

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

1. Name of conveying party(ies):
Spinrite Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation (Canada)
 Other

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and Address of receiving party(ies)

Name: 1287356 Ontario, Inc.

Address: 320 Livingstone Avenue South
Listowel Ontario N4W 3H3

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation (Canada)
 Other _____

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other-Nunc Pro Tunc Confirmatory Assignment

Effective as of April 1, 1998

Effective Date: April 1, 1998

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

4. Application number(s) or registration number(s):

A. Trademark Application No.(s):

Additional numbers attached? Yes No

B. Trademark Registration No.(s): See Attached

5. Name and address of party to whom correspondence concerning document should be mailed:

Hayley M. Smith
Senior Legal Assistant
Kirkland & Ellis
153 East 53rd Street
New York, NY 10022-4675
Telephone (212) 446-4800
Fax (212) 446-4900

6. Total number of applications and registrations involved: 12

7. Total fee (37 CFR 3.41)..... \$ 315
 Enclosed
 To be Charged to Deposit Account

8. Deposit Account No. 111098

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Hayley M. Smith Hayley M. Smith Feb. 3, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 14

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

CH \$315.00 111098 1034364

SCHEDULE TO RECORDATION COVER SHEET

Spinrite Inc. to 1287356 Ontario Inc. effective 4/1/98

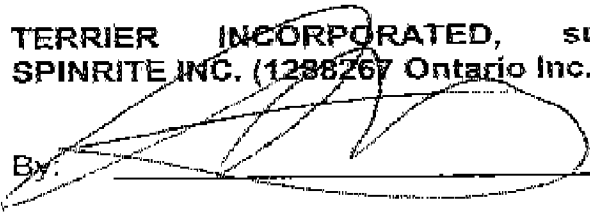
Mark	Reg. No.
BERELLA 4 & Design	Reg. No. 1034354
BIG DEAL	Reg. No. 1995674
BERNAT	Reg. No. 765,926
BERNAT	Reg. No. 840,552
BERNAT MADEIRA NEEDLEPOINT	Reg. No. 1,318,315
BOUQUET	Reg. No. 2126513
HANDICRAFTER	Reg. No. 0764725
HANDICRAFTER	Reg. No. 2163053
LILY	Reg. No. 237,163
NICE 'N SOFT	Reg. No. 1846241
SPINDLECRAFT	Reg. No. 1685366
ULTRA-SOFT	Reg. No. 1806759

CONFIRMATORY TRADEMARK ASSIGNMENT: April 1, 1998

The undersigned, Terrier Incorporated, the full post office address of whose principal office or place of business is 320 Livingstone Avenue South, P.O. Box 40, Listowel, Ontario, 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 April, 1998, its predecessor, Spinrite Inc. (1288267 Ontario Inc.) sold, assigned, transferred and set over unto its affiliate 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 all of its intellectual property, including the trade marks identified in Schedule A, "Trademarks - Canada", Schedule B, "Trademarks - United States", and Schedule C, "Trademarks - Japan", annexed hereto, together with the goodwill associated with such trade marks, the same to be held and enjoyed by the said 1287356 ONTARIO INC., its successors and assigns, as fully and completely as by this undersigned had the Assignment not been made.

IN WITNESS WHEREOF TERRIER INCORPORATED has hereunto executed this Confirmatory Assignment, at Toronto, Ontario, this day of January, 2004.

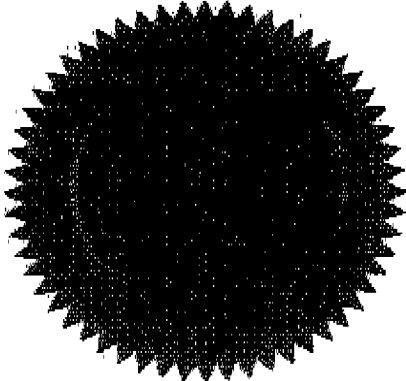
**TERRIER INCORPORATED, successor to
SPINRITE INC. (1288267 Ontario Inc.)**

By: 
Title: _____

NOTARIAL ACKNOWLEDGMENT

On this 25th day of January, 2004, before me personally came Robert
Hay, to me known, who being by me duly sworn did
depone and say that she/he resides at 25 Avenue Road
Toronto, Ontario; that she/he is the President
of Terrier Incorporated, 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.

