

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

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
 Nunc Pro Tunc Assignment Effective March 31, 2003

Execution Date: March 31, 2004

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

A. Trademark Application No.(s):

B. Trademark Registration No.(s): First Choice 2314332

Additional numbers attached? Yes No

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: 1

7. Total fee (37 CFR 3.41)..... \$ 40

 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
 Name of Person Signing


 Signature

April 5, 2004
 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 \$40.00 111098 2314332

FROM :

FAX NO. : 15192914163

Apr. 01 2004 02:17PM P2

NUNC PRO TUNC TRADEMARK ASSIGNMENT

WHEREAS, Spinrite, Inc. a Canadian corporation, (the "Assignor") was the owner of the United States trademark registration set forth on Schedule A attached hereto, together with the goodwill of the business associated therewith, (the "Mark");

WHEREAS, 1287356 Ontario Inc., a Canadian corporation, (the "Assignee") is desirous of acquiring the Mark, together with the goodwill of the business associated therewith; and

NOW, THEREFORE, effective as of **March 31, 2003**, (the "Effective Date"), for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby confirms that it has sold, assigned, transferred and set over to Assignee the entire right, title and interest in and to the Mark, for the United States and for all foreign countries, including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, together with all income, royalties or payments due or payable as of the Effective Date or thereafter, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Mark, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Mark.

* * * * *


FROM :

FAX NO. : 15192914163

Apr. 01 2004 02:18PM P3

IN WITNESS WHEREOF, Assignor has caused this Nunc Pro Tunc Trademark Assignment to be executed by its duly authorized representative on the 31st day of March 2004.

SPINRITE INC.

By: 
Name: RYAN NEWELL
Title: CFO

FROM :

FAX NO. : 15192914163

Apr. 01 2004 02:18PM P4

SCHEDULE A

U.S. TRADEMARK REGISTRATION

Mark	Registration No.
FIRST CHOICE	2314332