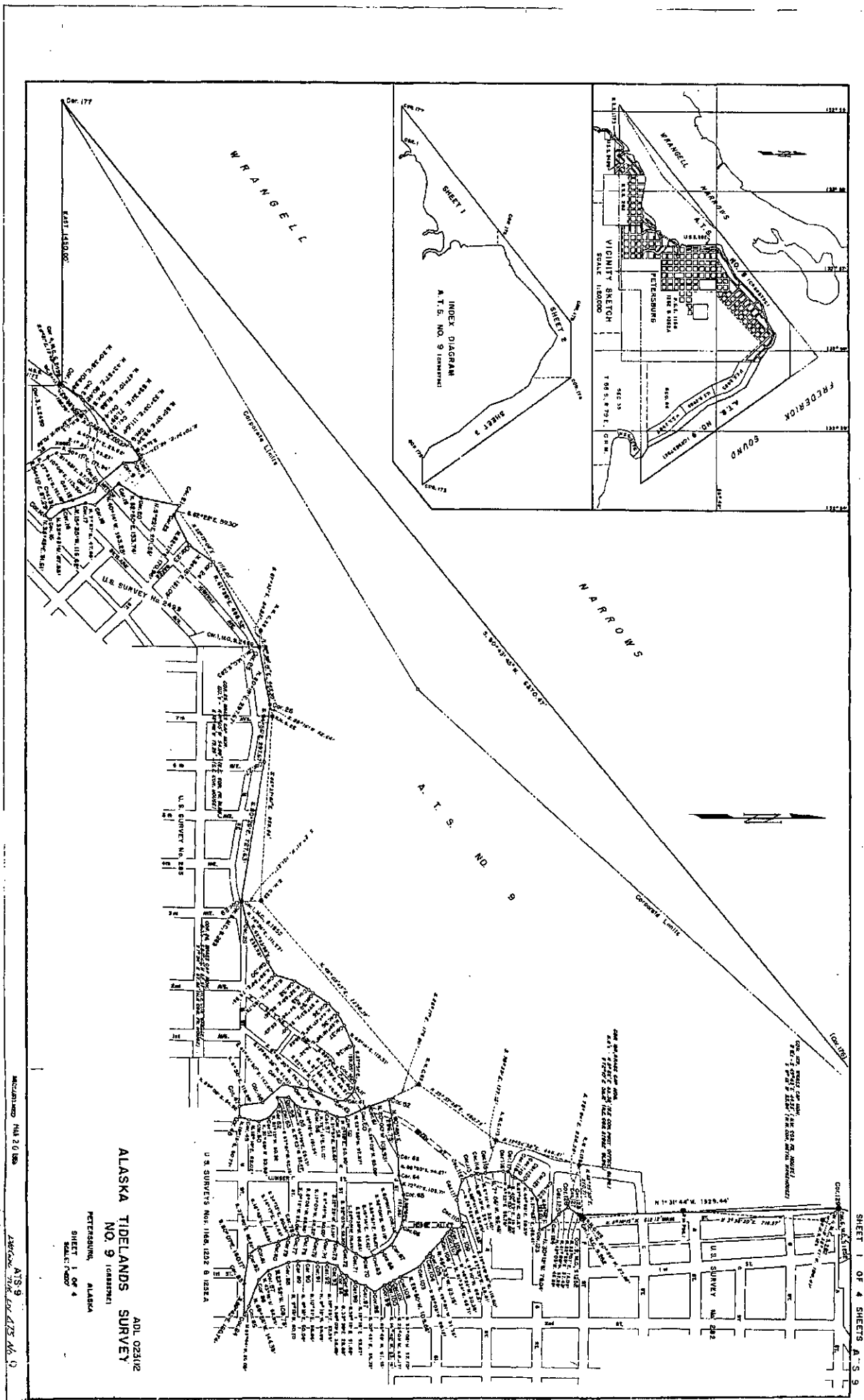
LEGEND

Stone Robe, Venice Monument buried 1 foot beneath the surface of the ground are located at intersections of center lines of streets where indicated thus is the point of intersection being marked by a cross on the stone.
 Block corners are spruce posts 3x3x30 inches. Lot corners are spruce posts 2x2x30 inches.

DEPARTMENT OF THE INTERIOR
 GENERAL LAND OFFICE

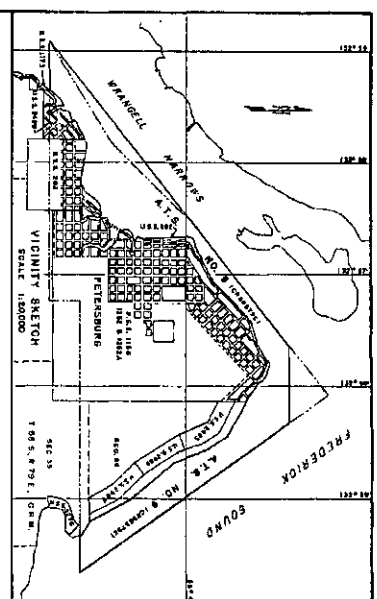
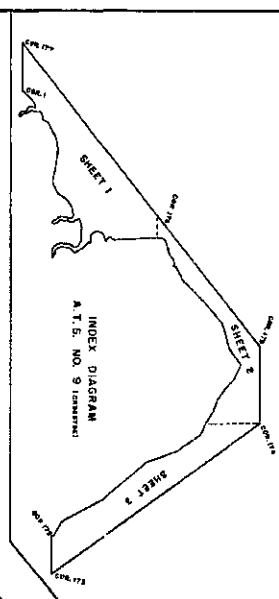
Washington D.C. April 24, 1918.
 I hereby certify that this plat of Petersburg townsite, Alaska U.S. Survey No. 1252, as shown and approved by the Department of the Interior, is in accordance with the provisions of Act October 3, 1908 (35 Stat. 2855) is a survey conducted in accordance with the provisions of Act October 3, 1908 (35 Stat. 2855) and is approved.

[Signature]



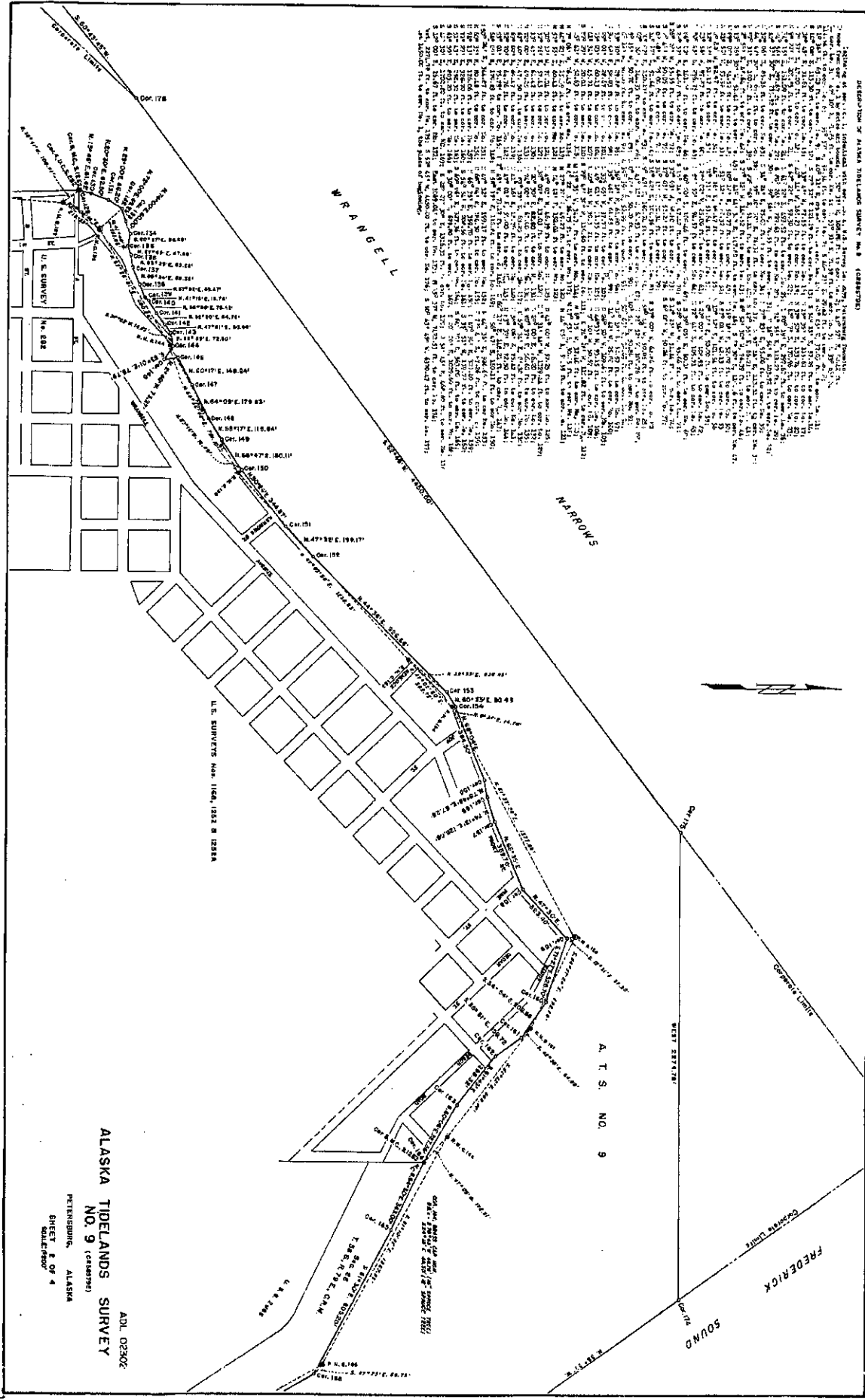
ALASKA TIDELANDS SURVEY
 NO. 9 (CONTINUED)
 PETERSBURG, ALASKA
 SHEET 1 OF 4
 SCALE: 1" = 100'

