

2.2. [Intentionally Omitted]

2.3. Minimum Cash Component. At Closing, the Cash Component of the Buyer’s Purchase Price must meet or exceed the amount of (a) the Administrative Claims (as defined below) plus (b) the Senior Secured Claim Balance (as defined below), minus (c) Receiver’s actual collections between September 16, 2024, and the Closing (the “**Minimum Cash Component**”). In the event that, at Closing, the Buyer’s Cash Component of the Purchase Price is less than the Minimum Cash Component, the Buyer shall increase the Cash Component of the Purchase Price to meet or exceed the Minimum Cash Component. Conversely, in the event that, at Closing, the Buyer’s Cash Component of the Purchase Price exceeds the Minimum Cash Component (a “**Surplus**”), Buyer and Seller will negotiate in good faith the terms of a credit towards the Cash Component in the amount of such Surplus, a refund of such Surplus, or other mutually acceptable arrangement to prevent an unintended overpayment of such Surplus.

2.4 Purchase Price Allocation. Seller has required, as a non-negotiable term of this Agreement, that Buyer complete the following Purchase Price Allocation table (“Table 1”).

TABLE 1

Asset	Purchase Price Allocation¹
Dillingham Processing Plant, including all real property, equipment, machinery, and fixtures, but excluding supplies	Cash Amount: \$3,000,000 Credit Bid: \$8,000,000 Total Purchase Price: \$11,000,000
Supplies located at the Dillingham processing plant, inventory for which is posted in the VDR	Cash Amount: \$600,000 Credit Bid: \$1,000,000 Total Purchase Price: \$1,600,000
Port Moller Processing Plant, including all real property, equipment, machinery, and fixtures, but excluding supplies	<i>(Real Property & Fixtures)</i>
	Cash Amount: \$250,000 Credit Bid: Total Purchase Price: \$250,000
	<i>(Equipment & Machinery)</i>
	Cash Amount: \$8,750,000 Credit Bid: Total Purchase Price: \$8,750,000
Supplies located at the Port Moller processing plant, inventory for which is posted in the VDR	Cash Amount: \$1,300,000 Credit Bid: \$1,000,000 Total Purchase Price: \$2,300,000
King Cove Processing Plant, including all real property, equipment, machinery, and fixtures, but excluding supplies	Cash Amount: \$200,000 ² Credit Bid: Total Purchase Price: \$200,000

¹ Subject to Buyer’s reallocation at Closing, including without limitation, to account for changes made pursuant to Section 2.3.

² Further allocated as follows: \$1 for the real property and fixtures; \$199,999 for the equipment and machinery.

Supplies located at the King Cove processing plant, inventory for which is posted in the VDR	Cash Amount: \$1,250,000 Credit Bid: Total Purchase Price: \$1,250,000
Dillingham "PAF" boat yard storage facility, including all real property, equipment, machinery, fixtures, and supplies	Cash Amount: \$2,000,000 Credit Bid: \$100,000 Total Purchase Price: \$2,100,000
NakNek support facility, including all real property, equipment, machinery, fixtures, and supplies	Cash Amount: \$200,000 Credit Bid: Total Purchase Price: \$200,000
Sand Point support facility, including all real property, equipment, machinery, fixtures, and supplies	Cash Amount: \$300,000 Credit Bid: Total Purchase Price: \$300,000
Seattle Ballard Warehouse, including all real property, equipment, machinery, fixtures, and supplies	Cash Amount: \$2,400,000 Credit Bid: \$100,000 Total Purchase Price: \$2,500,000
Crab Quota	Cash Amount: Credit Bid: \$100,000 Total Purchase Price: \$100,000
Peter Pan Seafoods Fish Brand	Cash Amount: \$100,000 Credit Bid: Total Purchase Price: \$100,000
Peter Pan Seafoods Branded Fish Supplies, inventory for which is posted in the VDR	Cash Amount: \$100,000 Credit Bid: Total Purchase Price: \$100,000
Peter Pan Seafoods Ikura Brand	Cash Amount: \$100,000 Credit Bid: Total Purchase Price: \$100,000
Peter Pan Seafoods Branded Ikura Supplies, inventory for which is posted in the VDR	Cash Amount: \$274,000 Credit Bid: Total Purchase Price: \$274,000
American Fisheries Act Permit 5358	Cash Amount: \$700,000 Credit Bid: \$300,000 Total Purchase Price: \$1,000,000
Cod Quota	Cash Amount: Credit Bid: \$200,000 Total Purchase Price: \$200,000
KWL Membership Interest, Harvest Membership Interest and Related Rights	Cash Amount: \$3,800,000 Credit Bid: \$1,200,000 Total Purchase Price: \$5,000,000

TOTAL: \$37,324,000

2.4 Package Deal. Notwithstanding anything in Section 2.3, Buyer is agreeing to purchase the Property as a package deal, with Buyer's express purpose in entering into this Agreement to acquire either all, or none, of the Property.

EXHIBITS008