

Form PTO-1504

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2006)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings ⇨ ⇨ ⇨ ▼ ▼ ▼ ▼ ▼ ▼ ▼

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

1. Name of conveying party(ies):

Denver's Ocean Journey, Inc.

- Individual(s)
- General Partnership
- Corporation-State Colorado
- 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: 03/05/03

2. Name and address of receiving party(ies)

Name: Landry's Downtown Aquarium, Inc.

Internal Address: _____

Street Address: 1510 West Loop South

City: Houston State: TX Zip: 77027

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State Colorado
- 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) See Schedule A

Additional number(s) attached Yes No

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

Name: William D. Raman

Internal Address: Wong Cabello, LLP

Street Address: P.O. Box 685108

City: Austin State: TX Zip: 78768

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

501922

(Please reference Attorney Docket No. 334.0259US)

DO NOT USE THIS SPACE

9. Signature.

Sherri L. Eastley
Name of Person Signing

Sherri L. Eastley
Signature

9/14/04
Date

Total number of pages including cover sheet, attachments, and document: 5

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

CH \$165.00 501922 2371765

SCHEDULE A

U.S. Registration No.

Mark

2,371,765

OCEAN JOURNEY

2,435,662

OCEAN JOURNEY and Design

2,367,039

OCEAN JOURNEY and Design

2,367,040

Miscellaneous Design

2,443,114

Miscellaneous Design

2,367,038

Miscellaneous Design

TRADEMARK ASSIGNMENT

WHEREAS, Denver's Ocean Journey, Inc., d/b/a Colorado's Ocean Journey, Inc., a Colorado nonprofit corporation located at 700 Water Street, Denver, Colorado 80211 ("*Assignor*"), is owner of the following trademarks and related application and registrations on the Principal Register of the United States Patent and Trademark Office:

Serial No.	Reg. No.	Mark
75/547,583	(pending)	BALI & JAVA
75/979,571	2,371,765	OCEAN JOURNEY
75/547,585	2,435,662	OCEAN JOURNEY
75/547,581	2,367,040	(Misc. Design)
75/547,580	2,367,039	OCEAN JOURNEY
75/547,577	2,443,114	(Misc. Design)
75/547,575	2,367,038	(Misc. Design)

and;


WHEREAS, Landry's Downtown Aquarium, Inc., a Colorado corporation located at 1510 West Loop South, Houston, Texas 77027 ("*Assignee*"), wishes to acquire said marks;

NOW, THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign (in connection with that certain asset purchase agreement by which Assignee acquired the business of Assignor to which said marks pertain, which business is ongoing and existing) unto Assignee and its successors and assigns its entire right, title and interest in and to said marks, together with the goodwill of the business symbolized by the marks, and all related applications and registrations, with all rights of action, powers and benefit to said marks, due or accrued, including the right to sue for and recover in Assignee's own name or that of its successors and assigns and other legal representatives all remedies of every nature, including, without limitation, rights to injunctive relief, damages, profits, costs and attorney fees, arising out of past infringement of said marks or injury to the related goodwill.

The Commissioner of Patents and Trademarks is requested to issue the certificates of registration to Assignee.

Dated: March 5, 2003

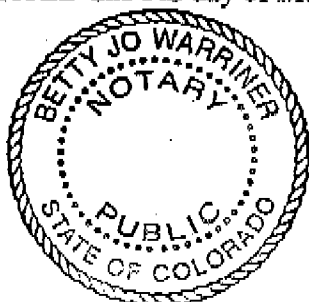
**DENVER'S OCEAN JOURNEY, INC.,
d/b/a COLORADO'S OCEAN JOURNEY, INC.**

By: 
Name: J. Douglas Townsend
Title: President and Chief Executive Officer

STATE OF COLORADO)
) ss.
COUNTY OF DENVER)

I certify that I know or have satisfactory evidence that J. Douglas Townsend is the person who appeared before me, and said person acknowledged that he signed this instrument, on oath stated that he was authorized to execute the instrument and acknowledged it as the President and Chief Executive Officer of DENVER'S OCEAN JOURNEY, INC., d/b/a/ COLORADO'S OCEAN JOURNEY, INC., to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

DATED this 5th day of March, 2003.



My Commission Expires 05/06/2003

Betty Jo Warriner
NAME: Betty Jo Warriner
NOTARY PUBLIC/in and for the State of
Colorado, residing at: Denver CO
My Commission expires: May 6, 2003