

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT																																
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT																																
EFFECTIVE DATE:	12/30/2011																																
CONVEYING PARTY DATA																																	
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Fax Number:	(215)751-1142																																
Phone:	215-567-2010																																

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Email: trademarks@crbcp.com

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: Eric Marzluf c/o Caesar Rivise et al

Address Line 1: 1635 Market Street

Address Line 2: 7 Penn Center - 11th Floor

Address Line 4: Philadelphia, PENNSYLVANIA 19103-2212

ATTORNEY DOCKET NUMBER:	D1007/10004
NAME OF SUBMITTER:	Eric S. Marzluf
Signature:	/ESMarzluf/
Date:	01/26/2012

Total Attachments: 6

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TRADEMARK ASSIGNMENT

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 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, JADE SWIMWEAR, LP, a limited partnership organized and existing under the laws of the Commonwealth of Pennsylvania, and having an address at 4 Front Street Plaza, 34 West Wyomissing Avenue, Mohnton, Pennsylvania 19540 (hereinafter "JADE"), 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, PHANTOM and JADE are parties to a BILL OF SALE dated December 23, 2011 ("the BOS");

WHEREAS, pursuant to the BOS, PHANTOM agreed to sell and did sell, and JADE agreed to purchase and did purchase the Assets identified in Exhibit B of the BOS, including, but not limited to, the Intellectual Property specified in Exhibit B ("Intellectual Property") of the BOS and the Trademark Rights and the goodwill of the business associated with the use of, and symbolized by, the Trademark Rights; and

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

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

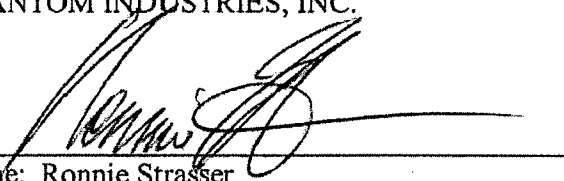
1. PHANTOM hereby confirms its agreement to sell, confirms that it sold and does hereby sell to JADE, and JADE hereby confirms its agreement to purchase, confirms that it purchased and does hereby purchase from PHANTOM, all of the rights, title and interest in and to the Trademark Rights and in and to 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. PHANTOM 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 JADE, or by JADE's successors-in-interest or assigns, fully to secure to JADE, or to JADE's successors-in-interest or assigns, PHANTOM'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.

This Trademark Assignment is effective as of the December 30, 2011.

IN WITNESS WHEREOF, I hereunto affix my hand and seal this 25th day of
January, 2012.

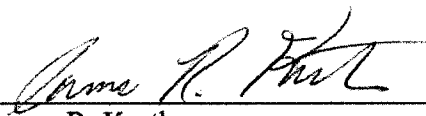
PHANTOM INDUSTRIES, INC.

By: 
Name: Ronnie Strasser
Title: President

IN WITNESS WHEREOF, I, Ronnie Strasser of Phantom Industries, Inc. have
hereunto affixed my hand and seal this 25th day of January, 2012 and further declare
under penalty of perjury under the laws of the United States of America that the
foregoing is true and correct.


Name: Ronnie Strasser

JADE SWIMWEAR, LP by its General Partner
997494 Ontario Limited

By: 
Name: James R. Korth
Title: President , 997494 Ontario Limited

COMMONWEALTH OF PENNSYLVANIA :
: SS:
COUNTY OF BERKS

Before me personally appeared said James R. Korth and acknowledged that he is the President of 997494 Ontario Limited, that he has the authority to execute this Assignment on behalf of Jade Swimwear, LP and has acknowledged the foregoing instrument to be his free act and deed this 25th day of January, 2012.


Notary Public

My Commission Expires: 10/7/13

COMMONWEALTH OF PENNSYLVANIA	
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MANHEIM TWP, LA	UNTY
MY COMMISSION EX	, 2013

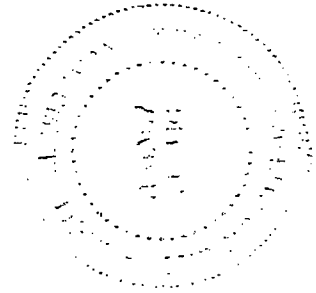


EXHIBIT A

PURCHASED ASSETS

1. 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