

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):
1287356 Ontario, 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: Spinrite Inc.

Address: 320 Livingstone Avenue South
Listowel Ontario N4W 3H3

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

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Effective Date: April 1, 2003

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: 15

7. Total fee (37 CFR 3.41)..... \$ 390
 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 Smith Feb. 4, 2004
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 4

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

CH \$390.00 111098 1475015

SCHEDULE TO RECORDATION COVER SHEET

1287356 Ontario Inc. to Spinrite Inc.

Mark	Reg. No.
BABY BRITE	Reg. No. 1475015
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 - Stylized	Reg. No. 237,163
NICE 'N SOFT	Reg. No. 1846241
PHENTEX	Reg. No. 0843753
PHENTEX - Design	Reg. No. 0843754
SPINDLECRAFT	Reg. No. 1685366
ULTRA-SOFT	Reg. No. 1806759

For Ministry Use Only
A l'usage exclusif du ministère

Ontario Corporation Number
Numéro de la société en Ontario



Ministry of
Commerce and
Consumer Services

CERTIFICATE

This is to certify that these articles
are effective on

Ministère des Services
aux consommateurs
et aux entreprises

CERTIFICAT

Ce certificat atteste que ces articles
entrent en vigueur le

1287356

APRIL 01 AVRIL, 2003

Director / Directeur
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT
STATUTS DE MODIFICATION**

Form 3
Business
Corporations
Act

Formule 3
Loi sur les
sociétés par
actions

- 1. The name of the corporation is: (Set out in BLOCK CAPITAL LETTERS)
Dénomination sociale actuelle de la société : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

1	2	8	7	3	5	6	O	N	T	A	R	I	O	I	N	C	.									

- 2. The name of the corporation is changed to (if applicable) : (Set out in BLOCK CAPITAL LETTERS)
Nouvelle dénomination sociale de la société (s'il y a lieu) : (Écrire en LETTRES MAJUSCULES SEULEMENT) :

S	P	I	N	R	I	T	E	I	N	C	.														

- 3. Date of incorporation/amalgamation:
Date de la constitution ou de la fusion :

1998/03/20
(Year, Month, Day)
(année, mois, jour)

- 4. Complete only if there is a change in the number of directors or the minimum / maximum number of directors.
Il faut remplir cette partie seulement si le nombre d'administrateurs ou si le nombre minimal ou maximal d'administrateurs a changé.

Number (or minimum and maximum number) of directors is/are: number or minimum and maximum
Nombre (ou nombres minimal et maximal) d'administrateurs : nombre ou minimal et maximal

- 5. The articles of the corporation are amended as follow: (continued next page)
Les statuts de la société sont modifiés de la façon suivante : (continuer suite page)

To change the corporate name of the Corporation from 1287356 Ontario Inc. to Spinrite Inc.

27119 (05/2002)

5. The articles of the corporation are amended, as follow: (continued)
Les statuts de la société sont modifiés de la façon suivante : (continuation)

6. The amendment has been duly authorized as required by sections 168 and 170 (as applicable) of the *Business Corporations Act*.
La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.

7. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification.

2003/03/31

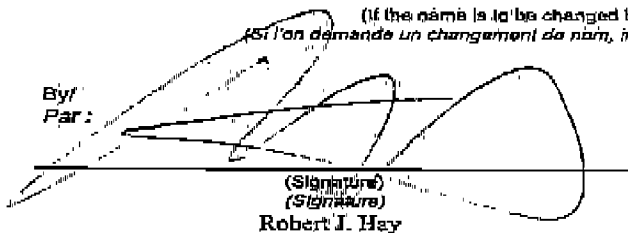
(Year, Month, Day)
(année, mois, jour)

These articles are signed in duplicate.
Les présents statuts sont signés en double exemplaire.

1287356 ONTARIO INC.
(Name of Corporation)
(Dénomination sociale de la société)

(If the name is to be changed by these articles set out current name)
(Si l'on demande un changement de nom, indiquer ci-dessus le dénomination sociale actuelle).

By/
Par :


(Signature)
(Signature)
Robert J. Hey

President
(Description of Office)
(Fonction)