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

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

1 Name of conveying party(ies): 1.16.02 JungleTalk International, Inc. Individual(s) Association General Partnership Limited Partnership Corporation-State Other Additional name(s) of conveying party(ies) attached? Yes No

2 Name and address of receiving party(ies) Name: Aquarium Systems, Inc. Internal Address: Street Address: 8141 Tyler Boulevard City: Mentor State: Ohio Zip: 44060 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 Merger Security Agreement Change of Name Other Effective Date: November 30, 2001

4 Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 1,904,543, registered 7/11/95 Additional number(s) attached Yes No

5 Name and address of party to whom correspondence concerning document should be mailed: Name: Donald L. Otto Internal Address: RENNER, OTTO, BOISSELLE & SKLAR, LLP Street Address: 1621 Euclid Avenue Nineteenth Floor City: Cleveland State: Ohio Zip: 44115

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 deficiencies only 8 Deposit account number: 18-0988 (Attach duplicate copy of this page if paying by deposit account)

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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. Otto Signature January 16, 2002 Date

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

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TRADEMARK ASSIGNMENT

THIS ASSIGNMENT, effective this 30TH day of November, 2001, from JUNGLETALK INTERNATIONAL, INC. (JUNGLETALK INTERNATIONAL), a corporation of Delaware having a place of business at 8141 Tyler Boulevard, Mentor, Ohio 44060

to

AQUARIUM SYSTEMS, INC. (AQUARIUM SYSTEMS), a corporation of Delaware having a place of business at 8141 Tyler Boulevard, Mentor, Ohio 44060.

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, JUNGLETALK INTERNATIONAL hereby sells, assigns and transfers to AQUARIUM SYSTEMS the entire right, title and interest in and to the mark JUNGLETALK and United States Registration No. 1,904,543 therefor, together with the goodwill of the business symbolized by the mark.

IN WITNESS WHEREOF, JUNGLETALK INTERNATIONAL has signed this Assignment by its duly authorized officer effective on the date first above written.

JUNGLETALK INTERNATIONAL, INC.

Joseph A. Ruvolo
Witness:
Joseph A. Ruvolo

By Edmund J. Mowka, Jr.
Edmund J. Mowka, Jr.
Vice President

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