

ASSIGNMENT

WHEREAS, Richey Industries, Inc. an Ohio Corporation, having a place of business at 910 Lake Rd., Medina, Ohio 44256 had adopted and had been using the marks AQUA SHAPE, OCEAN AND DESIGN and is the proprietor of the marks AQUA SHAPE AND DESIGN, prints, signs and labels on which said marks have appeared and Certificates of Registration Nos. 985,060, 985,126, 1,620,039, 1,659,816 and 1,886,644 registered respectively on May 28, 1994, October 30, 1990, August 8, 1991 and March 28, 1995.

WHEREAS, on August 25, 1998 for good and valuable consideration assignor assigned and transferred to Dolfín International Corporation, a Pennsylvania corporation, having a place of business at South Sterley & Catherine Streets Shillington PA 19607 (hereinafter "ASSIGNEE") all of the right, title and interest of said ASSIGNOR in and to said marks AQUA SHAPE, OCEAN AND DESIGN, prints signs and labels on which said marks have appeared, all registrations and applications for the registration of said marks and the goodwill of the business associated with and symbolized by said marks, prints, signs and labels; and

WHEREAS, it is the desire of ASSIGNOR and ASSIGNEE to record the assignment of said marks and the transfer to ASSIGNEE of the aforesaid marks.

NOW THEREFORE, IN CONSIDERATION of the sum of \$1 00 and other good and valuable consideration paid by ASSIGNEE to ASSIGNOR, the receipt of which is hereby acknowledged by ASSIGNOR, and in further consideration of the fact that it is the desire of ASSIGNOR to be legally bound hereby, said ASSIGNOR does

hereby sell, assign and transfer unto ASSIGNEE its marks AQUA SHAPE, OCEAN AND DESIGN all prints, signs and labels on which the marks AQUA SHAPE, OCEAN AND DESIGN have appeared, Certificates of Registration Nos. 985,060, 985,126, 1,620,039, 1,659,816 and 1,886.644 and any application nor trademark registrations of said marks, the prints signs and labels and the goodwill of the business associated with and symbolized by the marks, prints, signs and labels on which the marks have appeared.

Included in this assignment is the entire right, title and interest in and to the marks and the United States Certificates of Registration Nos. 985,060, 985,126, 1,620,039, 1,659,816 and 1,886.644 a copy of which are hereunto attached, together with the goodwill of the business associated with and symbolized by the marks. Also, included in this assignment are any and all rights which ASSIGNOR has against persons who have infringed upon the marks, prints, signs and labels and Certificates of Registrations Nos. 985,060, 985,126, 1,620,039, 1,659,816 and 1,886.644. These rights include the right to sue and recover for all damages and profits arising out of past infringement of the marks, prints, signs and labels and Certificates of Registration Nos. 985,060, 985,126, 1,620,039 1,659,816 and 1,886.644.

IN WITNESS WHEREOF, Richey Industries, Inc. has caused this

assignment to be signed by it's Vice President thereunto duly authorized, and has

caused its corporate seal to be hereunto affixed and duly attested this 8th,

day of October, 1998.

RICHEY INDUSTRIES, INC.

By Alan Sprague

Name: Alan Sprague

Title Vice President

ATTEST:

(Corporate Seal)

State of Ohio:

SS

Medina County:

On this 8th day of October, 1998, before my personally

appeared Alan sprague, to me known, who after being duly sworn, did depose and say

that at the time of the Assignment, he is the Vice President of Richey Industries, Inc.

An Ohio Corporation, the corporation described herein, and which executed the above

instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of Richey Industries, Inc. and that he signed his name thereto by like order.

Christine Popovich (Seal)
Notary Public

MY COMMISSION EXPIRES:

CHRISTINE POPOVICH
Notary Public, State of Ohio
My Commission Expires March 3, 1999
Recorded in Medina County

The United States of America



CERTIFICATE OF RENEWAL

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for renewal of registration of the Mark shown herein, a copy of said Mark and pertinent data from the Registration being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

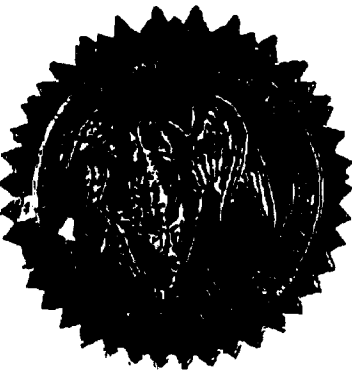
Upon examination, it appeared that the applicant was entitled to have said Registration renewed under the Trademark Act of 1946, as amended, and said Registration has been duly renewed in the Patent and Trademark Office to the registrant named herein.

This Registration shall remain in force for TEN years from the date that said Registration was due to expire unless sooner terminated as provided by law.

In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this eleventh day of October 1994.

Bruce Lehman

Commissioner of Patents and Trademarks



TRADEMARK
REEL: 1837 FRAME: 0784

Int. Cl.: 25

Prior U.S. Cl.: 39

United States Patent and Trademark Office
10 Year Renewal

Reg. No. 985,060
Registered May 28, 1974
Renewal Term Begins May 28, 1994

TRADEMARK
PRINCIPAL REGISTER

OCEAN

RICHEY INDUSTRIES, INC. (OHIO CORPORATION)
910 LAKE ROAD, P.O. BOX 928
MEDINA, OH 442580928, BY CHANGE OF
NAME, ASSIGNMENT, ASSIGNMENT
AND ASSIGNMENT FROM OCEAN
POOL SUPPLY COMPANY, INC. (NEW
YORK CORPORATION) HUNTING-
TON STATION, NY

OWNER OF U.S. REG. NOS. 215,424,
903,543 AND OTHERS.

