

Form PTO-1594 (Rev. 07/05)
 OMB Collection 0651-0027 (exp. 6/30/2008)

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):

6405894 Canada Inc.

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

Citizenship (see guidelines) CanadaAdditional names of conveying parties attached? Yes No**3. Nature of conveyance /Execution Date(s) :**Execution Date(s) March 21, 2006

- Assignment Merger
 Security Agreement Change of Name
 Other _____

2. Name and address of receiving party(ies)Additional names, addresses, or citizenship attached? Yes
 NoName: The Toronto Dominion Bank

Internal _____

Address: _____

Street Address: 201 Portage Ave.City: Winnipeg-State: Province: ManitobaCountry: Canada Zip: R3C 2T2

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship Canada
 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)

B. Trademark Registration No.(s)

0896721

Additional sheet(s) attached? Yes No

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

5. Name & address of party to whom correspondence concerning document should be mailed:Name: Andrea M. BondInternal Address: Briggs & Morgan, P.A.2200 IDS CenterStreet Address: 80 South 8th StreetCity: MinneapolisState: MN Zip: 55402-2157Phone Number: 612-977-8676Fax Number: 612-977-8650Email Address: abond@briggs.com**6. Total number of applications and registrations involved:**

1

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 40.00

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

8. Payment Information:a. Credit Card Last 4 Numbers _____
Expiration Date _____b. Deposit Account Number 023732Authorized User Name Briggs and Morgan**9. Signature:**Andrea M Bond

Signature

Andrea M Bond

Name of Person Signing

April 21, 2006

Date

Total number of pages including cover sheet, attachments, and document: 3

Documents to be recorded (including cover sheet) should be faxed to (671) 273-0140, or mailed to:
 Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

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**NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS**

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the General Security Agreement (the "Security Agreement") dated as of March 21, 2006 (as the same may be amended, modified, extended or restated from time to time) from 6405894 Canada Inc., a corporation duly incorporated under the laws of the Province of Manitoba, having an office at 3-325 Parkdale Road, St. Andrews, Manitoba R1A 3N9 (the "Assignor") in favor of The Toronto-Dominion Bank, a corporation duly incorporated under the laws of Canada, having an office at 201 Portgagge Avenue, Winnipeg MB R3C 2T2 (the "Assignee"), the Assignor has granted in favor of the Assignee a continuing security interest in and lien upon the trademark and the registration and application for registration thereof identified on Exhibit A.

The Assignor and the Assignee hereby acknowledge and agree that the security interest in the trademark, registration and application (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

Dated: March 21, 2006

6405894 CANADA INC.

By *[Signature]*
Its President

Acknowledged and Accepted:

THE TORONTO-DOMINION BANK

By *[Signature]*
~~As Vice President~~ Relationship Manager

EXHIBIT A

Trademarks, Registrations and Applications

<u>Mark</u>	<u>Country</u>	<u>Registration No.</u>	<u>Registration Date</u>
VERDYOL	USA	0896721	August 18, 1970