RECORDED FILE 210 BSA
 A.T.S. 9
 SHEET 1 OF 4 SHEETS A.T.S. 9



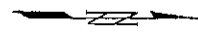
SHEET 1 OF 4 SHEETS A.T.S. 9

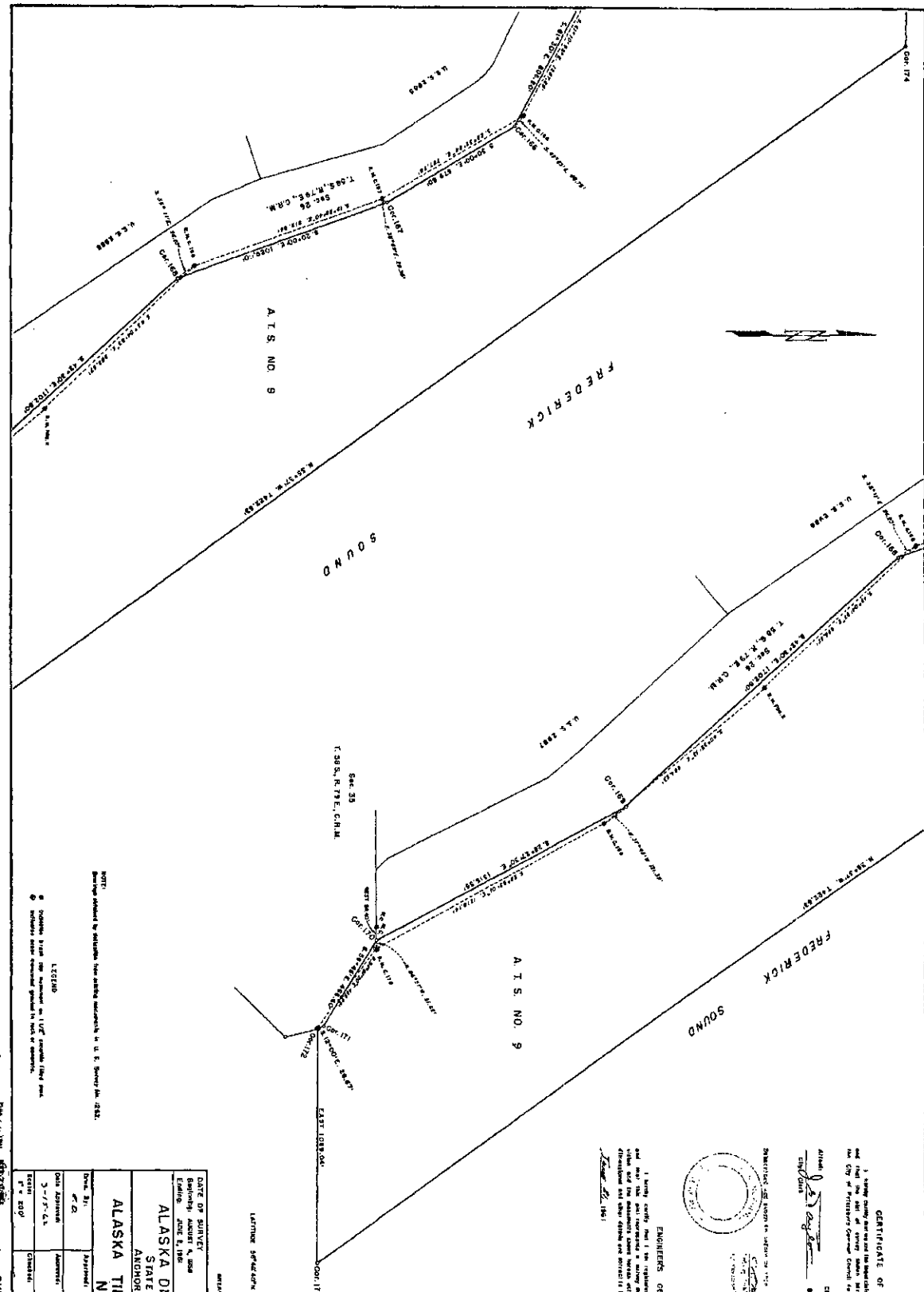
1. The following description of the Tidelands Survey No. 9, as shown on the accompanying plan, is based on the original survey data and is intended to define the boundaries of the lands shown thereon. The survey was conducted by the U.S. Geological Survey, Alaska Division, under the direction of the Chief of the Division, and was completed in 1954. The survey was conducted in accordance with the provisions of the Alaska Tidelands Survey Act, as amended, and the regulations thereunder. The survey was conducted in accordance with the provisions of the Alaska Tidelands Survey Act, as amended, and the regulations thereunder. The survey was conducted in accordance with the provisions of the Alaska Tidelands Survey Act, as amended, and the regulations thereunder.



ALASKA TIDELANDS SURVEY
NO. 9 (CONTINUED)
PETERSBURG, ALASKA
SHEET 2 OF 4
SOLELY BY

ADL 0230Z
ALASKA TIDELANDS SURVEY NO. 9
SHEET 2 OF 4





NOTE:
 Bearings obtained by observation, true and magnetic bearings to U. S. Survey are 282.
 L. 103180
 * Symbols used are explained on 1:25,000 scale map.
 * Symbols used are explained on 1:25,000 scale map.

CERTIFICATE OF OWNERSHIP

I, Surveyor General, do hereby certify that the above described land is the property of the State of Alaska, and that the same is subject to the provisions of the Act of Congress, approved July 1, 1908, and the Act of Congress, approved August 1, 1912, and the Act of Congress, approved August 1, 1912, and the Act of Congress, approved August 1, 1912.

WITNESSED at Anchorage, Alaska, this 1st day of August, 1914.

Surveyor General

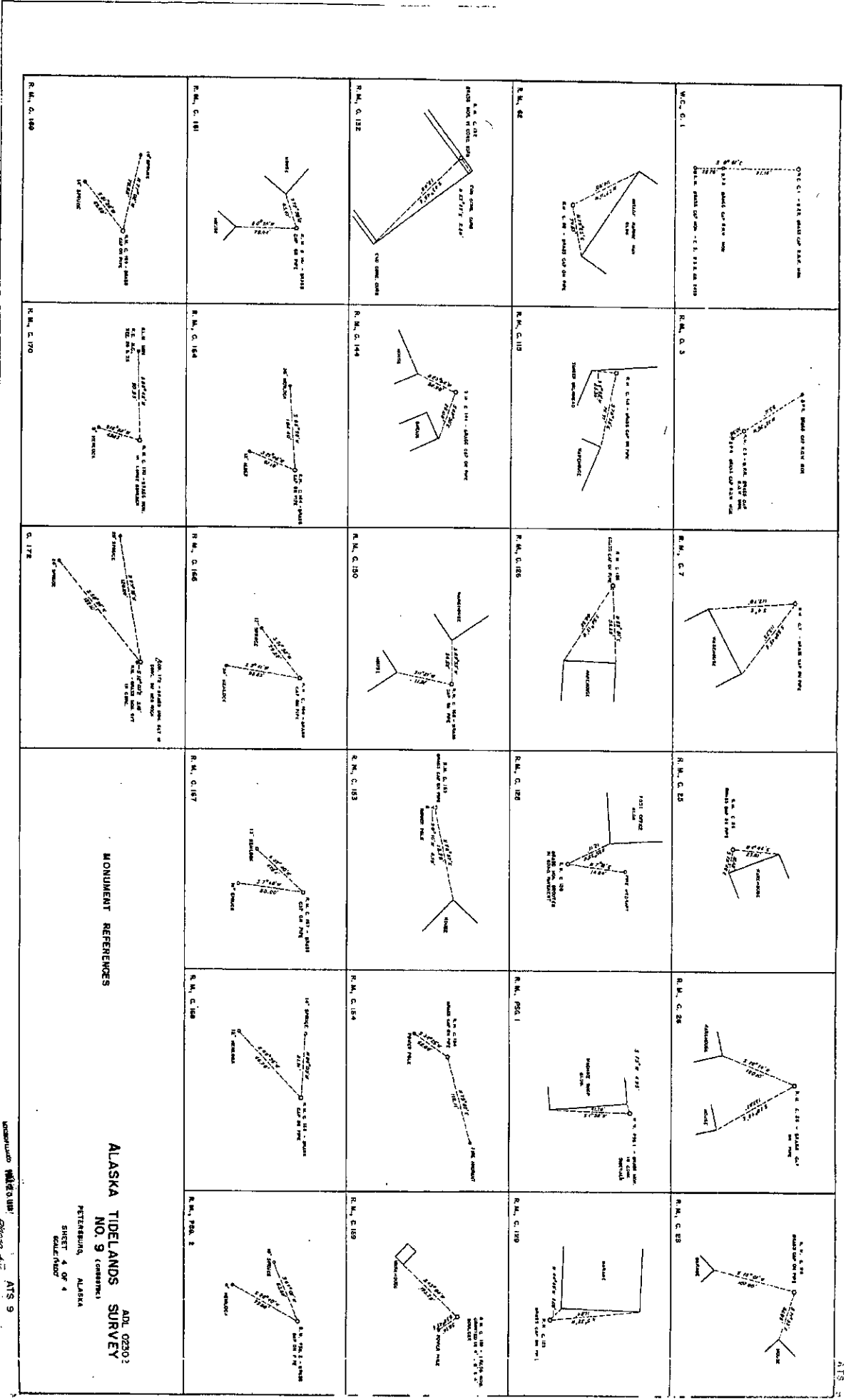
ALASKA TIDELANDS SURVEY

SECTION 28

SECTION 33



DATE OF SURVEY		TOWNSHIP & RANGE	
Bounded about 4, 1888		REGISTERED ENGINEERS	
JAMES L. HALL		JAMES L. HALL	
ALASKA DIVISION OF LANDS		STATE OF ALASKA	
ARCHAEOLOGICAL		ALASKA	
ALASKA TIDELANDS SURVEY		NO. 9 (CONTINUED)	
SHEET 3 OF 4		SHEET 3 OF 4	