FOR: MEN'S SWIMMING TRUNKS,
BATHING SUITS FOR WOMEN AND
JUNIORS, BATHING CAPS AND POOL
CAPS FOR WOMEN, MEN AND JUN-
IORS; MEN'S AND LADIES' TERRY
CLOTH ROBES; AND WARM UP SUITS
AND SWEAT SUITS, IN CLASS 39 (INT.
CL. 25).

FIRST USE 3-12-1926; IN COMMERCE
3-12-1926.

SER. NO. 72-450,059, FILED 2-26-1973.

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Oct. 11, 1994.*

COMMISSIONER OF PATENTS AND TRADEMARKS

TRADEMARK
REEL: 1837 FRAME: 0785

The United States of America



CERTIFICATE OF RENEWAL

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for renewal of registration of the Mark shown herein, a copy of said Mark and pertinent data from the Registration being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Registration renewed under the Trademark Act of 1946, as amended, and said Registration has been duly renewed in the Patent and Trademark Office to the registrant named herein.

This Registration shall remain in force for TEN years from the date that said Registration was due to expire unless sooner terminated as provided by law.



In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this twenty-second day of November 1994.

Bruce Lehman

Commissioner of Patents and Trademarks

PTO-134
(Rev. 8-89)

TRADEMARK
REEL: 1837 FRAME: 0786

Int. Cl.: 10

Prior U.S. Cl.: 44

United States Patent and Trademark Office
10 Year Renewal



Reg. No. 985,126
Registered May 28, 1974
Renewal Term Begins May 28, 1994

TRADEMARK
PRINCIPAL REGISTER

OCEAN

RICHEY INDUSTRIES, INC. (OHIO CORPORATION)
910 LAKE ROAD
P.O. BOX 928
MEDINA, OH 442580928, BY CHANGE OF NAME, ASSIGNMENT, ASSIGNMENT AND ASSIGNMENT FROM OCEAN POOL SUPPLY COMPANY, INC (NEW YORK CORPORATION) HUNTINGTON STATION, NY

FOR: NOSE CLIPS AND EAR PLUGS.
IN CLASS 44 (INT. CL. 10).

FIRST USE 0-0-1950; IN COMMERCE 0-0-1950.

SER. NO. 72-450,060. FILED 2-28-1973

OWNER OF U.S. REG. NOS. 215,424,
903,543 AND OTHERS

*In testimony whereof I have hereunto set my hand
and caused the seal of The Patent and Trademark
Office to be affixed on Nov. 22, 1994.*

COMMISSIONER OF PATENTS AND TRADEMARKS

TRADEMARK
REEL: 1837 FRAME: 0787

Int. Cls.: 25 and 28

Prior U.S. Cls.: 3, 22 and 39

Reg. No. 1,620,039

United States Patent and Trademark Office Registered Oct. 30, 1990

**TRADEMARK
PRINCIPAL REGISTER**



LSS CORPORATION (DELAWARE CORPORATION)
45 MALL DRIVE
COMMACK, NY 11725

FOR: CLOTHING, NAMELY BATHING SUITS, BATHING TRUNKS, TEE SHIRTS, TANK TOPS, SHORTS, ROBES, SWIMMING CAPS AND WRISTBANDS, IN CLASS 25 (U.S. CL. 39).

FIRST USE 6-1-1989; IN COMMERCE 6-22-1989.

FOR: SWIMMING AIDS, NAMELY, SWIM MASKS, SNORKELS, GOGGLES, NOSE CLIPS,

EAR PLUGS, FINS, KICK BOARDS, PULL BUOYS, HAND PADDLES, FOOT PADDLES, TOYS FOR WATER SPORTS, NAMELY FETCHING RINGS, AND BAGS FOR SWIMMING AIDS, IN CLASS 28 (U.S. CLS. 3 AND 22).

FIRST USE 6-22-1989; IN COMMERCE 6-22-1989.

OWNER OF U.S. REG. NO. 985,060.

SER. NO. 74-009,706, FILED 12-11-1989.

ANDREW D. LAWRENCE, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cl.: 39

United States Patent and Trademark Office

Reg. No. 1,659,816

Registered Oct. 8, 1991

TRADEMARK
PRINCIPAL REGISTER



LSS CORPORATION (DELAWARE CORPORATION), DBA OCEAN POOL COMPANY
45 MALL DRIVE
COMMACK, NY 11725

FIRST USE 8-18-1988; IN COMMERCE 8-18-1988.

OWNER OF U.S. REG. NOS. 215,424, 985,060 AND OTHERS.

FOR: CLOTHING; NAMELY, SWIMWEAR, IN CLASS 25 (U.S. CL. 39).

SER. NO. 73-777,229, FILED 1-30-1989

MARY I. SPARROW, EXAMINING ATTORNEY

Int. Cl.: 25

Prior U.S. Cl.: 39

United States Patent and Trademark Office

Reg. No. 1,886,644

Registered Mar. 28, 1995

**TRADEMARK
PRINCIPAL REGISTER**

AQUA SHAPE

LSS CORPORATION (DELAWARE CORPORATION), DBA OCEAN POOL CO.,
45 MALL DRIVE
COMMACK, NY 11725

FIRST USE 8-29-1994; IN COMMERCE
8-29-1994.

SN 74-295,416, FILED 7-20-1992.

FOR: CLOTHING; NAMELY, SWIMWEAR, IN
CLASS 25 (U.S. CL. 39).

CHRISIE B. KING, EXAMINING ATTORNEY