

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
687335 Ontario Limited		03/06/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	The Bank of Nova Scotia
Street Address:	40 King Street West, Scotia Plaza
Internal Address:	Suite 3007
City:	Toronto, Ontario M5H 1H1
State/Country:	CANADA
Entity Type:	Chartered Bank: CANADA

PROPERTY NUMBERS Total: 8

Property Type	Number	Word Mark
Serial Number:	78509948	SELCLEAN PLUS
Serial Number:	78509968	VERSA MASSAGE
Serial Number:	78671247	
Serial Number:	78630266	AQUAPLAY
Serial Number:	78630262	AQUASPORT
Serial Number:	78601863	AQUATRAINER
Serial Number:	78601852	HYDROPOOL
Serial Number:	78597663	SERENITY

CORRESPONDENCE DATA

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Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
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CH \$215.00 78509948

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ATTORNEY DOCKET NUMBER:

07297.00000007

DOMESTIC REPRESENTATIVE

Name:

Address Line 1:

Address Line 2:

Address Line 3:

Address Line 4:

NAME OF SUBMITTER:

Andrew S. Ehard

Signature:

/Andrew S. Ehard/

Date:

03/15/2006

Total Attachments: 3

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687335 ONTARIO LIMITED

CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY


RECITALS:

- A. 687335 Ontario Limited (the "**Obligor**"), a corporation incorporated under the laws of the Province of Ontario, is the owner of (i) the trade marks set forth in Exhibit "A", the registrations and applications for the trade marks identified therein and the underlying goodwill of said trade marks (collectively, the "**Trade Marks**") and (ii) the patents set forth in Exhibit "A" and the underlying goodwill of said patents (the "**Patents**" and, together with the Trade Marks, the "**Intellectual Property**").
- B. The Obligor has entered into a general security agreement dated May 3, 2005 with The Bank of Nova Scotia (the "**Bank**") (as amended, modified, supplemented or restated from time to time, the "**GSA**") under which the Obligor granted to the Bank a security interest in certain property, including the Intellectual Property, as security, *inter alia*, for its obligations under a certain guarantee agreement.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are acknowledged and in accordance with the terms and obligations set forth in the GSA, the Obligor confirms the grant to the Bank under the GSA of a security interest in and to the Intellectual Property.

DATED at Toronto this 6th day of March, 2006.

687335 ONTARIO LIMITED

By: 
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

**EXHIBIT A
INTELLECTUAL PROPERTY**

Canadian Trade Marks

Trademark Name	Registration / Application Number	Date Registered / Application Made
AQUATRAINER	1253696	April 6, 2005
HYDROPOOL Design	1249796	March 8, 2005
AQUAPLAY	1258468	May 16, 2005
AQUASPORT	1258467	May 16, 2005
VERSA MASSAGE	1235672	November 1, 2004
SELCLEAN PLUS	1235670	November 1, 2004
SERENITY	TMA633317	February, 2005
HYDROPOOL	TMA309604	December 1985

Canadian Patents

Patent	Registration Number
Weatherproof Retractable Multi-media Entertainment Center	CA2427892

U.S. Trade Marks

Trademark Name	Registration / Application Number	Date Registered / Application Made
SELCLEAN PLUS	78509948	November 2, 2004
VERSA MASSAGE	78509968	November 2, 2004
DESIGN ONLY	78671247	July 15, 2005
AQUAPLAY	78630266	May 16, 2005
AQUASPORT	78630262	May 16, 2005
AQUATRAINER	78601863	April 5, 2005
HYDROPOOL	78601852	April 5, 2005
SERENITY	78597663	March 29, 2005

U.S. Patents

Patent	Application Number
Weatherproof Retractable Multi-media Entertainment Center	10/428,753

European Trade Marks

Trademark Name	Registration / Application Number	Date Registered / Application Made
AQUAPLAY	004717401	November 14, 2005
AQUASPORT	004717393	November 14, 2005
AQUATRAINER	004663712	October 3, 2005
Hydropool Design	004500419	July 18, 2005
HYDROPOOL	004099693	Novemer 8, 2004