MONUMENT REFERENCES

ADL 02302
 ALASKA TIDELANDS SURVEY
 NO. 9 (CONTINUED)
 PETERSBURG, ALASKA
 SHEET 4 OF 4
 SCALE: 1/2" = 100'

UNIVERSITY MICROFILMS
 PRODUCE THIS
 ATS 9

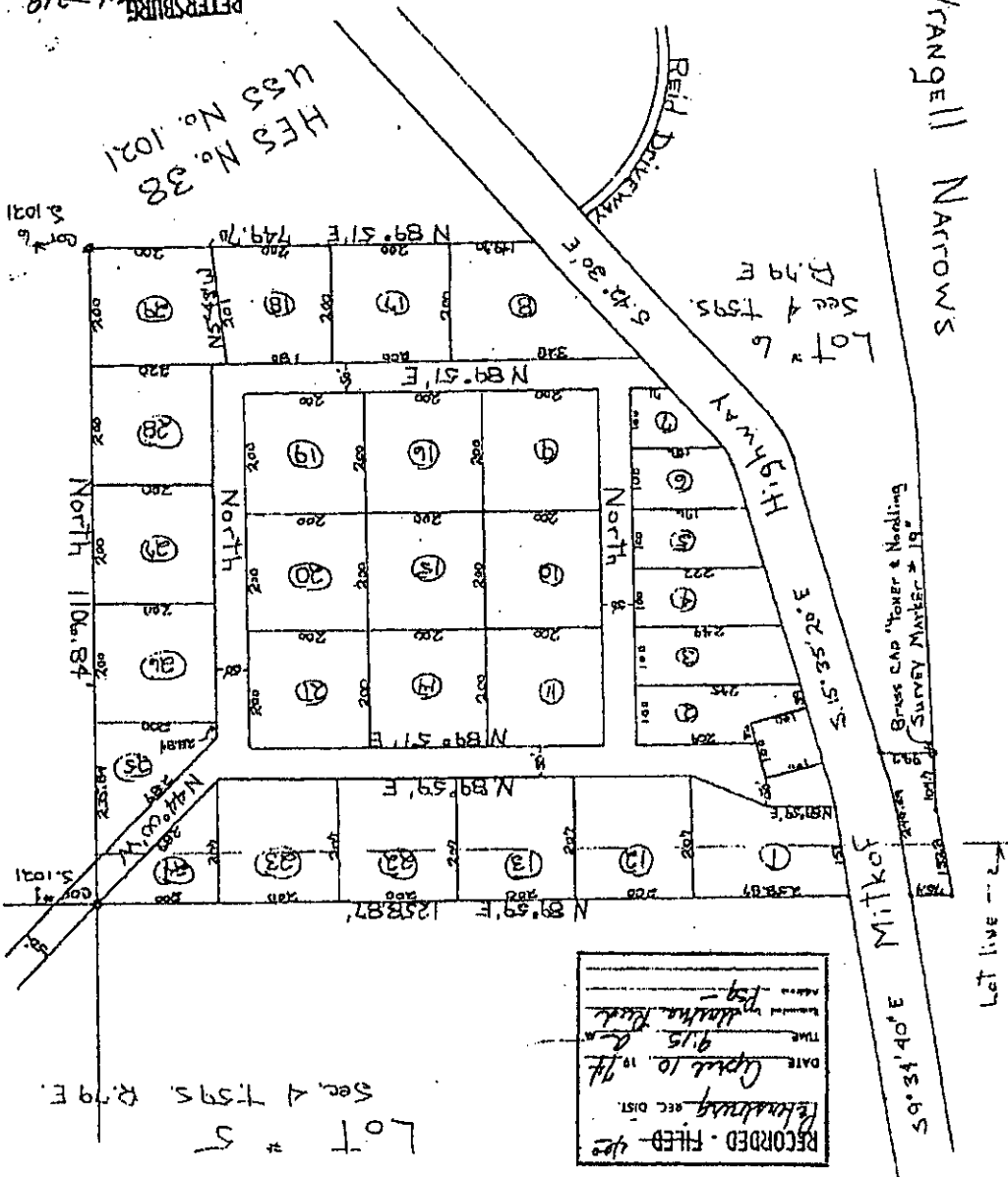
MAP

Reid Subdivision
 of Fractions of Lots 5 & 6
 Section 4 T39S, R79E GRM.
 Petersburg, Alaska
 as staked on April 6, 1974
 William W. Reid
 Alaska Road

State of Alaska
 First Judicial District
 ss. On this 9th day of April, 1974, before me, a notary public in and for the State of Alaska, personally appeared William W. Reid and Martha Reid, to me known and acquainted, me to be the persons who executed and acknowledged the foregoing instrument, and they acknowledged to me that they signed and sealed the same freely and voluntarily for the uses and purposes herein contained. WITNESS my hand and official seal this 9th day of April, 1974.
 Notary Public for Alaska William W. Reid 0-17-74

PETERSBURG 14-2-18
 Sold No.

HES No. 38
 USS No. 1021



RECORDED - FILED - YES
 Rekrating REC. DIST.
 DATE April 10, 1974
 TIME 9:15 A.M.
 Notary Public
 William W. Reid

Lot # 5
 Sec. 4 T39S, R79E

Plat drawn 19

WRANGELL NARROWS

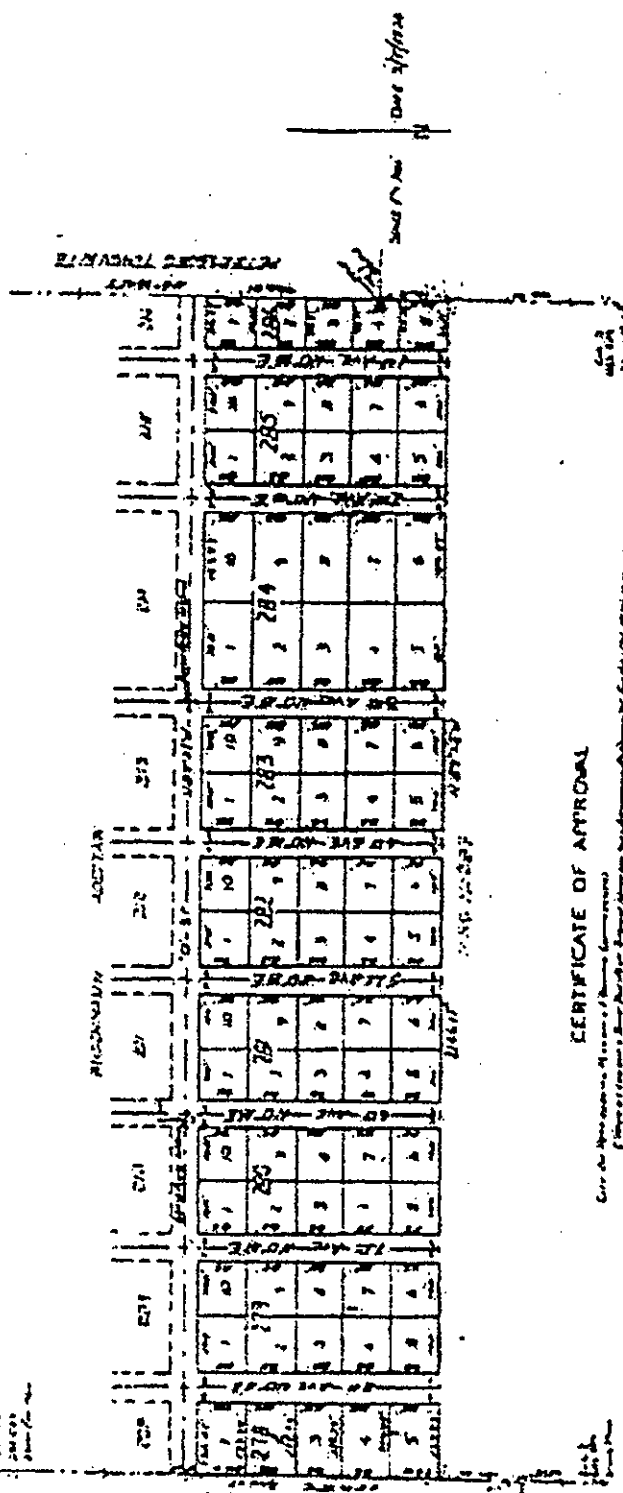
Lot # 6
 See 4 T39S, R79E

BRASS CAP, TOWER & MARKING SURVEY MONUMENT

Mitkof Highway

Let live -- 2

SEVERSON ADDITION TO PETERSBURG, ALASKA



DESCRIPTION

The description of the above described lots is as follows: The lots are situated in the SEVERSON ADDITION TO PETERSBURG, ALASKA, and are bounded by the streets of MICHIGAN and SPRING. The lots are numbered as follows: SECTION 20, lots 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55, 56, 57, 58, 59, 60, 61, 62, 63, 64, 65, 66, 67, 68, 69, 70, 71, 72, 73, 74, 75, 76, 77, 78, 79, 80, 81, 82, 83, 84, 85, 86, 87, 88, 89, 90, 91, 92, 93, 94, 95, 96, 97, 98, 99, 100.

DEDICATION

The above described lots are dedicated to the use of the public for the purpose of a public square. The dedication is made by the owner of the lots, and is subject to the approval of the Board of Commissioners of the City of Petersburg, Alaska.

ACKNOWLEDGMENTS

I, the undersigned, do hereby acknowledge that the above described lots are the property of the City of Petersburg, Alaska, and that the same have been dedicated to the use of the public for the purpose of a public square. I further acknowledge that the same have been approved by the Board of Commissioners of the City of Petersburg, Alaska, and that the same have been recorded in the public records of the State of Alaska.

