

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
UWG INC.		09/15/2006	CORPORATION: CANADA

RECEIVING PARTY DATA

Name:	WACHOVIA CAPITAL FINANCE CORPORATION (CANADA)
Street Address:	141 ADELAIDE STREET WEST, SUITE 1500
City:	TORONTO
State/Country:	CANADA
Postal Code:	M5H 2L5
Entity Type:	CORPORATION: CANADA

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2743993	BAZILLIONS OF BUBBLES
Registration Number:	2790086	GENTLE CARE
Registration Number:	2508247	SHINE IT
Registration Number:	2461324	SAVE IT
Registration Number:	2545879	UWG
Registration Number:	2601869	UNITED WE GROW
Registration Number:	2749133	KD'S
Registration Number:	2484245	STICKY FINGERS
Registration Number:	2501224	DOUBLE DOZEN
Registration Number:	2409912	FUN FOAM
Registration Number:	2198524	COUNTRY BOUQUET
Registration Number:	2322847	ACTION 1

CORRESPONDENCE DATA

OP \$315.00 2743993

Fax Number: (403)265-7219
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 403-298-3157
Email: pinsentl@bennettjones.ca
Correspondent Name: LORRAINE PINSENT
Address Line 1: 4500, 855 - 2ND STREET S.W.
Address Line 4: CALGARY, CANADA T2P 4K7

DOMESTIC REPRESENTATIVE

Name:
Address Line 1:
Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:	LORRAINE PINSENT
Signature:	/LORRAINE PINSENT/
Date:	10/25/2006

Total Attachments: 4
source=AR-M620N_20061025_085922#page1.tif
source=AR-M620N_20061025_085922#page2.tif
source=AR-M620N_20061025_085922#page3.tif
source=AR-M620N_20061025_085922#page4.tif

**CONFIRMATION OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

WHEREAS:

UWG INC. (the "**Borrower**"), a corporation incorporated and existing under the laws of Canada, with offices at 3925 Steeles Avenue East, Units 5-7 Brampton, Ontario, L6T 5W5, is the owner of the intellectual property set forth in Exhibit A hereto, the registrations and applications for the intellectual property identified therein and any underlying goodwill associated with such intellectual property (collectively, the "**Intellectual Property**"); and

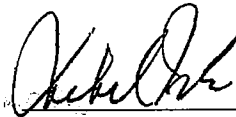
WACHOVIA CAPITAL FINANCE CORPORATION (CANADA) (together with its successors, the "**Lender**"), with offices at 141 Adelaide Street West, Suite 1500, Toronto, Ontario, M5H 3L5, has entered into an agreement with the Borrower, as reflected by a separate document entitled the "**General Security Agreement**" dated July 29, 2003 by which the Borrower granted to the Lender a security interest in and to certain property, including the Intellectual Property;

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 General Security Agreement, the Borrower confirms the grant to the Lender of a security interest in and to the Intellectual Property.

DATED at Toronto on this 15th day of September, 2006.

UWG INC.

Per:



Name: MICHAEL ISCOE

Title: CFO

**EXHIBIT A
INTELLECTUAL PROPERTY**

Country	Trademark	Regn. No.	Renewal Date	Appln. Date	Appln. No.
Canada	Action-1	TMA500,064	2013/09/04	1996/08/23	821,465
Canada	Bazillions Of Bubbles	TMA617,479	2019/08/24	2001/07/13	1,109,418
Canada	BRITANNIA Design	TMA431,449	2009/08/05	1992/11/03	716,097
Canada	Clear It	TMA559,141	2017/03/13	1999/07/28	1,024,094
Canada	Clear It	TMA563,014	2017/06/04	2000/06/08	1,062,370
Canada	Country Bouquet	TMA425,329	2009/03/18	1992/08/21	711,484
Canada	Country Cupboard	TMA400,662	2007/07/24	1991/08/07	687,369
Canada	Double Dozen	TMA536,423	2015/11/02	1998/10/14	893,225
Canada	Dry'n Shine			1997/07/07	850,059
Canada	Family Choice	TMA387,920	2006/08/23	1988/07/15	611,237
Canada	Fun Foam	TMA518,599	2014/10/25	1998/09/18	890,774
Canada	Gentle Care	TMA521,791	2015/01/19	1998/11/04	895,429
Canada	Kdl	TMA536,490	2015/11/02	1998/11/04	895,428
Canada	Kdl Wrinkle Release			2005/09/14	1,271,982
Canada	Nana's Own	TMA301,593	2015/04/04	1984/06/20	524,040
Canada	Novo	TMA564,705	2017/07/15	2000/04/27	1,056,813
Canada	Premier & Design	TMA536,724	2015/11/06	1995/06/30	786,418
Canada	Premier Delight	TMA487,310	2012/12/19	1996/07/31	819,403
Canada	Protect It	TMA570,957	2017/11/20	2000/10/18	1,079,211

Country	Trademark	Regn. No.	Renewal Date	Appln. Date	Appln. No.
Canada	Refresh	TMA562,749	2017/05/29	1999/12/20	1,040,217
Canada	Royal Lion & Design	TMA428,972	2009/06/17	1992/11/03	716,027
Canada	Royal Majesty	TMA558,934	2017/03/08	1999/02/03	1,003,949
Canada	Save It	TMA536,451	2015/11/02	1998/12/30	1,000,820
Canada	Shine It	TMA536,556	2015/11/03	1998/12/30	1,000,818
Canada	Sticky Fingers	TMA536,488	2015/11/02	1999/02/08	1,004,497
Canada	Tuff Stuff	TMA558,976	2017/03/11	1999/07/20	1,022,943
Canada	Tuff Stuff	TMA562,750	2017/05/29	1999/12/20	1,040,216
Canada	United We Grow	TMA546,837	2016/06/20	1999/09/28	1,030,439
Canada	Uwg	TMA453,176	2011/01/26	1994/12/20	771,426
Canada	Wrinkle Release			2000/03/30	1,053,164
U.S.	Bazzillions of Bubbles	2743993			76315495
U.S.	Gentle Care	2790086			76072105
U.S.	Shine It	2508247			75914477
U.S.	Save it	2461324			75914475
U.S.	UWG	2545879			75871188
U.S.	United We Grow	2601869			75871187
U.S.	KD's	2749133			75831856
U.S.	Sticky Fingers	2484245			75658995
U.S.	Double Dozen	2501224			75602292
U.S.	Fun Foam	2409912			75602291
U.S.	Country Bouquet	2198524			75388471

Country	Trademark	Regn. No.	Renewal Date	Appln. Date	Appln. No.
U.S.	Action 1	2322847			75381951

DMSIORLegal\048744\00014\446727v2