

5/17/04

05-21-2004

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)



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

Tab settings

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

1. Name of conveying party(ies): SUNCRUZ CASINOS, LLC
[] Individual(s) [] Association
[] General Partnership [] Limited Partnership
[] Corporation-State
[X] Other Florida limited liability company

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

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other

Execution Date: 4/1/04

2. Name and address of receiving party(ies)
Name: Oceans Casino Cruises, Inc.
Internal
Address:

Street Address: 3408 Dover Road
City: Pompano Beach, FL Zip: 33062

[] Individual(s) citizenship
[] Association
[] General Partnership
[] Limited Partnership
[X] 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

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

A. Trademark Application No.(s)
75/468,545
75/468,546

B. Trademark Registration No.(s)

Additional number(s) attached [] Yes [X] No

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

Name: Oceans Casino Cruises, Inc.

Internal Address:

Street Address: 3408 Dover Road

Pompano Beach State: FL Zip: 33062

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

[X] Enclosed
[] Authorized to be charged to deposit account

8. Deposit account number: N/A

(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.

Jeffrey H. Beck, Trustee Signature Date: 5/3/04

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

05/20/2004 MGETACHE 00000057 75468545

01 FC:8521 40.00 OP
02 FC:8522 25.00 OP

TRADEMARK REEL: 002971 FRAME: 0164

ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT (this "Assignment"), executed this 18th day of April, 2004, by Jeffrey H. Beck, Chapter 11 Trustee ("Assignee") of SunCruz Casinos, LLC, a Florida limited liability company with its principal place of business at 647 E. Dania Beach Boulevard, Dania Beach, Florida, 33004 ("Debtor"), to Oceans Casino Cruises Inc., a Delaware corporation with an address of 3408 Dover Road, Pompano Beach, Florida 33062 (the "Assignee").

RECITALS

WHEREAS, pursuant to the Asset Purchase Agreement between the Assignee and the Assignor approved by the Bankruptcy Court on February 20, 2004 (the "Agreement"), Assignor has agreed to sell, transfer, convey, assign and deliver to Assignee certain of the assets of Assignor;

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby agrees as follows:

1. Assignor hereby assigns, to the extent assignable, to Assignee all of Assignor's right, title, and interest, if any, in and to the trademarks identified on attached Exhibit "A" and the corresponding United States Trademark registrations (the "Marks"), together with all of the goodwill associated with the Marks and the Assignor and its business. Notwithstanding anything to the contrary contained herein, the Marks are being conveyed hereunder "as is", where is – with all faults".

2. Assignee hereby assumes and agrees to perform, pay and discharge all obligations of Assignor relating to the Marks in accordance with the terms of the Agreement.

3. This sale, transfer conveyance and assignment has been executed and delivered by Assignor in accordance with the Agreement and the order of the United States Bankruptcy Court for the Southern District of Florida approving the sale of the Acquired Assets (as that term is defined in the Agreement), including the Marks, to Assignee.

4. Assignee, by its execution of this Assignment, and Assignor, by his acceptance of this Assignment, each hereby acknowledges and agree that neither the representations and warranties nor the rights and remedies of either party under the Agreement shall be deemed to be enlarged, modified or altered in any way by such execution and acceptance of this Assignment.

5. The parties hereto recognize and agree that this Assignment is executed and delivered by Jeffrey H. Beck not in his own right, but solely in the exercise of the powers conferred upon him as Chapter 11 Trustee in the bankruptcy case of the Assignor; and that no personal liability is assumed by, nor shall at any time be asserted or enforceable against, Jeffrey H. Beck, individually or as Chapter 11 Trustee in the bankruptcy case of the Assignor, on account of this Assignment.

6. This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. The parties may sign separate signature pages and shall be bound thereby.

IN WITNESS WHEREOF, Assignee and Assignor have caused this instrument to be duly executed as of and on the date first above written.

ASSIGNOR:

SUNCRUZ CASINOS, LLC, a Florida limited liability company, as Debtor

By: Jeffrey H. Beck
Name: Jeffrey H. Beck
Title: Chapter 11 trustee of SunCruz Casinos, LLC

ACCEPTED:
ASSIGNEE:

OCEANS CASINO CRUISES INC., a Delaware corporation

By: _____
Name: _____
Title: _____

6. This Assignment may be executed in any number of counterparts, each of which shall be deemed an original, and all of which shall constitute one and the same instrument. The parties may sign separate signature pages and shall be bound thereby.

IN WITNESS WHEREOF, Assignee and Assignor have caused this instrument to be duly executed as of and on the date first above written.

ASSIGNOR:

SUNCRUZ CASINOS, LLC, a Florida limited liability company, as Debtor

By: _____

Name: Jeffrey H. Beck

Title: Chapter 11 trustee of SunCruz Casinos, LLC

ACCEPTED:

ASSIGNEE:

OCEANS CASINO CRUISES INC., a Delaware corporation

By: Robert W. Watson
Name: Robert W. Watson
Title: President

EXHIBIT "A"

MARK

SERIAL NUMBER/
REGISTRATION NUMBER

SUNCRUZ CASINO

75/468,545

SUNCRUZ CASINO (design plus words)

75/468,546