Gaessie Crocker
Notary Public etc.

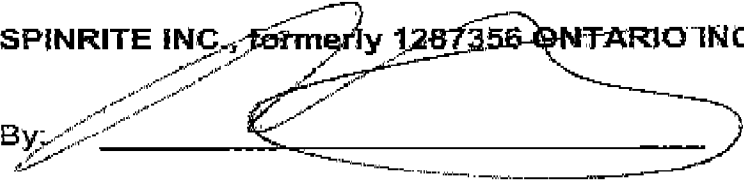


ACKNOWLEDGEMENT

The undersigned, 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, hereby accepts the above Assignment and appoints Cassels Brock & Blackwell LLP (Carol Anne O'Brien) whose full post office address is Scotia Plaza, Suite 2100, 40 King Street West, Toronto, Ontario M5H 3C2, as the firm to which any notice in respect of the trademarks may be sent, and upon which service of any proceeding in respect of this Assignment may be given or served with the same effect as if they had been given to or served upon it.

EXECUTED at _____, Ontario, this _____ day of January, 2004.



SPINRITE INC., formerly 1287356 ONTARIO INC.





By: 
Title: _____


SCHEDULE A, TRADEMARKS - CANADA





SPINRITE INC.

CANADIAN TRADE-MARKS as at April 1, 1998

Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
1.	ARCTIC	App. No. 516997 / February 17, 1984 Reg. No. TMA297602 / November 30, 1984
2.	BERELLA	App. No. 360973 / February 1, 1973 Reg. No. TMA194212 / September 21, 1973
3.	BERNAT	App. No. 813679 / May 29, 1996 Reg. No. TMA502212 / October 14, 1998
4.	BERNATIZED	App. No. 261398 / February 22, 1961 Reg. No. TMA123392 / September 1, 1961
5.	BISON BLANC: Design 	App. No. 535293 / January 24, 1985 Reg. No. TMA311984 / March 7, 1988
6.	BOUQUET	App. No. 191639 / July 13, 1946 Reg. No. UCA024053 / July 13, 1946
7.	BOUQUET & DESIGN 	Application Number:321582 Registration Number:TMA168619 Filed: April 16, 1969 Registered: November 28, 1969
8.	BOUQUET	App. No. 757991 / June 23, 1994 Reg. No. TMA482363 / August 30, 1996
9.	"CARNIVAL"	App. No. 1914060 / May 24, 1946 Reg. No. UCA023655 / May 24, 1946
10.	FIRST CHOICE	App. No. 770095 / December 5, 1994 Reg. No. TMA456298 / March 29, 1996
11.	GLOUCESTER	App. No. 585924 / June 29, 1987 Reg. No. TMA344065 / August 26, 1988


Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
12	GLOUCESTER SPORT	App. No. 586923 / June 29, 1987 Reg. No. TMA347637 / November 10, 1988
13	GOOD SHEPHERD & Design 	App. No. 667675 / October 1, 1990 Reg. No. TMA397820 / May 1, 1992
14	GOOD SHEPHERD & Design 	App. No. 667676 / October 1, 1990 Reg. No. TMA397821 / May 1, 1992
15	GOOD SHEPHERD Design 	App. No. 667678 / October 1, 1990 Reg. No. TMA407700 / February 5, 1993
16	HANDICRAFTER	App. No. 757990 / June 23, 1994 Reg. No. TMA460095 / July 12, 1996
17	HANDICRAFTER	App. No. 279273 / December 5, 1963 Reg. No. TMA139235 / February 19, 1965
18	IRISH MIST	App. No. 471700 / June 23, 1981 Reg. No. TMA270719 / July 2, 1982
19	KOUNTRY KABLED KOTTON	App. No. 808652 / April 1, 1996 Reg. No. TMA472951 / March 18, 1997
20	LION & Design 	App. No. 261403 / February 22, 1961 Reg. No. TMA123398 / September 1, 1961
21	NAKINA	App. No. 515414 / January 19, 1984 Reg. No. TMA296423 / October 26, 1984

Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
27	NANTUK	App. No. : 285767 / November 13, 1964 Reg. No. TMA140321 / May 14, 1965
24	NICE 'N SOFT	App. No. 656738 / May 7, 1990 Reg. No. TMA397286 / April 17, 1992
24	POLAR	App. No. 249194 / 1959-01-28 Reg. No. TMA114759 / 1959-07-17
28	POT-O-GOLD	App. No. 285766 / November 13, 1964 Reg. No. TMA140313 / May 14, 1965
26	SOFTEE	App. No. 615763 / September 23, 1988 Reg. No. TMA358616 / July 21, 1989
27	SPINDLECRAFT	App. No. 307265 / August 25, 1967 Reg. No. TMA157072 / May 31, 1968
26	SPINNING WHEEL	App. No 304688 / 1967-05-06 Reg. No. TMA155310 / 1968-01-26
29	SPINNING WHEEL YARNS & Design 	App. No. 304687 / May 6, 1967 Reg. No. TMA155320 / January 26, 1968
30	SUGAR 'N CREAM	App. No. 808651 / April 1, 1996 Reg. No. TMA481382 / August 22, 1997
31	TABRIZ	App. No. 422935 / March 31, 1978 Reg. No. TMA250380 / September 12, 1980

Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
32	THE YARN MILL	App. No. 318513 / December 20, 1968 Reg. No. TMA170859 / August 28, 1970
33	WHITE BUFFALO	App. No. 744549 / January 11, 1994 Reg. No. TMA473927 / March 27, 1997
34	WHITE BUFFALO 	App. No. 313976 / June 13, 1968 Reg. No. TMA161267 / February 14, 1969
35	WHITE BUFFALO & DESIGN 	App. No. 524684 / July 3, 1984 Reg. No. TMA304624 / July 12, 1985
36	WHITE BUFFALO & Design 	App. No. 524685 / July 3, 1984 Reg. No. TMA307461 / October 18, 1985
37	WHITE BUFFALO & Design 	App. No. 744541 / January 11, 1994 Reg. No. TMA455231 / March 15, 1996

SCHEDULE B, TRADEMARKS - UNITED STATES

SPINRITE INC. U.S. TRADE-MARKS
REGISTERED TRADE-MARKS
as at April 1, 1998

Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
1	BERELLA 4 & Design 	App. No.73052026 / May 12, 1975 Reg. No. 1034354 / February 24, 1976
2	BERNAT	App. No.72161865 / February 1, 1963 Reg. No. 0765926 / March 3, 1964. Renewed March 3, 1984
3	BERNAT	App. No. 0840552 / November 16, 1964 Reg. No. 0840552 / December 12, 1967 Renewed December 12, 1987
4	BERNAT MADEIRA NEEDLEPOINT	Ser. No.73434488 / July 14, 1983 Reg. No. 1,318,315 / February 5, 1985
5	BIG DEAL	App. No.74735639 / September 28, 1995 Reg. No. 1995674 / August 20, 1996
6	BOUQUET	App. No.74689924 / June 16, 1995 Reg. No. 2126513 / January 6, 1998
7	FIRST CHOICE	App. No.75617634 / January 8, 1999 Reg. No. 2314332 / February 1, 2000
8	HANDICRAFTER	App. No.72162247 / February 7, 1963 Reg. No. 0764725 / February 11, 1964
9	HANDICRAFTER	App. No.74689923 / June 16, 1995 Reg. No. 2163053 / June 9, 1998
1	LILY stylized letters	App. No. 71253704 / August 19, 1927 Reg. no. 237,163 / Jan. 3, 1928, renewed Jan. 3, 1988
1	NICE 'N SOFT	App. No.74129396 / January 10, 1991 Reg. No. 1846241 / July 19, 1994
1	SPINDLECRAFT	App. No.74103172 / October 4, 1990 Reg. No. 1685368 / May 5, 1992
1	ULTRA-SOFT	App. No.74106779 / October 17, 1990 Reg. No. 1806759 / November 23, 1993

SCHEDULE C, TRADEMARKS - JAPAN

**SPINRITE INC. JAPANESE TRADE-MARK
WHITE BUFFALO
as at April 1, 1998**

Ref. No.	Mark	App. No./Filing date Reg. No./Reg. date
1	WHITE BUFFALO & Design WHITE BUFFALO	App. No. S54-043383 / June 07, 1979 Reg. No. 1504498 / March 31, 1982