CERTIFICATE OF APPROVAL

After the approval of the Board of Commissioners of the City of Petersburg, Alaska, and after the same have been recorded in the public records of the State of Alaska, I, the undersigned, do hereby certify that the above described lots are the property of the City of Petersburg, Alaska, and that the same have been dedicated to the use of the public for the purpose of a public square.

[Signature]
 City Clerk

I, the undersigned, do hereby certify that the above described lots are the property of the City of Petersburg, Alaska, and that the same have been dedicated to the use of the public for the purpose of a public square. I further certify that the same have been approved by the Board of Commissioners of the City of Petersburg, Alaska, and that the same have been recorded in the public records of the State of Alaska.

[Signature]
 City Clerk

LAND SURVEYORS CERTIFICATE

I, the undersigned, do hereby certify that the above described lots are the property of the City of Petersburg, Alaska, and that the same have been dedicated to the use of the public for the purpose of a public square. I further certify that the same have been approved by the Board of Commissioners of the City of Petersburg, Alaska, and that the same have been recorded in the public records of the State of Alaska.



CERTIFICATE OF APPROVAL BY THE PLATTING BOARD

I, hereby certify that the subdivision plat shown herein has been found to comply with the subdivision regulations of the City of Petersburg, and that the same have been approved for recording in the office of the district registrar, an official recorder, Petersburg, Alaska.

[Signature]
 District Registrar

CERTIFICATE OF OWNERSHIP AND DEDICATION

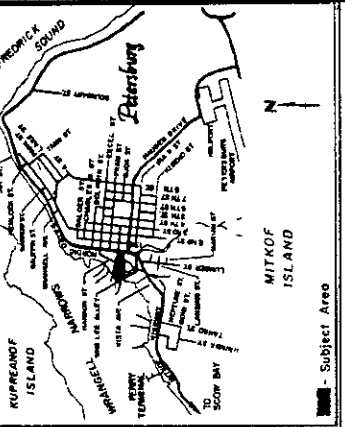
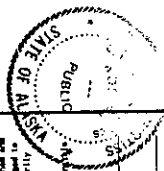
I, the undersigned, do hereby certify that I am the owner of the property described herein and that I have been duly qualified as an owner of the same under the laws of the State of Alaska, and that I have duly complied with all the provisions of the laws of the State of Alaska, relating to the dedication of streets, alleys, paths and other open spaces to public or private use as shown.

[Signature]
 Mayor, City of Petersburg

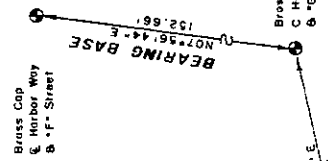
NOTARY'S ACKNOWLEDGEMENT

Notary Public in and for the State of Alaska

[Signature]
 Notary Public

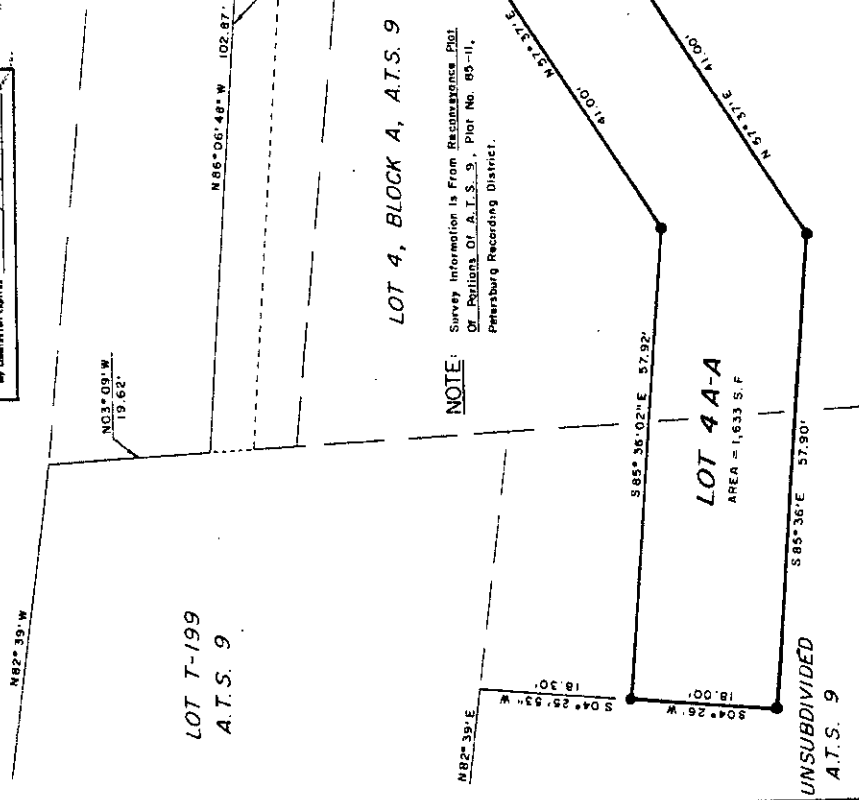
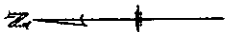


VICINITY MAP



LEGEND

- PROPERTY LINES
- 5/8" Ø STEEL ROD & ALUM. CAP
- MURPH. L.S. & G.B.
- SET THIS SURVEY
- PRIMARY MONUMENT (FOUND)



NOTE: Survey information is from Reestablishment Plot of Parallels of A.T.S. 9, Plot No. 69-11, Petersburg Recording District.

SURVEYOR'S CERTIFICATE

I hereby certify that I am a registered Surveyor, licensed in the State of Alaska, and that in APRIL, 1994, a survey of this block described herein was conducted under my direct supervision and that this plat is a true and accurate representation of the field notes of said survey, and that all dimensions and other details are correct according to said field notes.

[Signature]
 Surveyor

Q4.05
 APR 24 94
 8:50
 Petersburg, Alaska



PETERSBURG RECORDING DISTRICT	
TIDELAND LEASE SURVEY	
CHATHAM STRAIT SEAFOODS-1994	
PORTION LOT 4, BLOCK "A", & PORTION OF UNSUBDIVIDED A.T.S. 9	
For: P.O. BOX 329	PETERSBURG, ALASKA 99833
CITY OF PETERSBURG	
MURPH ENGINEERING	
Box 625	
Petersburg, Alaska 99833	
DATE	NAME OF SURVEYOR PROJECT NUMBER
APRIL 21, 1994	A.J. MURPH. L302-06-08
SCALE	DRAWN BY
1" = 10'	L.A.M.

PETERSBURG 94-5

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2007-000559-0

Recording Dist: 110 - Petersburg
7/10/2007 10:55 AM Pages: 1 of 4



CC

File for Record at Request of:

AFTER RECORDING MAIL TO:
Name: **Ocean Beauty Seafoods LLC**
Address: 1100 W. Ewing Street, Seattle, WA 98119

File No.: **0239-1029552**

STATUTORY WARRANTY DEED

The GRANTOR, **Ocean Beauty Holdings, Inc.**, a Washington corporation formerly known as Ocean Beauty Seafoods, Inc., whose mailing address is 1100 W. Ewing Street, Seattle, WA 98119, for and in consideration of **TEN DOLLARS AND OTHER GOOD AND VALUABLE CONSIDERATION**, in hand paid, conveys and warrants to **Ocean Beauty Seafoods LLC**, an Alaska limited liability company, residing at 1100 W. Ewing Street, Seattle, WA 98119, the following described real estate, situated in the **Petersburg** Recording District, **First** Judicial District, State of **Alaska**:

See Exhibit A attached hereto and made a part hereof.

SUBJECT TO reservations, exceptions, easements, covenants, conditions and restrictions of record, if any.

Dated: June 22, 2007.

Ocean Beauty Holdings, Inc.

By: Howard Klein
Its: Vice Chairman

**EXHIBIT A
LEGAL DESCRIPTION**

Parcel No. 1:

Lot T-199A, Tidelands Addition, City of Petersburg, Alaska Tidelands Survey No. 9, Oil Dock, records of the Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at Corner No. 1 from whence the Southwest corner of Lot T-203, Petersburg Tidelands Addition bears N 20°25' E 26.54 feet distance; thence S 7°21' W 28.00 feet to Corner No. 2; thence S 82°39' E 52.00 feet to Corner No. 3; thence N 7°21' E 28.00 feet to Corner No. 4; thence N 82°39' W 52.00 feet to Corner No. 1, the point of beginning.

Parcel No. 2

Lot 7, Block 26, U.S. Survey No. 1252, Petersburg Townsite, records of the Petersburg Recording District, First Judicial District, State of Alaska;

EXCEPTING THEREFROM that portion described as follows:

Beginning at the Southeast corner of said Lot 7, being the intersection of the Westerly existing right-of-way of Main Street and the Northerly existing right-of-way line of Indian Street; thence N 05°41'31" E along the Westerly right-of-way line of Main Street a distance of 14.23 feet; thence S 84°07'06" W along the most Northerly line of said Lot 7 a distance of 104.37 feet; thence S 01°18'43" E a distance of 34.67 feet; thence S 52°04'54" E a distance of 1.58 feet to the Northerly right-of-way line of Indian Street; thence N 52°39'06" E along the Northerly right of way line a distance of 41.31 feet; thence N 83°55'06" E along the Northerly right-of-way line a distance of 67.91 feet to the point of beginning.

ALSO EXCEPTING THEREFROM that portion of Lot 7, Block 26, according to the plat of survey of said Petersburg Townsite, U.S. Survey No. 1252, more particularly described as follows:

Beginning at the corner common to Lots 6 and 7 on Indian Street in said Block 26; thence N 48°07' W 36 feet to the meander line; thence N 57°55' E 32.67 feet along the beach; thence S 51°30' E 33.72 feet to Indian Street; thence S 53°14' W 34.06 feet, more or less, to the point of beginning.

