

12-06-2000



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11.17.00

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

#### Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

#### Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger  Effective Date  
Month Day Year
- Change of Name
- Other

#### Conveying Party

- Mark if additional names of conveying parties attached
- Name  Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

#### Receiving Party

- Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)     
City State/Country Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

#### FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:  
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

REEL: 002188 FRAME: 0368

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name JAMES E. BROPHY, III, ESQ.

Address (line 1) RYLEY CARLOCK & APPLEWHITE, P.A.

Address (line 2) 101 NORTH FIRST AVENUE, SUITE 2700

Address (line 3) PHOENIX, ARIZONA 85003-1973

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number 602-258-7701

Name CHRISTOPHER P. SIEGLE

Address (line 1) RYLEY CARLOCK & APPLEWHITE, P.A.

Address (line 2) 101 NORTH FIRST AVENUE, SUITE 2700

Address (line 3) PHOENIX, ARIZONA 85003-1973

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

**Registration Number(s)**

75533175

75533176

**Number of Properties** Enter the total number of properties involved. # 2

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$ 80.00

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.) Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

CHRISTOPHER P. SIEGLE



11/15/00

Name of Person Signing

Signature

Date Signed

## ASSIGNMENT OF TRADEMARK APPLICATION

THIS ASSIGNMENT of Trademark Application ("Assignment") is effective from the 26<sup>th</sup> day of September 2000, by and between Oceanic Adventures International Corp. ("OAIC"), herein referred to as "Assignee", and Aquarium Holdings of Northern Kentucky, LLC, ("AHONK"), herein referred to as "Assignor".

### RECITALS

Assignor is the holder of the Trademark Application, Serial Number 75/533176 (the "Trademark Application") in the United States Patent and Trademark Office ("USPTO"), a copy of the Filing Receipt for Trademark Application is attached hereto as Exhibit "A".

Assignor desires to assign the Trademark Application to Assignee, a related company which holds a membership interest in Assignor.

NOW, THEREFORE, in consideration of the agreements set forth herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

### ASSIGNMENT

Pursuant to 15 U.S.C. § 1060, Assignor hereby assigns to Assignee the Trademark Application and all of Assignor's rights, title and interest therein.

This Assignment may be recorded by either Assignee or Assignor with the USPTO, who, pursuant to 15 U.S.C. § 1060, shall issue in the name of Assignee a registration certificate for said Trademark after such examination as the USPTO deems sufficient and proper.

Assignor agrees to cooperate with Assignee in taking such steps as may be reasonably necessary or required to confirm or complete the Assignment of the Trademark Application as herein contemplated.

This Assignment shall inure to the benefit of and shall be binding upon the parties hereto and their respective successors and assigns.

Dated as of the 28<sup>th</sup> day of December, 1999.

**ASSIGNOR**

**AQUARIUM HOLDINGS OF NORTHERN  
KENTUCKY, LLC., a Kentucky limited  
liability company**

By: Newport Aquarium Partners,  
its Manager and a general  
partnership

By: Aquarium Holdings, Inc., its  
Managing Partner

By:   
Barry Rosenberg  
Its President

**ASSIGNEE**

**OCEANIC ADVENTURES INTERNATIONAL  
CORP., a Ontario, Canada corporation**

By: \_\_\_\_\_  
Thomas Wilson  
Its President

State of OHIO )  
County of HAMILTON ) ss.

The foregoing instrument was acknowledged before me this 28th day of December, 1999, by Barry Rosenberg, President of Aquarium Holdings, Inc., on behalf of Aquarium Holdings of Northern Kentucky LLC.

Margaret A. Lawson  
Notary Public

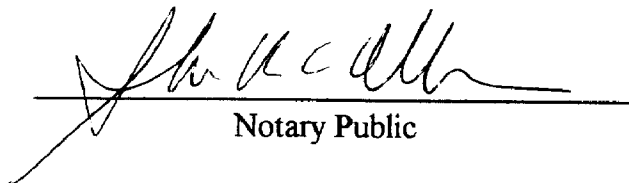
My Commission Expires:  
\_\_\_\_\_

**MARGARET A. LAWSON, Attorney at Law**  
Notary Public, State of Ohio  
My commission has no expiration date  
Section 147.03 O.R.C.



Country  
State of CANADA )  
Province ) ss.  
County of Ontario )

The foregoing instrument was acknowledged before me this 27 day of December, 1999 by Thomas Wilson, President of Oceanic Adventures International Corp., on behalf of the corporation.

  
Notary Public

My Commission Expires:  
perpetual

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Its President

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 ) ss.  
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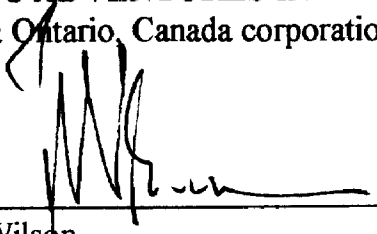
Margaret A. Lawson  
Notary Public

My Commission Expires:  
\_\_\_\_\_

MARGARET A. LAWSON, Attorney at Law  
Notary Public, State of Ohio  
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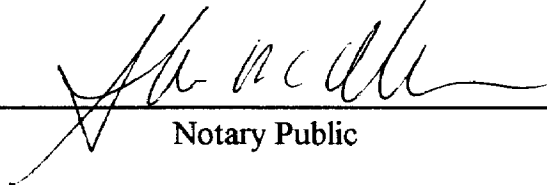
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