

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Phentex International Inc.		01/21/2004	CORPORATION: CANADA

RECEIVING PARTY DATA	
Name:	Spinrite Inc.
Street Address:	320 Livingstone Avenue South
City:	Listowel
State/Country:	ONTARIO
Postal Code:	N4W 3H3
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 3		
Property Type	Number	Word Mark
Registration Number:	1475015	BABY BRITE
Registration Number:	0843753	PHENTEX
Registration Number:	0843754	PHENTEX

CORRESPONDENCE DATA	
Fax Number:	(519)571-5044
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	519-575-7544
Email:	michael.bean@gowlings.com
Correspondent Name:	D. Michael Bean
Address Line 1:	50 Queen Street North
Address Line 2:	Suite 1020
Address Line 4:	Kitchener, ONTARIO N2H 6M2

ATTORNEY DOCKET NUMBER:	K0533460
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NAME OF SUBMITTER:	D. Michael Bean
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Total Attachments: 4
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CONFIRMATORY TRADEMARK ASSIGNMENT

The undersigned, PHENTEX INTERNATIONAL INC., the full post office address of whose principal office or place of business is 1105, Rue Lemire, Saint Hyacinthe, Quebec, J2T 1L8, in consideration of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, does hereby acknowledge that, effective the 1st day of October, 2000, it sold, assigned, transferred and set over unto Spinrite Inc., formerly 1287356 ONTARIO INC., the full post office address of whose principal office or place of business is 320 Livingstone Avenue South, P.O. Box 40, Listowel, Ontario N4W 3H3, its entire right, interest and title in the trade marks identified in Schedule A, "Trademarks Registered in Canada" and Schedule B, "Trademarks Registered in the United States", annexed hereto, together with the goodwill associated with such trade marks, the same to be held and enjoyed by the said Spinrite Inc., formerly 1287356 ONTARIO INC., its successors and assigns, as fully and completely as by this undersigned had the Assignment not been made.

IN WITNESS WHEREOF PHENTEX INTERNATIONAL INC. has hereunto executed this Confirmatory Assignment, at Toronto, Ontario, this 21st day of January, 2004.

PHENTEX INTERNATIONAL INC., by its Attorney for this purpose, SPINRITE INC., formerly 1287356 Ontario Inc., pursuant to the Power of Attorney dated October 16, 1998, which is attached as Exhibit 1

By:

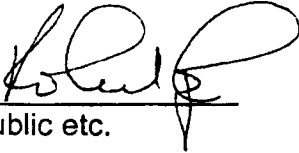


Title:

RYAN NEWELL, CFO

NOTARIAL ACKNOWLEDGMENT

On this 21 day of January, 2004, before me personally came RYAN NEWELL
_____, to me known, who being by me duly sworn did
depose and say that she/he resides at WATERLOO ONTARIO
_____; that ~~she~~/he is the CEO.
_____ of Spinrite Inc., formerly 1287356 ONTARIO INC., the corporation
described and which executed the attached Confirmatory Trademark
Assignment; and that she/he signed her/his name thereto by order of the Board
of Directors of said corporation.



Notary Public etc.

SCHEDULE B

TRADEMARKS REGISTERED IN THE UNITED STATES

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TRADEMARK	REGISTRATION NUMBER	DATE OF REGISTRATION	EXPIRATION DATE
Phentex	843,753	February 6, 1968	February 6, 2008
Phentex and design	843,754	February 6, 1968	February 6, 2008
Phentex and design	1,718,230	September 22, 1992	September 22, 2012

B- All trademarks listed hereafter are sold without any representation as to their validity, the Purchaser agreeing to take the said trademarks in their current state of validity, whatever it may be.

ELITE	Jan. 6, 1976	1,029,416
PHENKIT & DESSIN	Aug. 21, 1984	1,291,284
NEW CRAFT MELT'N STICK & DESSIN	Sept. 25, 1984	1,297,792
PHENTEX ORCHIDEE & DESSIN	Feb. 5, 1985	1,318,214
SYMPHONY	June 9, 1987	1,442,160
REFLEXION	June 23, 1987	1,444,208
MOIRA	July 14, 1987	1,447,570
VEGAS	July 14, 1987	1,447,571
HARMONY	Sept. 1, 1987	1,455,376
ACAPULCO	Sept. 1, 1987	1,455,377
SIGNATURE FASHION KNIT & DESSIN	Jan. 12, 1988	1,472,188
GALAXIE	Jan. 19, 1988	1,473,204
EL GRECO	Jan. 26, 1988	1,474,232
RENOIR	Feb. 2, 1988	1,475,014
BABY BRITE	Feb. 2, 1988	1,475,015
LOTUS	Feb. 2, 1988	1,475,016
PISSARRO	Feb. 23, 1988	1,477,746
RAFAEL	Feb. 23, 1988	1,477,747
ANGOREL	Mar. 8, 1988	1,479,675
GAUGUIN	Apr. 5, 1988	1,483,506
COTTON CHARADE	Apr. 12, 1988	1,484,318
GALLERIA & DESSIN	Apr. 12, 1988	1,484,319
COTTON RENATA	Apr. 26, 1988	1,486,163
DA VINCI	July 12, 1988	1,495,840
MOHAIR MIST	July 19, 1988	1,496,812
GALLERIA & DESSIN	Aug. 16, 1988	1,500,467
COTTON JEANNIE	Aug. 23, 1988	1,501,386
REMBRANDT	Sept 20, 1988	1,504,886
POLY SOFT	Oct. 18, 1988	1,509,265
STERLING	Jan. 10, 1989	1,519,882
GALLERIA	Oct. 3, 1989	1,559,050

TRADEMARK

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EXHIBIT 1

SCHEDULE D

POWER OF ATTORNEY

We, undersigned, Phentex International Inc., hereby irrevocably appoint 1287356 Ontario Inc. as our attorney to act in our name and stead for the sole following purpose:

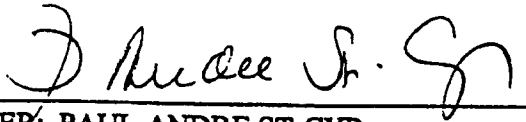
In the event that 1287356 Ontario Inc. notifies Phentex International Inc. that it wishes to exercise its option to purchase the trademarks listed in that certain license agreement signed between the parties on October 16, 1998 and requests that a trademark assignment be executed, and Phentex International Inc. fails to execute the said trademark assignment, 1287356 Ontario Inc. shall have full authority to execute the trademark assignment dated August 1st, 2000 (appearing as Schedule C to the said license agreement) on behalf of Phentex International Inc.

In such circumstances, 1287356 Ontario Inc. shall have full power and authority to do all things necessary for the transfer of the trademarks covered by the said license agreement including an application to the Registrars of trademarks of both Canada and the United States of America.

The Parties hereby recognize having requested that the present agreement be drafted in the English language. Les Parties reconnaissent avoir requis que le présent document soit rédigé en langue anglaise.

MONTREAL, October 16, 1998.

PHENTEX INTERNATIONAL INC.



PER: PAUL-ANDRE ST-CYR



WITNESS

