

TRADEMARKS ONLY

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

1. Name of Party(ies) conveying an interest:

American Underwater Products
dba Oceanic USA

Entity:

- Individual(s)
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

3. Interest Conveyed:

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

Execution Date October 16, 2000

2. Name and Address of Party(ies) receiving an interest:

Name: Ocean Pulse, Inc. dba Aeris

Internal Address: _____

Street Address: 2002 Davis Street

City: San Leandro

State: California

Zip: 94577

Entity:

- Individual
- General Partnership
- Corporation-State California
- Other _____
- Association
- Limited Partnership

Citizenship _____

If not domiciled in the United States, a domestic
representative designation is attached:

- Yes
- No

(the attached document must not be an assignment)

4. Application number(s) or patent number(s). Additional sheet attached?

- Yes
- No

A. Trademark Application No.(s)

75/345,346
75/361,384

B. Trademark Registration No.(s)

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

Name: Kathleen A. Skinner

Internal Address: _____

Street Address: One Kaiser Plaza, Suite 2360

City: Oakland

State: CA

Zip: 94612

6. Number of applications and registrations involved:
Two

7. Amount of fee enclosed or authorized to be charged:
\$65.00

8. Deposit account number: No. 19/2383
USE FOR CREDIT OR INSUFFICIENT FEE ONLY

DO NOT USE THIS SPACE

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.

Kathleen A. Skinner

Name of Person Signing

Kathleen A. Skinner

Signature

10/12/00

Date

Total number of pages including cover sheet, attachments and document: 3

700002477

TRADEMARK
REEL: 002132 FRAME: 0668

TRADEMARK ASSIGNMENT

WHEREAS, American Underwater Products dba Oceanic USA, a California corporation, with its principal place of business at 2002 Davis Street, San Leandro, California 94577, is the owner of Application No. 75/345,346, filed August 22, 1997, in the United States Patent and Trademark Office, for the mark AERIS (in Class 9), and for Application No. 75/361,384, filed September 23, 1997, for ATMOS (in Class 9); and

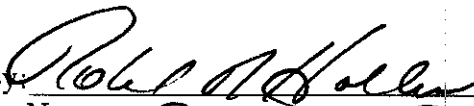
WHEREAS, American Underwater Products dba Oceanic USA has adopted and used said marks in interstate commerce and has an ongoing business therefor for the goods recited in the applications;

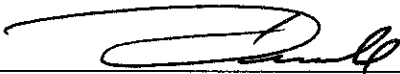
WHEREAS, Ocean Pulse, Inc. dba Aeris, a California corporation, with its principal place of business at 2002 Davis Street, San Leandro, California 94577, is successor to the portion of the business to which the marks pertain and is desirous of acquiring said marks and the applications therefor;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said American Underwater Products dba Oceanic USA does hereby assign unto said Ocean Pulse, Inc. dba Aeris all right, title and interest in and to the said marks, together with the goodwill of the business symbolized by the marks, and the above-identified applications thereof.

AMERICAN UNDERWATER PRODUCTS
dba OCEANIC USA

Dated: 10/16/00

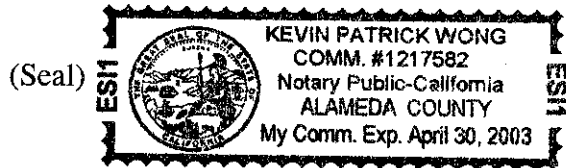
By: 
Name: ROBERT R. HOLLIS
Title: CEO

Witnessed:


State of California)
) ss
County of ALAMEDA

On 10/16/00, before me, KEVIN PATRICK WONG, a Notary Public, personally appeared ROBERT R. HOLLIS, personally known to me (or proved to me to be on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Kevin Patrick Wong
Commission Expires: 04.30.2003