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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)

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

1. Name of conveying party(ies):
Omega Protein Corp.

06/05/02

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State NEVADA
- Other:

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

3. Nature of Conveyance:

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

Execution Date: July 12, 2000

2. Name and address of receiving party(ies):

Name: Omega Protein, Inc.

Internal Address:

Street Address: 835-B Pride Drive

City: Hammond

State: LA Zip: 70401

Individual(s) citizenship:

Association:

General Partnership:

Limited Partnership:

Corporation-State: VIRGINIA

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 Registration Number(s):

A. Trademark Application No.(s):

B. Trademark Registration No.(s):

2,213,113

Additional numbers attached? Yes No

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

Name: Constance Gall Rhebergen
BRACEWELL & PATTERSON L.L.P.

Internal Address: Atty. Dkt.: 064313.003

Street Address: 711 Louisiana St.
Suite 2900

City: Houston State: Texas Zip: 77002-2781

6. Total Number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41) \$ 40.00

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.

Constance Gall Rhebergen
Name of Person Signing

Constance Gall Rhebergen
Signature

June 3, 2002
Date

Total number of pages including cover sheet, attachments, and document: 7

06/28/2002 DDYRME

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INTELLECTUAL PROPERTY ASSIGNMENT

THIS ASSIGNMENT is made this 1st day of July, 2000 by and between Omega Protein Corporation, a Nevada corporation ("Assignor") and Protein Operating Company, a Delaware corporation ("Assignee"). The Assignor and Assignee are collectively referred to herein as the "Parties".

WHEREAS, the Assignor is the owner of the trademarks, service marks and trade names as represented by the trademarks and their associated registrations and applications described on Schedule A attached to and made a part of this Assignment ("Trademarks");

WHEREAS, the Assignee is interested in acquiring the Trademarks, including all domestic and foreign rights, registrations, and applications, from the Assignor, as part of the business to which the Trademarks pertain, and the Assignor is interested in transferring the Trademarks to the Assignee.

NOW, THEREFORE, the Assignor, for the sum of one United States dollar and other good and valuable consideration, the receipt, adequacy and sufficiency of which is acknowledged by the Assignor:

1. Hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns, the Assignor's entire right, title and interest in and to the Trademarks, and their associated registrations and applications, both domestic and foreign, together with the goodwill of the business associated with and symbolized by the Trademarks; and

2. Hereby sells, assigns, transfers and conveys to the Assignee, its successors and assigns all causes of action, past, present, and future for infringement or unfair competition with respect to the Trademarks; and

3. Will, upon written request of Assignee, its successors and assigns, execute reasonable documents prepared at the expense of Assignee, its successors and assigns, to perfect its title to any and all rights in the Trademarks conveyed hereunder.

IN WITNESS WHEREOF, Assignor has given legal effect to this Assignment by its duly authorized representative.

ASSIGNOR:

Omega Protein Corporation

By: Robert W. Stockton

Name: Robert W. Stockton

Title: Executive Vice President and Secretary

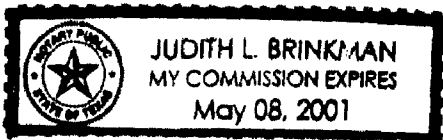
STATE OF TEXAS §
 §
COUNTY OF HARRIS §

This instrument was acknowledged before me on July 12, 2000, by Robert W. Stockton the Vice President, of Omega Protein Corporation, a Nevada corporation, on behalf of said corporation.

Judith L. Brinkman
Notary Public in and for
the State of Texas

Name: _____

My commission expires: _____



Schedule A: Trademarks

<u>Mark</u>	<u>Reg./App. No.</u>	<u>Reg./App. Country</u>
SPECIAL SELECT	2,231,113	United States
SILVER HERRING	75/508,783	United States
OMEGAGROW and Design	75/803,913	United States

INTELLECTUAL PROPERTY CONFIRMATORY ASSIGNMENT

THIS DOCUMENT does confirm the prior assignment made by and between Protein Operating Company, a Delaware corporation ("Assignor") and Omega Protein, Inc., a Virginia corporation ("Assignee"). The Assignor and Assignee are collectively referred to herein as the "Parties".

WHEREAS, the Assignor was the owner of the trademarks, service marks and trade names as represented by the trademarks and their associated registrations and applications, if any, described on Schedule A attached to and made a part of this Assignment ("Trademarks");

WHEREAS, the Assignee had an interest in acquiring the Trademarks, including all domestic and foreign rights, registrations, and applications, from the Assignor, as part of the business to which the Trademarks pertain, and the Assignor had an interest in transferring the Trademarks to the Assignee.

NOW, THEREFORE, in recognition of goods and valuable consideration received, Zapata Corporation does confirm the prior assignment to Omega Protein, Inc. of all rights, title, and interest in and to the mark and any current or future registrations for said mark, together with the goodwill of the business associated with the mark and the right to recover any damages for infringements, if any.

IN WITNESS WHEREOF, Assignor has given legal effect to this Assignment by its duly authorized representative.

ASSIGNOR:

Protein Operating Company

By: *Robert W. Stockton*

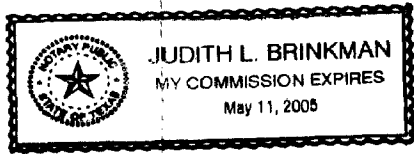
Name: *Robert W. Stockton*

Title: *Vice President*

STATE OF TEXAS §

COUNTY OF HARRIS §

This instrument was acknowledged before me on (date): June 28, 2001,
by (name) Robert W. Sackton,
(title) Vice President, of Protein Operating Corporation on behalf of said
corporation.



Judith L. Brinkman
Notary Public in and for
the State of _____
Name: _____

My commission expires: _____

Schedule A: Trademarks

<u>Mark</u>	<u>Reg./App. No.</u>	<u>Reg./App. Country</u>
OMEGA PROTEIN	N/A	United States
SILVER HERRING	75/508,783	United States
OMEGA GROW AND DESIGN	75/803,913	United States
OMEGA PROTEIN LOGO	75/802,231	United States
SPECIAL SELECT	2,213,113	United States

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RECORDED: 06/05/2002

** TOTAL PAGE.05 **
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