

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	08/01/2008

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Dolphin International Corporation		04/08/2011	CORPORATION: PENNSYLVANIA

RECEIVING PARTY DATA

Name:	Phantom Industries, Inc.
Street Address:	207 Weston Road
City:	Toronto, Ontario
State/Country:	CANADA
Postal Code:	M6B 4Z3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1024723	DOLFIN
Registration Number:	1187744	DOLFIN
Registration Number:	1188745	DOLFIN
Registration Number:	3198851	DOLFIN
Registration Number:	0985060	OCEAN
Registration Number:	2790863	OCEAN
Registration Number:	1886644	AQUA SHAPE
Registration Number:	3515860	UGLIES
Registration Number:	3473092	BOGGLES

CORRESPONDENCE DATA

Fax Number: (215)751-1142
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 215 567-2010

900188798

**TRADEMARK
 REEL: 004518 FRAME: 0048**

CH \$240.00 1024723

Email: pnorris@crbcp.com
Correspondent Name: Caesar, Rivise, Bernstein, et al.
Address Line 1: 1635 Market Street
Address Line 2: 11th Floor - 7 Penn Center
Address Line 4: Philadelphia, PENNSYLVANIA 19103-2212

ATTORNEY DOCKET NUMBER: D1007/10004

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER: Eric S. Marzluf

Signature: /E.S. Marzluf/

Date: 04/08/2011

Total Attachments: 6
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TRADEMARK ASSIGNMENT

WHEREAS, DOLFIN INTERNATIONAL CORPORATION, a corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having an address at 4 Front Street Plaza, 34 West Wyomissing Avenue, Mohnton, Pennsylvania 19540 (hereinafter "DOLFIN"), is the owner of all rights, title and interest in and to the United States trademarks and trademark registrations and applications as identified in Exhibit A, attached, (all of said United States trademarks and trademark registrations and applications; hereinafter being collectively referred to as "Trademark Rights") and in and to the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights;

WHEREAS, PHANTOM INDUSTRIES, INC., a corporation organized and existing under the laws of the Province of Ontario, and having an address at 207 Weston Road, Toronto, Ontario, Canada M6N 4Z3 (hereinafter "PHANTOM"), is desirous of acquiring all of the rights, title and interest in and to the Trademark Rights and in and to the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights;

WHEREAS, DOLFIN and PHANTOM are parties to an ASSET PURCHASE AGREEMENT dated August 1, 2008 ("the Agreement");

WHEREAS, pursuant to the Agreement DOLFIN agreed to sell and did sell, and PHANTOM agreed to purchase and did purchase the Assets identified in Section 2.1 of the Agreement, including, but not limited to, the Intellectual Property specified in Section 2.1 and identified in Exhibit A ("Purchased Assets") of the Agreement and the

Trademark Rights and the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights; and

WHEREAS, DOLFIN and PHANTOM desire to memorialize the transfer of the Trademark Rights and the goodwill associated therewith pursuant to the Agreement in a form suitable for recordation.

NOW, THEREFORE, DOLFIN and PHANTOM, intending to be legally bound under the laws of the Commonwealth of Pennsylvania, and for good and valuable consideration as set forth in the Agreement, the receipt and sufficiency of which is hereby acknowledged, agree as follows:

1. DOLFIN hereby confirms its agreement to sell, confirms that it sold and does hereby sell to PHANTOM, and PHANTOM hereby confirms its agreement to purchase, confirms that it purchased and does hereby purchase from DOLFIN, all of the rights, title and interest in and to the Trademark Rights and in and to the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights, including the right to sue others for past acts of infringement of the Trademark Rights and to retain all revenues received from others for past acts of infringement of the Trademark Rights.

2. DOLFIN further agrees for itself, successors, assigns, and its legally bound predecessors to execute, without further consideration, any further legal documents, any further assignments, and any releases, declarations, renewals or other applications for Trademark Rights that may be deemed necessary by PHANTOM, or by PHANTOM's successors-in-interest or assigns, fully to secure to PHANTOM, or to PHANTOM's successors-in-interest or assigns, DOLFIN's interest as aforesaid in and to

the Trademark Rights and in and to the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights.

IN WITNESS WHEREOF, I hereunto affix my hand and seal this 8th day of April, 2010, 2010.

DOLFIN INTERNATIONAL CORPORATION

By: [Signature]
James R. Korth, President

COMMONWEALTH OF PENNSYLVANIA :
: SS:
COUNTY OF Berks

Before me personally appeared said JAMES R. KORTH and acknowledged that he is the President of DOLFIN INTERNATIONAL CORPORATION, that he had the authority to execute this Assignment on behalf of DOLFIN INTERNATIONAL CORPORATION as of the date of the underlying Asset Purchase Agreement dated August 1, 2008, and has acknowledged the foregoing instrument to be his free act and deed this 8th day of April, 2010.

[Signature]
Notary Public

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
CHERYL L. TUMOLO, NOTARY PUBLIC
TOWNSHIP OF SPRING, BERKS COUNTY
MY COMMISSION EXPIRES MARCH 14, 2012

IN WITNESS WHEREOF, I, JEFFREY LETOW of PHANTOM
INDUSTRIES, INC., have hereunto affixed my hand and seal this 7 day of
APRIL, ²⁰¹¹~~2010~~ and further declare under penalty of perjury under the
laws of the United States of America that the foregoing is true and correct.

PHANTOM INDUSTRIES, INC.

By: 
Name: JEFFREY LETOW
Title: CEO

EXHIBIT A

PURCHASED ASSETS

1. All inventory;
2. All Intellectual Property, including but not limited to the "Dolfin" brand name, trademark(s) and trade name(s).

"Dolfin" brand name

"Dolfin" trademarks and designs:

Registration No. 1,024,723 -- for speed suits for competitive swimming

Registration No. 1,187,744 -- for male and female warm-up suits, track shirts, track pants and track briefs.

Registration No. 1,188,745 -- for sports wear, namely, running and cycling shirts, shorts, suits and hats and swim wear for men, women and children.

Registration No. 3,198,851 - for speed suits for competitive swimming, male and female warm-up suits, track shirts, track pants, track briefs, swim caps, sportswear, namely, running and cycling shorts, suits and hats and swim wear for men, women and children.

"Ocean" trademarks and designs:

Registration No. 985,060 -- for men's swimming trunks, bathing suits for women and juniors; bathing caps and pool caps for women, men and juniors; men's and ladies' terry cloth robes; and warm-up suits and sweat suits.

Registration No. 2,790,863 -- for clothing, namely, bathing suits, bathing trunks, tee shirts, [tank tops, shorts, robes], swimming caps [and wrist bands].

"Ocean Pool" trademarks -- Common Law

"Aqua Shape" trademarks and design:

Registration No. 1,886,644 -- for clothing, namely, swimwear.

"Uglies" trademark:

Registration No. 3,515,860 -- for swimwear

"Boggles" trademark:

Registration No. 3,473,092 – for swim goggles; swimming goggles.

Dolphin International Corporation website: www.dolphinswimwear.com

Dolphin International Corporation telephone number: (800) 441-0818 and (610) 775-5500

Dolphin