

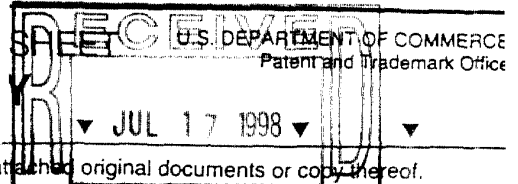
MRD 7-17-98

RE

07-23-1998



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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Sea World, Inc!

- Individual(s)
- General Partnership
- Corporation-State **Delaware**
- Other _____

- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

Execution Date: **June 29, 1998**

2. Name and address of receiving party(ies)

Name: **Sun International Resorts, Inc.**

Internal Address: _____

Street Address: **1415 East Sunrise Boulevard**

City: **Ft. Lauderdale** State: **Fla** ZIP: **33304**

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State **Florida**
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

75/439,804
75/359,010
75/210,974

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Kristen H. Sorensen, Esq.**

Internal Address: **HUNTON & WILLIAMS**

Street Address: **200 Park Avenue, 43rd Floor**

City: **New York** State: **NY** ZIP: **10166**

6. Total number of applications and registrations involved: **3**

7. Total fee (37 CFR 3.41).....\$ **90.00**

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/21/1998 DNGUYEN 00000251 75439804

DO NOT USE THIS SPACE

01 FC:481 40.00 OP
02 FC:482 50.00 OP

9. Statement and signature:

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Kristen H. Sorensen

Name of Person Signing

Signature

7/13/98

Date

Total number of pages including cover sheet, attachments, and document: **4**

ASSIGNMENT OF TRADEMARK APPLICATIONS

WHEREAS, Sea World, Inc. a Delaware corporation with its principal place of business at One Busch Place, St. Louis, Missouri 63118 ("Assignor"), has adopted and is using in its business the trademarks and service marks itemized in Schedule A annexed hereto (the "Marks"), and owns the applications for the Marks in the United States Patent & Trademark Office as set forth in Schedule A; and


WHEREAS, Assignor wishes to transfer all right, title and interest in and to the Marks, including the U.S. applications to register the Marks, together with the goodwill to be symbolized by the Marks, to Sun International Resorts, Inc., a Florida corporation with its principal place of business at 1415 East Sunrise Boulevard, Ft. Lauderdale, Florida 33304 ("Assignee"); and

WHEREAS, Assignee wishes to acquire all right, title and interest in and to the Marks, as aforesaid, including the applications to register the Marks, together with the goodwill symbolized by the Marks,

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby sell, assign, transfer and set over to Assignee, Assignor's entire right, title and interest in and to the Marks and the applications to register thereof, and all associated goodwill.

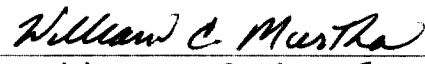
The Assistant Commissioner for Trademarks is requested to record this Assignment of Trademark Applications in the files of the Marks.

SEA WORLD, INC.


Name: _____

Title: VP Finance

SUN INTERNATIONAL RESORTS, INC.


Name: WILLIAM C. MURTHA

Title: SENIOR VICE PRESIDENT &
CORPORATE COUNSEL

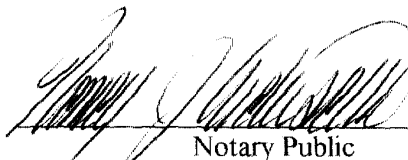
Dated: as of June 29, 1998

STATE OF Missouri)

COUNTY OF St. Louis)

On this 16th day of June, 1998, before me appeared John J. Schaefer
the person who signed the foregoing instrument, who acknowledged that he signed it as a free act
on behalf of Sea World, Inc., a Delaware corporation, with authority to do so.

**NANCY J. ANDERSON
NOTARY PUBLIC - NOTARY SEAL
STATE OF MISSOURI, COUNTY OF ST. LOUIS
MY COMMISSION EXPIRES: 3-3-01**

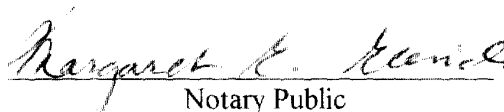


Notary Public

STATE OF NEW JERSEY)

COUNTY OF ATLANTIC)

On this 27th day of June, 1998, before me appeared William C. Mittle
the person who signed the foregoing instrument, who acknowledged that he signed it as a free act
on behalf of Sun International ~~Representation~~, Inc., a Florida corporation, with the authority to do
so.
RESORTS,



Notary Public

**MARGARET E. ELEVICH
Notary Public State of New Jersey
My Commission Expires May 11, 2003**

SCHEDULE A

Mark

Serial No.

ATLANTIS

75/439,804

JOURNEY TO ATLANTIS & Design

75/359,010

JOURNEY TO ATLANTIS

75/210,974