

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.

<p>1. Name of conveying party(ies): Spinrite Inc.</p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation (Canada) <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and Address of receiving party(ies)</p> <p>Name: 1287356 Ontario Inc.</p> <p>Address: 320 Livingstone Avenue South Listowel Ontario N4W 3H3</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input checked="" type="checkbox"/> Corporation (Canada) <input type="checkbox"/> Other</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input checked="" type="checkbox"/> Change of Name <input type="checkbox"/> Other</p> <p>Effective Date: January 22, 2004</p>	

<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s):</p> <p>Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): See Attached</p>
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>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</p>	<p>6. Total number of applications and registrations involved: 16</p> <p>7. Total fee (37 CFR 3.41)..... \$ 415 <input type="checkbox"/> Enclosed <input checked="" type="checkbox"/> To be Charged to Deposit Account</p> <p>8. Deposit Account No. 111098 (Attach duplicate copy of this page if paying by deposit account)</p>
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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 5, 2004
Name of Person Signing Signature Date

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

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

CH \$415.00 111098 1475015

SCHEDULE TO RECORDATION COVER SHEET

Spinrite Inc. to 1287356 Ontario Inc. 1/22/04

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
FIRST CHOICE	Reg. No. 2314332

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. *Et*
Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le

2004/01/23 22

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

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

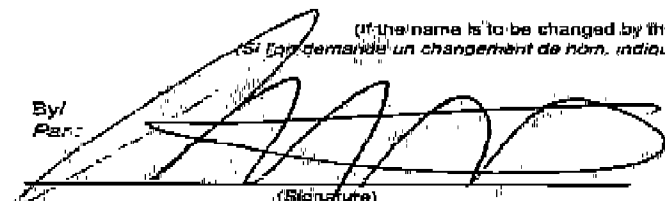
SPINRITE INC.

(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 la dénomination sociale actuelle).

By:
Per:



(Signature)
(Signature)
Robert J. Hix

President

(Description of Office)
(Fonction)