Parcel No. 3

Lot T-199B, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, according to the Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 4

Lot T-202, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 5

Lot 26, Reid Subdivision, according to the official plat thereof, filed June 15, 1978 in Book 6 at Page 537, records of the Petersburg Recording District, First Judicial District, State of Alaska.



2 of 4

2007 - 000559 - 0

**EXHIBIT A
LEGAL DESCRIPTION**

Parcel No. 6

Lot 4, Block 279, Severson Addition to Petersburg, a resurvey of a portion of U.S. Survey No. 283, filed September 18, 1974 in Drawer 1, Folder #2, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 7

Parcels A and C, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 8

Lot T-200B (also referred to as Parcel B), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 9

Lot T-200A, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 10

That portion of Lot 4, Block A, Alaska Tidelands Survey No. 9, and a portion of the right-of-way along the Northern boundary of said Lot 4, Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at the most Southerly corner of Lot T-199, as depicted on the plat of the Retracement Survey of Executive Order No. 6189; thence N 89°39' W a distance of 31.33 feet; to the true point of beginning of the portion herein described; thence S 04°25'53" W a distance of 18.30 feet; thence S 85°36'02" E a distance of 57.92 feet, from which R. M. 62 of A.T.S. No. 9 bears S 24°56'12" W a distance of 697.51 feet; thence N 57°37' E a distance of 89.27 feet; thence N 86°06'48" W a distance of 102.87 feet; thence S 03°09' E a distance of 36.15 feet; thence N 82°39' W a distance of 31.33 feet back to the true point of beginning.



STATE OF CALIFORNIA

LOS ANGELES COUNTY

THIS IS TO CERTIFY that on this 22nd day of June, 2007, before me the undersigned Notary Public, personally appeared Howard Klein, known to me and to me known to be the Vice Chairman of the corporation that executed the within instrument and known to me to be the person who executed the within instrument on behalf of Ocean Beauty Holdings, Inc., the corporation therein named and acknowledged to me that such corporation executed the same pursuant to its by-laws and authority of the board of directors.

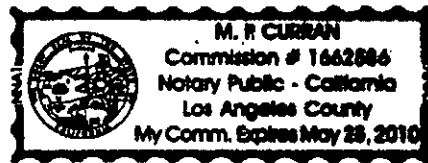
WITNESS my hand and official seal.

M. F. Curran

Notary Public in and for California

My commission expires:

5/28/2010



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2010-000583-0

Recording Dist: 110 - Petersburg
7/22/2010 1:03 PM Pages: 1 of 5



UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]

B. SEND ACKNOWLEDGMENT TO: (Name and Address)

MCGUIREWOODS LLP
1800 CENTURY PARK EAST, 8TH FLOOR
LOS ANGELES, CA 90067

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (1a or 1b) - do not abbreviate or combine names

1a. ORGANIZATION'S NAME
OCEAN BEAUTY SEAFOODS LLC

OR
 1b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

1c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
1100 W. EWING STREET SEATTLE WA 98119 USA

1d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 1e. TYPE OF ORGANIZATION LIMITED LIABILITY COMPANY 1f. JURISDICTION OF ORGANIZATION ALASKA 1g. ORGANIZATIONAL ID #, if any 108092 NONE

2. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only one debtor name (2a or 2b) - do not abbreviate or combine names

2a. ORGANIZATION'S NAME

OR
 2b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

2c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

2d. SEE INSTRUCTIONS ADD'L INFO RE ORGANIZATION DEBTOR 2e. TYPE OF ORGANIZATION 2f. JURISDICTION OF ORGANIZATION 2g. ORGANIZATIONAL ID #, if any NONE

3. SECURED PARTY'S NAME (or NAME of TOTAL ASSIGNEE of ASSIGNOR S/P) - insert only one secured party name (3a or 3b)

3a. ORGANIZATION'S NAME
BANK OF AMERICA, N.A.

OR
 3b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

3c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
55 S. LAKE AVENUE, SUITE 900 PASADENA CA 91101 USA

4. This FINANCING STATEMENT covers the following collateral:

ALL PROPERTY AND ASSETS NOW OWNED OR HEREAFTER ACQUIRED BY THE DEBTOR OR IN WHICH THE DEBTOR OTHERWISE HAS ANY RIGHTS, OR THE POWER TO TRANSFER RIGHTS, WHETHER NOW EXISTING OR HEREAFTER ARISING AND ALL PRODUCTS AND PROCEEDS THEREOF, THAT ARE OR MAY BECOME FIXTURES TO THE REAL PROPERTY OR PROPERTIES DESCRIBED ON EXHIBIT "A" ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE. THE RECORD OWNER OF SUCH REAL PROPERTY IS SET FORTH ON SCHEDULE "A" ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

THIS FINANCING STATEMENT IS FILED AS A FIXTURE FILING AND IS TO BE RECORDED IN THE REAL PROPERTY RECORDS.

THIS FINANCING STATEMENT, HOWEVER, DOES NOT CONSTITUTE AN ADMISSION THAT ANY GOODS ARE, IN FACT, FIXTURES.

NOTICE: PURSUANT TO AN AGREEMENT BETWEEN DEBTOR AND SECURED PARTY, EXCEPT AS EXPRESSLY PERMITTED BY SECURED PARTY IN WRITING, DEBTOR HAS AGREED NOT TO FURTHER ENCUMBER CERTAIN OF THE COLLATERAL DESCRIBED HEREIN, THE FURTHER ENCUMBERING OF WHICH MAY CONSTITUTE THE TORTIOUS INTERFERENCE WITH SECURED PARTY'S RIGHTS BY SUCH ENCUMBRANCE. THE SECURED PARTY HAS THE CONTRACTUAL RIGHTS TO AND A PERFECTED SECURITY INTEREST IN ANY PROCEEDS OF THE COLLATERAL. NOTICE IS HEREBY GIVEN THAT ANY HOLDING OR TAKING OF SUCH PROCEEDS IS IN VIOLATION OF SECURED PARTY'S RIGHTS.

5. ALTERNATIVE DESIGNATION (if applicable): LESSEE/LESSOR CONSIGNEE/CONSIGNOR BAILEE/BAILOR SELLER/BUYER AG. LIEN NON-UCC FILING

6. This FINANCING STATEMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS. Attach Addendum. Check to REQUEST SEARCH REPORT(S) on Debtor(s) (ADDITIONAL FEE). All Debtors Debtor 1 Debtor 2

8. OPTIONAL FILER REFERENCE DATA

TO BE FILED WITH THE PETERSBURG RECORDING DISTRICT **DOC. ID # 12455621.1**

UCC FINANCING STATEMENT ADDENDUM

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

9. NAME OF FIRST DEBTOR (1a or 1b) ON RELATED FINANCING STATEMENT		
9a. ORGANIZATION'S NAME		
OCEAN BEAUTY SEAFOODS LLC		
OR	9b. INDIVIDUAL'S LAST NAME	
	FIRST NAME	MIDDLE NAME, SUFFIX

10. MISCELLANEOUS:

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

11. ADDITIONAL DEBTOR'S EXACT FULL LEGAL NAME - insert only <u>one</u> name (11a or 11b) - do not abbreviate or combine names						
11a. ORGANIZATION'S NAME						
OR	11b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
11c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY
11d. SEE INSTRUCTIONS	ADD'L INFO RE ORGANIZATION DEBTOR	11e. TYPE OF ORGANIZATION	11f. JURISDICTION OF ORGANIZATION	11g. ORGANIZATIONAL ID #, if any		
				<input type="checkbox"/> NONE		

12. <input type="checkbox"/> ADDITIONAL SECURED PARTY'S or <input type="checkbox"/> ASSIGNOR S/P'S NAME - insert only <u>one</u> name (12a or 12b)						
12a. ORGANIZATION'S NAME						
OR	12b. INDIVIDUAL'S LAST NAME		FIRST NAME	MIDDLE NAME	SUFFIX	
12c. MAILING ADDRESS			CITY	STATE	POSTAL CODE	COUNTRY

13. This FINANCING STATEMENT covers timber to be cut or as-extracted collateral, or is filed as a fixture filing.

14. Description of real estate:
SEE ATTACHED EXHIBIT A

15. Name and address of a RECORD OWNER of above-described real estate (if Debtor does not have a record interest):
SEE ATTACHED SCHEDULE A

16. Additional collateral description:

17. Check only if applicable and check only one box.
 Debtor is a Trust or Trustee acting with respect to property held in trust or Decedent's Estate

18. Check only if applicable and check only one box.
 Debtor is a TRANSMITTING UTILITY
 Filed in connection with a Manufactured-Home Transaction — effective 30 years
 Filed in connection with a Public-Finance Transaction — effective 30 years



2 of 5
 2010-000583-0

SCHEDULE A

Property Description

Record Owner(s): Ocean Beauty Seafoods LLC

Location/Address: 607 Vesta Drive, Petersburg, AK 99833
208 Hungerford Hill, Petersburg, AK 99833
101 Harbor Way, Petersburg, AK 99833

Legal Description: See attached Exhibit A



Exhibit "A"

Parcel No.1:

Lot T-199A, Tidelands Addition, City of Petersburg, Alaska Tidelands Survey No.9, Oil Dock, records of the Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at Corner No.1 from whence the Southwest corner of Lot T-203, Petersburg Tidelands Addition bears N 20°25' E 26.54 feet distance; thence S 7°21' W 28.00 feet to Corner No.2; thence S 82°39' E 52.00 feet to Corner No.3; thence N 7°21' E 28.00 feet to Corner No.4; thence N 82°39' W 52.00 feet to Corner No.1, the point of beginning.

