

02-15-2001



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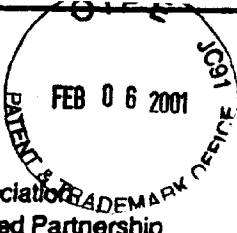
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To the Honorable Comm.

101614961

record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
WATCH'EM FLY INC.



- Individual(s)
- General Partnership
- Corporation-State MARYLAND
- Other

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

2. Name and address of receiving party(ies)

Name: S.M. GEESE, INC.

Internal Address:

Street Address: 10401 Coastal Highway

City: OCEAN CITY State: MD ZIP: 21842

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- 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

3. Nature of conveyance:

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

Execution Date: DEC. 19, 2000

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,881,495

Additional numbers attached?  Yes  No

02/14/2001 6TON11 00000253 1881495

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

Name: Donald L. Dennison

Internal Address: Dennison, Scheiner, Schultz & Wakeman

Suite 612

Street Address: 1745 Jefferson Davis Highway

City: Arlington State: VA ZIP: 22202

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Donald L. Dennison  
Name of Person Signing

*Donald L. Dennison*  
Signature

2/5/01  
Date

Total number of pages including cover sheet, attachments, and document: 2

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

# ASSIGNMENT OF TRADEMARK

WHEREAS, Watch'em Fly Inc., a corporation of Maryland, having a principal place of business at 10401 Coastal Highway, Ocean City, MD 21842, has adopted, used and is presently using and owns the trademark **C.M. GEESE** which is registered in the United States Patent and Trademark Office as, Registration No. 1,881,495, dated, February 28, 1995, which Registration is still in full force and effect, and;

WHEREAS, C. M. Geese, Inc., a Delaware corporation having a principal business address at 10401 Coastal Highway, Ocean City, MD 21842, is desirous of acquiring said mark and the registration thereof.

NOW, therefore, for good and valuable consideration, receipt of which is hereby acknowledged, said Watch'em Fly Inc., hereby assign unto the said C. M. Geese, Inc. all right, title and interest in and to said mark, together with the good will of the business symbolized by the mark, and the above identified registration thereof.

Dated: 12/19/00

Watch'em Fly Inc.

By Wayne L. Phillips

Wayne L. Phillips

Title Owner - President