

Form PTO-1594 (Rev 06/04)
OMB Collection 0651-0027 (exp 6/30/2005)

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

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies)/Execution Date(s):

David G. Strachan

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Citizenship (see guidelines) Canadian

Execution Date(s) 15 March 2004

Additional names of conveying parties attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes

No

Name: Paint Pal Enterprises Inc.

Internal

Address: _____

Street Address: 7040 Financial Drive

City: Mississauga

State: Ontario

Country: Canada Zip: L5N 7H5

- Association Citizenship _____
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship Canadian
- Other _____ Citizenship _____

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)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

78/357,756
78/357,479

B. Trademark Registration No.(s)

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

Paint Pal filed January 26, 2004
P8NT Pal filed January 26, 2004

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

Name: Eugene J.A. Gierczak

Internal Address: Miller Thomson LLP

Street Address: Suite 2500
20 Queen Street West

City: Toronto

State: Ontario, CA Zip: M5H 3S1

Phone Number: 416.596.2132

Fax Number: 416.595.8695

Email Address: egierczak@millerthomson.ca

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 65.00

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed previously

8. Payment Information:

a. Credit Card Last 4 Numbers _____
Expiration Date _____

b. Deposit Account Number _____
Authorized User Name _____

9. Signature:

Eugene J.A. Gierczak
Signature

October 12, 2004
Date

Eugene J.A. Gierczak

Name of Person Signing

Total number of pages including cover sheet, attachments, and document 8

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5996, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

ASSIGNMENT OF TRADE-MARKS

WHEREAS David G. Strachan (hereinafter referred to as "Strachan"), residing at 11 Glenn Gould Cres. Uxbridge, Ontario L9P 1W4, is the owner of the Trade-Marks identified in the attached Schedule "A";

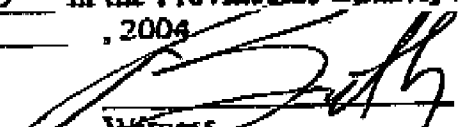
AND WHEREAS, Paint Pal Enterprises Inc., a company incorporated under the laws of Ontario and having a place of business at 7040 Financial Drive, Mississauga, Ontario, Canada L5N 7H5, is desirous of acquiring all right, title and interest in and to the said Trade-Marks in Canada and the United States, together with the goodwill of the business associated with such use and symbolized by the said Trade-Marks and the aforesaid applications and registrations;

AND WHEREAS Strachan is willing to sell, transfer, convey and assign unto Paint Pal Enterprises Inc. all of his right, title and interest in and to the said Trade-Marks in Canada and the United States, together with the goodwill of the business associated with its use and symbolized by the said Trade-Marks and the aforesaid applications and registrations absolutely;

NOW THEREFORE for good and valuable consideration, receipt of which is hereby acknowledged, Strachan does hereby sell, transfer, convey and assign unto Paint Pal Enterprises Inc. all of his right, title and interest in and to the said Trade-Marks in Canada and United States, together with the goodwill of the business associated with its use and symbolized by the said Trade-Marks and the said applications and registrations, for its own use absolutely, the same to be held and enjoyed by Paint Pal Enterprises Inc. as it would have been held and enjoyed by Strachan had the sale, transfer, conveyance and assignment not been made.

EXECUTED at the City of Uxbridge, Ont. in the Province of Ontario, this 15 day of MARCH, 2004


David G. Strachan


Witness

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SCHEDULE "A"
CANADIAN TRADE-MARKS

<u>TRADE-MARK</u>	<u>APPLICATION NO.</u>	<u>REGISTRATION NO.</u>
	<u>FILING DATE</u>	<u>REGISTRATION DATE</u>
PAINT PAL & DESIGN	0696678	TMA438640
	December 13, 1991	February 3, 1995

U.S. TRADE-MARK APPLICATIONS

<u>TRADE-MARK</u>	<u>APPLICATION NO.</u>	<u>FILING DATE</u>
PAINT PAL	78357756	January 26, 2004
PENT PAL	78357479	January 26, 2004

Not a legal document. See the appointment of agent doc