Parcel No.2:

Lot 7, Block 26, U.S. Survey No. 1252, Petersburg Townsite, records of the Petersburg Recording District, First Judicial District, State of Alaska;

EXCEPTING THEREFROM that portion described as follows:

Beginning at the Southeast corner of said Lot 7, being the intersection of the Westerly existing right-of-way of Main Street and the Northerly existing right-of-way line of Indian Street; thence N 05°41'31" E along the Westerly right-of-way line of Main Street a distance of 14.23 feet; thence S 84°07'06" W along the most Northerly line of said Lot 7 a distance of 104.37 feet; thence S 01°18'43" E a distance of 34.67 feet; thence S 52°04'54" E a distance of 1.58 feet to the Northerly right-of-way line of Indian Street; thence N 52°39'06" E along the Northerly right of way line a distance of 41.31 feet; thence N 83°55'06" E along the Northerly right-of-way line a distance of 67.91 feet to the point of beginning.

ALSO EXCEPTING THEREFROM that portion of Lot 7, Block 26, according to the plat of survey of said Petersburg Townsite, U.S. Survey No. 1252, more particularly described as follows:

Beginning at the corner common to Lots 6 and 7 on Indian Street in said Block 26; thence N 48°07' W 36 feet to the meander line; thence N 57°55' E 32.67 feet along the beach; thence S 51°30' E 33.72 feet to Indian Street; thence S 53°14' W 34.06 feet, more or less, to the point of beginning.

Parcel No.3:

Lot T-199B, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No.9, according to the Reconveyance Plat of a portion of Alaska Tidelands Survey No.9, filed May 2, 1985 under Plat No.85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No.4:

Lot T-202, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No.9, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No.5:

Lot 26, Reid Subdivision, according to the official plat thereof, filed June 15, 1978 in Book 6 at Page 537, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No.6:

Lot 4, Block 279, Severson Addition to Petersburg, a resurvey of a portion of U.S. Survey No. 283, filed September 18, 1974 in Drawer 1, Folder #2, records of the Petersburg Recording District, First Judicial District, State of Alaska.



Parcel No.7:

Parcels A and C, Reconveyance Plat of a portion of Alaska Tidelands Survey No.9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No.8:

Lot T-200B (also referred to as Parcel B), Reconveyance Plat of a portion of Alaska Tidelands Survey No.9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No.9:

Lot T-200A, Reconveyance Plat of a portion of Alaska Tidelands Survey No.9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 10:

That portion of Lot 4, Block A, Alaska Tidelands Survey No.9, and a portion of the right-of-way along the Northern boundary of said Lot 4, Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at the most Southerly corner of Lot T-199, as depicted on the plat of the Retracement Survey of Executive Order No. 6189; thence N 89°39' W a distance of 31.33 feet; to the true point of beginning of the portion herein described; thence S 04°25'53" W a distance of 18.30 feet; thence S 85°36'02" E a distance of 57.92 feet, from which R. M. 62 of A.T.S. No.9 bears S 24°56'12" W a distance of 697.51 feet; thence N 57°37' E a distance of 89.27 feet; thence N 86°06'48" W a distance of 102.87 feet; thence S 03°09' E a distance of 36.15 feet; thence N 82°39' W a distance of 31.33 feet back to the true point of beginning.



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2014-000746-0

Recording Dist: 110 - Petersburg
12/19/2014 11:10 AM Pages: 1 of 20



RECORD IN THE PETERSBURG RECORDING DISTRICT

**RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:**

Don Pease
National Marine Fisheries Service
Financial Services Branch, F/MB53
7600 Sand Point Way NE
BIN C15700, Bldg. #1
Seattle, WA 98115

**INSTRUCTIONS TO RECORDER:
INDEX THIS DOCUMENT AS**
(a) A DEED OF TRUST;
(b) A SECURITY AGREEMENT;
(c) AN ASSIGNMENT OF RENTS; AND
(d) A FIXTURE FILING

FATCO 2292502

**DEED OF TRUST, SECURITY AGREEMENT,
ASSIGNMENT OF RENTS AND FIXTURE FILING**

THIS DEED OF TRUST, SECURITY AGREEMENT, ASSIGNMENT OF RENTS AND FIXTURE FILING ("Deed of Trust") is made this 5th day of December, 2014, by OCEAN BEAUTY SEAFOODS LLC, an Alaska limited liability company ("Grantor"), whose address is 1100 W. Ewing Street, Seattle, Washington 98107, Attention: Tony Ross, First American Title ("Trustee"), whose address is 3035 C Street, Anchorage, Alaska 99503, and the United States of America, acting by and through the Secretary of Commerce, National Oceanic and Atmospheric Administration, National Marine Fisheries Service, Financial Services Division, whose mailing address is National Marine Fisheries Service, Financial Services Branch F/MB53, 7600 Sand Point Way NE, BIN C15700, Bldg. #1, Seattle WA 98115 ("Beneficiary").

WITNESSETH:

WHEREAS, Grantor and Beneficiary have entered into that certain approval letter dated September 9, 2014, respecting a loan from Beneficiary to Grantor in the principal amount of \$3,300,000.00 (the "Approval Letter"); and

WHEREAS, pursuant to and in accordance with the terms of the Approval Letter a Promissory Note to The United States of America dated December 5, 2014 has been duly executed by Grantor in the principal amount of THREE MILLION THREE HUNDRED THOUSAND and no/100 Dollars (\$3,300,000.00) (the "Note");

WHEREAS, the Note matures on December 5, 2039, at which time the balance of principal and interest then outstanding under the terms of the Note shall be due in full, and the parties hereto intend for the maturity date of this Deed of Trust to be the same as the maturity date of the Note;

WHEREAS, as an inducement to lending money under the Note, and as security for present and future obligations of Grantor to Beneficiary (the "Indebtedness") under the Note, this Deed of Trust or in any other document or instrument heretofore or hereafter executed by Grantor having reference to, arising out of, securing, evidencing or in any way pertaining to the Indebtedness (the Note, this Deed of Trust, and such other documents and instruments being collectively referred to herein as the "Loan Documents", which includes any amendments or modifications thereof), the Grantor has unconditionally agreed to execute, deliver and perform all provisions, terms and conditions of this Deed of Trust.

NOW, THEREFORE, FOR AND IN CONSIDERATION OF THE PREMISES AND FOR THE PURPOSES HEREIN DESCRIBED, GRANTOR HEREBY IRREVOCABLY GRANTS, TRANSFERS AND ASSIGNS TO TRUSTEE, ITS SUCCESSORS AND ASSIGNS, IN TRUST, WITH POWER OF SALE AND RIGHT OF ENTRY AND POSSESSION, ALL OF GRANTOR'S ESTATE, RIGHT, TITLE AND INTEREST IN, TO AND UNDER, AND GRANTS TO BENEFICIARY A SECURITY INTEREST IN, ANY AND ALL OF THE FOLLOWING DESCRIBED PROPERTY (COLLECTIVELY, THE "PROPERTY"), WHETHER NOW OWNED OR HEREINAFTER ACQUIRED:

A. That certain real property situated in Petersburg, State of Alaska, and more particularly described in Exhibit "A" attached hereto and incorporated herein by this reference, together with all of the easements, rights, privileges, franchises and appurtenances thereunto belonging or in any way appertaining and all of the estate, right, title, interest, claim and demand whatsoever of Grantor therein or thereto, either at law or in equity, in possession or in expectancy, now or hereafter acquired (the "Real Estate");

B. All structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Real Estate (the "Improvements", and together with the Real Estate, the "Real Property");

C. All rights, title and interest of Grantor in and to the land lying in the bed of any street, road, avenue, alley or public place, opened or proposed, and all easements and rights-of-way, public or private, tenements, hereditaments, rights and appurtenances, now or hereafter used in connection with, belonging or appertaining to the Real Estate;

D. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights, air rights and similar rights that are appurtenant to, located on, under or above or used in connection with the Real Property, or any part thereof, whether now existing or hereafter created or acquired;

E. All right, title and interest of Grantor in and to all minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above to Real Estate;





UCC FINANCING STATEMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) David C. Kelly Peterson Russell Kelly PLLC 425-990-4017
B. E-MAIL CONTACT AT FILER (optional) dkelly@prklaw.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) National Marine Fisheries Service F/MB53 Financial Services Branch 7600 Sand Point Way NE BIN C15700, Bldg 1 Seattle, WA 98115

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1. DEBTOR'S NAME: Provide only one Debtor name (1a or 1b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

1a. ORGANIZATION'S NAME Ocean Beauty Seafoods LLC				
OR	1b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
1c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1100 W. Ewing St., P.O. Box 70739	Seattle	WA	98127-1539	USA

2. DEBTOR'S NAME: Provide only one Debtor name (2a or 2b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); if any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor Information in item 10 of the Financing Statement Addendum (Form UCC1Ad)

2a. ORGANIZATION'S NAME				
OR	2b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
2c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY

3. SECURED PARTY'S NAME (or NAME OF ASSIGNEE OF ASSIGNOR SECURED PARTY): Provide only one Secured Party name (3a or 3b)

3a. ORGANIZATION'S NAME The United States of America, acting by and through the Secretary of Commerce, NOAA, NMFS, FSA				
OR	3b. INDIVIDUAL'S SURNAME	FIRST PERSONAL NAME	ADDITIONAL NAME(S)/INITIAL(S)	SUFFIX
3c. MAILING ADDRESS	CITY	STATE	POSTAL CODE	COUNTRY
1315 East-West Highway	Silver Spring	MD	20910-6233	USA

4. COLLATERAL: This financing statement covers the following collateral:

FOR RECORDATION IN THE REAL PROPERTY RECORDS WITH RESPECT TO THE REAL PROPERTY DESCRIBED ON EXHIBIT A AND THE COLLATERAL DESCRIBED ON EXHIBIT 1.

