

ASG CONSOLIDATED LLC

FINANCE COMMITTEE CHARTER

Adopted May 7, 2010

1. Designation and Membership

- 1.1. The Board of Directors (the “Board”) of ASG Consolidated LLC (the “Company”), will appoint from among its members a Finance Committee (the “Committee”) as provided for in Section 7.14 of the Second Amended and Restated Limited Liability Company Agreement of ASG Consolidated LLC (the “LLC Agreement”).
- 1.2. The Committee will consist of at least three members of the Board, one of whom shall be a “GSO Director,” and the other two of whom shall be appointed by a majority of the Board.
- 1.3. The Board will designate one Committee member to serve as Chairman of the Committee.

2. Purpose

The primary purpose of the Committee is to assist the Board’s oversight of certain significant transactions for which either the Company or the Company’s wholly owned subsidiary American Seafoods Group, LLC (“American Seafoods Group”) have approval rights pursuant to: (A) the Indenture entered into as of May 7, 2010 by and among the Company, ASG Finance, Inc. and Wells Fargo Bank, National Association, as trustee relating to the Company’s 15% Senior Notes due 2017 and (B) the Indenture entered into as of May 7, 2010 by and among the American Seafoods Group, American Seafoods Finance, Inc. and Wells Fargo Bank, National Association, as trustee relating to American Seafoods Group’s 10 3/4% Senior Subordinated Notes due 2016 (the Indentures referred to in clause (A) and (B) collectively, the “Indentures”). The Committee shall also advise and consult with Company management on the terms, conditions and other matters relating to any financing transaction involving the Company or American Seafoods Group having a value in excess of one hundred million (\$100,000,000) (a “Significant Financing Transaction”)

3. Authority

The Committee has the authority to:

- 3.1. Engage, compensate and terminate independent counsel and other advisers.
- 3.2. Conduct or authorize investigations into any matters within the scope of its responsibility.

- 3.3. Authorize any consents or approvals required to be granted by the Company or American Seafoods Group and no such consent or approval shall be granted by the Company or American Seafoods Group without the approval of the Committee.
- 3.3. Meet with and seek any information from any officer, employee, outside counsel, or the independent auditor of the Company, American Seafoods Group or their subsidiaries, all of whom are directed to cooperate with the Committee.

4. Duties and responsibilities

The Committee will:

- 4.1. Receive the notices from the trustee or other parties to the Indentures with respect to any matters for which the Company or American Seafoods Group are permitted or required to provide their consent or approval and to determine on behalf of the Company or American Seafoods Group if such consent or approval shall be granted; and
- 4.2. Advise and consult with management on the terms, conditions and other matters relating to any Significant Financing Transaction;