Fixture

5. Check only if applicable and check only one box: Collateral is held in a Trust (see UCC1Ad, item 17 and instructions) being administered by a Decedent's Personal Representative

6a. Check only if applicable and check only one box:
 Public-Finance Transaction Manufactured-Home Transaction A Debtor is a Transmitting Utility

6b. Check only if applicable and check only one box:
 Agricultural Lien Non-UCC Filing

7. ALTERNATIVE DESIGNATION (if applicable): Lessee/Lessor Consignee/Consignor Seller/Buyer Bailee/Bailor Licensee/Licensor

8. OPTIONAL FILER REFERENCE DATA:
FF-S-099, Petersburg

Debtor: OCEAN BEAUTY SEAFOODS LLC

Secured Party: UNITED STATES OF AMERICA, acting by and through the Secretary of Commerce, National, Oceanic and Atmospheric Administration, National Marine Fisheries Service, Financial Services Division

EXHIBIT 1
to
UCC-1 FINANCING STATEMENT

This Financing Statement covers all of the Debtor's right, title and interest in and to the following described property, whether now owned or hereafter acquired, together with all accessories, substitutions, additions, replacements, parts and accessions affixed to, generated therefrom or used in connection therewith (herein, the "Collateral"):

(a) The "Real Property," defined herein as the Petersburg Property as set forth in Exhibit A, together with all rents and leases therefrom, all water rights, however evidenced or manifested, and all buildings, appurtenances, fixtures, attachments, tenements and hereditaments now or hereafter belonging to or appertaining to the Real Property; and all equipment, machinery, parts, tools, furniture or other items of whatsoever nature whether fixed or unfixd to the Real Property, which pertain to the operation of Obligor's facilities located on the Real Property, including, but not limited to:

1. All of the easements, rights, privileges, franchises and appurtenances thereunto belonging or in any way appertaining to the Real Property;
2. All improvements of every kind and description now or at any time hereafter located or placed on the Real Property (the "Improvements");
3. All rights, title and interest of Obligor in and to the land lying in the bed of any street, road, avenue, alley or public place, opened or proposed, and all easements and rights-of-way, public or private, tenements, hereditaments, rights and appurtenances, now or hereafter used in connection with, belonging or appertaining to the Real Property;
4. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights, air rights and similar rights that are appurtenant to, located on, under or above or used in connection with the Real Property, or any part thereof, whether now existing or hereafter created or acquired;

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5. All right, title and interest of Obligor in and to all minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above to Real Property;
6. All fixtures (as defined in AS 45.29.102) now or at any time hereafter affixed to, attached to, placed upon or used in any way in connection with the use, enjoyment, occupancy or operation of the Real Property or any portion thereof (the "Fixtures");
7. All equipment, machinery, parts, tools, furniture or other items of whatsoever nature, whether fixed or unfixxed to the Real Property, which pertain to the operation of the Real Property and the Improvements, including without limitation the equipment set forth and identified in Exhibit B attached hereto, together with all replacements, additions, or substitutions.
8. All right, title and interest of Obligor in and to all leases, subleases, licenses and occupancy agreements pertaining to the Real Property now existing or hereafter entered into (the "Leases"), including, without limitation, all guarantees of the Leases and all cash or other property deposited thereunder to secure performance by the lessees, licensees or other occupants, as applicable, of their obligations thereunder;
9. All of the rents, royalties, issues, profits, revenue, income and other benefits of the Obligor deriving from or relating to the Leases (the "Rents and Profits");
10. All proceeds (including claims and demands therefor) of the conversion, voluntary or involuntary, of any of the foregoing into cash or liquidated claims, including, without limitation, proceeds of insurance and condemnation awards;
11. All plans and specifications relating to the construction of the Improvements, all contracts and agreements (including all warranties) relating to the construction of the Improvements, and all permits, licenses, franchises, development rights, commitments and rights for utilities and other rights and privileges obtained by Obligor in connection with the Improvements; and
12. All other rights and interests of Obligor, whether now owned or hereafter acquired, of every nature in the Real Property and in the possession or use thereof and income therefrom (but limited as to personal property to the collateral described in Section 1(a)(1) through (11) and Section 1(d) below).
 - (b) All Federal, State or Local Permits, licenses, harvest privileges, and processing privileges which pertain to or derive from the Real Property or operation of Obligor's facilities located on the Real Property, or which are issued or allocated to Obligor with respect to Obligor's operations or facilities located on the Real Property. Such Federal, State or Local Permits licenses, harvest privileges, and processing

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privileges expressly include, but are not limited to, all water rights permits; water discharge permits; pollution credits; fish transportation permits; fish processing permits and allocations; and all fishing rights/licenses and related harvest/participatory privileges (expressly including, but not limited to, all limited entry permits, individual fishing quotas, quota shares, individual transferable quotas, community development quotas, license limitations, moratorium qualifications, high seas permits, allocations, endorsements and tags), regardless of whether such Federal, State or Local Permits, licenses, harvest privileges, and processing privileges are expressed in pounds or percentage of catch or output, and regardless of whether the right to receive such is based on catch or processing history, capacity, deliveries, output, ownership structure, community investment or other factors; whether any of the aforementioned are now owned or hereafter acquired, whether now existing or hereafter created by rule, regulation, statute, legislation, or action of Federal, State or Local government. In the event that any such right or privilege does not pertain or attach to the Real Property or to Obligor's operations on the Real Property in a readily traceable manner, "Federal, State or Local Permits, licenses, harvest privileges, and processing privileges" shall mean a share of the Obligor's total amount of such license, right or privilege, corresponding to the greater of either (i) the historical share associated with the Real Property or (ii) a proportionate share, relative to other comparable facilities owned by Obligor.

(c) Subject to the terms set forth in paragraph 4 of the attached Agreement, all insurances pertaining to the Real Property, including, without limitation, fire and casualty protection, pollution, workmen's compensation and liability business interruption, equipment breakdown, personal property, flood, windstorm, commercial general liability, umbrella, auto and all other insurances and association entries, and all claims and all returns of premiums, dues, calls, and assessments and all other sums or claims for sums due or to become due thereunder.

(d) All documents, contract rights, chattel paper, and general intangibles (not including recipes and techniques which are described separately below), now or hereafter existing, which are (1) reasonably necessary for the continued use of the Real Property, Improvements, or other Collateral described in Paragraphs (a), (b) or (c), above, (2) used (i) exclusively at the Real Property, or (ii) exclusively at the Real Property and at one of the real property locations described on the attached Exhibits C, D, E, F and G (each an "Other NOAA Real Property Location") provided that as of the time of the determination the applicable Other NOAA Real Property Location has been pledged to the Secretary as security, and (3) not otherwise (i) used in connection with the marketing, sale, or distribution of fish or related products, or (ii) accounts (except accounts that constitute payment(s) to the Secretary, if any, required to be made to the Secretary pursuant to a statute or regulation applicable to fish processors and/or fish dealers generally or to those operating in one or more fisheries).



(e) Recipes and techniques used in processing or preparation of fish or related products which are utilized at the Real Property. Notwithstanding the foregoing, the Secretary's interest in such recipes and techniques shall not preclude Obligor from using any such recipes and techniques pledged to the Secretary at Obligor's other manufacturing and processing facilities or pledging or granting other rights in such as collateral to Lenders, provided that such pledge or rights granted to Lenders does not impair the rights of the Secretary to utilize or transfer such recipes and techniques used in the processing of fish or fish products at the Real Property. By way of example, if the Obligor utilizes a recipe or processing technique at the Real Property and the Secretary forecloses or otherwise realizes the security interest on the Real Property, the Secretary may foreclose and convey, assign, or transfer all right(s) to use such recipe or processing techniques at the Real Property to the subsequent owner of the Real Property, if any, without regard to the rights of the Obligor or interest of the Lenders and, similarly, the Obligor and the Lenders may exercise all their respective rights in such recipe and processing techniques to use, assign, convey, foreclose or otherwise at any processing or manufacturing facilities of Obligor, other than the Real Property, without regard to the rights of the Secretary.

(f) All proceeds of any and all of the foregoing Collateral, including, without limitation, and to the extent not otherwise included in the description above, (1) all insurance proceeds, whether or not the Secretary is the loss payee thereof, (2) proceeds in kind, (3) indemnities, warranties, and guaranties payable by reason of loss or damage to the foregoing Collateral, and (4) cash.



EXHIBIT A "REAL PROPERTY"
to
UCC-1 FINANCING STATEMENT

LEGAL DESCRIPTION – PETERSBURG PROPERTY

Parcel No. 1:

Lot T-199A, Tidelands Addition, City of Petersburg, Alaska Tidelands Survey No. 9, Oil Dock, records of the Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at Corner No. 1 from whence the Southwest corner of Lot T-203, Petersburg Tidelands Addition bears N 20°25' E 26.54 feet distance; thence S 7°21' W 28.00 feet to Corner No. 2; thence S 82°39' E 52.00 feet to Corner No. 3; thence N 7°21' E 28.00 feet to Corner No. 4; thence N 82°39' W 52.00 feet to Corner No. 1, the point of beginning.

Parcel No. 2:

Lot 7, Block 26, U.S. Survey No. 1252, Petersburg Townsite, records of the Petersburg Recording District, First Judicial District, State of Alaska;

EXCEPTING THEREFROM that portion described as follows:

Beginning at the Southeast corner of said Lot 7, being the intersection of the Westerly existing right-of-way of Main Street and the Northerly existing right-of-way line of Indian Street; thence N 05°41'31" E along the Westerly right-of-way line of Main Street a distance of 14.23 feet; thence S 84°07'06" W along the most Northerly line of said Lot 7 a distance of 104.37 feet; thence S 01°18'43" E a distance of 34.67 feet; thence S 52°04'54" E a distance of 1.58 feet to the Northerly right-of-way line of Indian Street; thence N 52°39'06" E along the Northerly right of way line a distance of 41.31 feet; thence N 83°55'06" E along the Northerly right-of-way line a distance of 67.91 feet to the point of beginning.

ALSO EXCEPTING THEREFROM that portion of Lot 7, Block 26, according to the plat of survey of said Petersburg Townsite, U.S. Survey No. 1252, more particularly described as follows:

Beginning at the corner common to Lots 6 and 7 on Indian Street in said Block 26; thence N 48°07' W 36 feet to the meander line; thence N 57°55' E 32.67 feet along the beach; thence S 51°30' E 33.72 feet to Indian Street; thence S 53°14' W 34.06 feet, more or less, to the point of beginning.

Parcel No. 3:

Lot T-199B, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, according to the Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska



Parcel No. 4:

Lot T-202, Tidelands Addition to the City of Petersburg, Alaska, A.T.S. No. 9, records of the Petersburg Recording District, First Judicial District, State of Alaska.]

Parcel No. 5:

Lot 26, Reid Subdivision, according to the official plat thereof, filed June 15, 1978 in Book 6 at Page 537, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 6:

Lot 4, Block 279, Severson Addition to Petersburg, a resurvey of a portion of U.S. Survey No. 283, filed September 18, 1974 in Drawer 1, Folder #2, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 7:

Parcels A and C, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 8:

Lot T-200B (also referred to as Parcel B), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 9:

Lot T-200A, Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 10:

That portion of Lot 4, Block A, Alaska Tidelands Survey No. 9, and a portion of the right-of-way along the Northern boundary of said Lot 4, Petersburg Recording District, First Judicial District, State of Alaska, more particularly described as follows:

Beginning at the most Southerly corner of Lot T-199, as depicted on the plat of the Retracement Survey of Executive Order No. 6189; thence N 89°39' W a distance of 31.33 feet; to the true point of beginning of the portion herein described; thence S 04°25'53" W a distance of 18.30 feet; thence S 85°36'02" E a distance of 57.92 feet, from which R. M. 62 of A.T.S. No. 9 bears S 24°56'12" W a distance of 697.51 feet; thence N 57°37' E a distance of 89.27 feet; thence N 86°06'48" W a distance of 102.87 feet; thence S 03°09' E a distance of 36.15 feet; thence N 82°39' W a distance of 31.33 feet back to the true point of beginning.



Parcel No. 11:

Lot 2B (also referred to as Parcel I), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska.

Parcel No. 12:

Lot 5A (also referred to as Parcel H), Reconveyance Plat of a portion of Alaska Tidelands Survey No. 9, according to the official plat thereof, filed May 2, 1985 under Plat No. 85-11, records of the Petersburg Recording District, First Judicial District, State of Alaska. Said Parcel Nos. 11 and 12 are also known as Lot 6, Block B, A.T.S. 9, by Notice of Minor Lot Consolidation, executed by the City of Petersburg and recorded July 2, 1999 in Book 64 at Page 9.



EXHIBIT B
to
EXHIBIT 1 to UCC-1 FINANCING STATEMENT

Petersburg, Alaska Processing Facility
Machinery and Equipment Inventory

Equipment	Serial Numbers (if applicable)
BLDG 2: ELEC SYSTEM	
BLDG 2: FZ FISH HOUSE	
COLD STORAGE HOLD TKS	
BUILDING 1	
BUILDING 8	
BUILDING 2: OFFICE	
MANAGER'S HOUSE	
BLDG 7 - 10: BUNGALOWS	
BUILDING 3	
VAN LOADING DOCK	
TENT EGG HOUSE	
ICE HOUSE UPGRADE	
COOLING WAREHOUSE IMPROVEMENTS	
DOCK REBUILD	
DOCK UPGRADE	
SPRINKLER SYSTEM FOR BLAST FREEZER	
BUNKHOUSE (FROM LLC) (NEW BUILDING)	
MACHINIST BUNKHOUSE (NEW BUILDING)	
DOCK PILING REPLACEMENT	
EGG TENT REPLACEMENT	
BREEZEWAY FLOOR REPLACEMENT	
NORTHWALL F/F PROCESSING AREA	
CANNERY FLOOR	
POWER DISTRIBUTION UNDER DOCK	
BUNKHOUSE (6) EX: NIKISKI (NEW BUILDING)	
BOILER STEAM PIPING	
BUNKHOUSE FOREST SERVICE BUILDING	
PILINGS	
SPCC FUEL LINE REPLACEMENT	
HOUSING TO PB (6) EX: NIKISKI	
PHASE 1 OF DOCK OVERHAUL	
BLAST FREEZER PSER DF	RM324511-6022808, RM324512-6022809
BLAST FREEZER PROD RK	
ICE MACHINE 30TN NSTAR	4643
COLD STORAGE LINE	
SHRINK WRAP, DESPATCH	

Exhibit B to Exhibit 1 to UCC-1 Financing Statement
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125 BUSSE BASKETS	
PUMP, RYAN	
SEAMR FILLR CLINCHER	
TALL SEAMER	
RYCO MAIN FISH PUMP	06-130P003514-1
WASTE DISPOSAL SYSTEM	
OVERHAUL 1# WEIGHER	
RSW CHILLER UNIT	11706
OVERHAUL 1# CUTTR/FLA	
BUNK BEDS / BUNKHOUSE	
INSTALL RETORTS	
REBUILD TALL FILLER	
STEAM LINES	
TRANSFORMERS	15460
FREEZER RACKS	
2 10 BASKET RETORTS	
RSW TANKS (STAINLESS)	
REFRIGERATION UPGRADE	
500 HP JOHNSON BOILER	9182-01
1 LB CAN LINE	
CAN LINE WEIGH MACHINE	1414551
ICE MAKER	32230-B
TALL CAN LINE REBUILD	
REBUILD CAN LINE FILLER	
BLAST FREEZER CYLINDER	
20 INSULATED TOTES	
EGG TENT MODIFICATIONS	
AMMONIA LEAK DETECTION SYSTEM	
BOILER FEED PUMP (2)	DO446030, D0564627, F1335059, G1300799 95-25-6029 92055010 U63842
CRANE FOR NORTH DOCK	
STRAPPING MACHINE	
SCREW COMPRESSOR	
AMMONIA PUMP PANELS	
REBUILD VAUGH PUMP	
SALMON EQUIPMENT (10)	
SALMON EQUIPMENT (6)	
TOTES	
REBUILD FILLER/SEAMER	
FISH BASKETS	
REBUILD VAUGH PUMP	
REBUILD FILLER/SEAMER	
MUFFIN MONSTER	28461, 31321
EGG FLUME	
DISCHARGE PUMP	
TARP FOR SALMON ROE	



AUDIO GRINDER	
SCALE-FRESH/FROZEN	
EGG EXTRACTOR REBUILD	
SALMON ROE PUMP OVERHAUL	
WATER MAIN	
BLAST FREEZER MOTOR	
FISH HOLDING TANK DOOR	
DOCK FISH PUMP	
RETORT VALVES	
SEAMER OVERHAUL	
STEAM MIXING VALVE	
SALMON HEADER	
DUD DETECTORS	28461, 31321
CHLORINATOR	
CIRCUIT BREAKER PLAST	
SCALES - ELECTRONIC	
SALMON BUTCHER MACHINE	
DOCK SCALE	
CANGUARD FOR 1/2 LB. LINE	
LARGE VAUGH PUMP	83618
IKURA SEPARATOR	NRS-1000-0103
ANGELUS SEAMER	
SEAMER REPLACEMENT	
B LINE CUTTER/FILLER REBUILD	
WASTE GRINDER	
ROE DRYING MACHINE & FILLER TABLE	
ENZYME ROE PROCESSING EQUIPMENT	
BRITE STACKING MACHINE	
ENZYME REACTOR	
PLATE FREEZER - WYATT REGRIGERATION	
ROE BRINER	3X000764
ENZYME ROE DRYER	
AMMONIA RECEIVER UPGRADE FOR PLATE	
WASTE GRINDER SYSTEM	
SEA WATER CONDENSER	
MYCOM PLATE FREEZER	
ROE PLATE FREEZER	CF41190
ROE FREEZER ROOM EXPANSION	
LAB TESTING EQUIPMENT	
AIR COMPRESSOR	S252546
MAP TRAY SYSTEM	
ANGELUS SEAMER	
SUBMERSIBLE PUMP	
FORKLIFT	3FG35
WATER FLUME	



RETORT RECORDERS	N39466/3/2 , N39160/5/5 , N39160/5/4 , N39466/3/1 , N39160/5/3 , N39466/3/3 , N39200/1/4 , N39158/1/13
FILLER CUTTER LUBRICATION SYSTEM	
MODEL 60 ICE MACHINE	
BARCODING EQUIPMENT AND SOFTWARE	
IKURA PLATE FREEZER FRAMES	
TENDER EQUIPMENT - DECK LAYOUT	
TENDER EQUIPMENT - TWO PUMPS	
TENDER EQUIPMENT - TWO SKIFF ENGINES	
FREEZER BASKETS AND CARTS	
BARCODING EQUIPMENT	
LABEL PRINTER	
GARDNER DENVER ELECTRA SAVER II 60 HP COMPRESSOR	S372036
VAUGH PUMP SPARE	84571-07/06
OUTFALL LINE REPLACEMENT	
MAP TRAY SEALER	28M10301
LIFT STATION	
CRANE BETTERMENT	2030
VIDEO INKJET SYSTEM	1306309C22ZH
PASSENGER VAN	
2007 INTERNATIONAL 4300 FLATBED TRUCK	
KRONOS PAYROLL SYSTEM	
LASER PRINTER	
UPGRADE TIMECLOCK SOFTWARE	
LASER PRINTER	
SAFETY COMPUTER	
QC COMPUTER	
LABEL PRINTERS (3)	
INTERTEL PHONE SYSTEM	
PARITY / CM II REWRITE	
2014 CAPITAL EXPENDITURES:	
DOCK IMPROVEMENTS	
ROE TENT	
LOAD MOMENT INDICATOR	
IRON K BUTCHER OVERHAUL/REBUILD	
INKJET PRINTER	

