

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
1782685 Ontario Inc. o/a Hydropool Industries Inc.		03/23/2010	CORPORATION: CANADA

**RECEIVING PARTY DATA**

Name:	Hydropool Inc.
Street Address:	335 Superior Blvd.
City:	Mississauga
State/Country:	CANADA
Postal Code:	L5T 2L6
Entity Type:	CORPORATION: CANADA

**PROPERTY NUMBERS Total: 26**

Property Type	Number	Word Mark
Registration Number:	3179589	AQUAPLAY
Registration Number:	3156619	AQUATRAINER
Registration Number:	3510908	BUILT TO PERFORM. PRICED TO SELL.
Registration Number:	3510899	CREATING TIME FOR WHAT MATTERS
Serial Number:	77371696	DOUBLE THERMAL SHIELD
Registration Number:	3510894	ENHANCING LIFE
Registration Number:	3394262	EZBANK
Registration Number:	3394261	EZBOOST
Registration Number:	3394260	EZSTART
Registration Number:	3510898	HELPING YOU ENJOY
Serial Number:	77069219	HYDROGUIDE
Registration Number:	3212293	HYDROPOOL
Serial Number:	78671247	
Serial Number:	77144652	HYDROPOOL USA

OP \$665.00 3179589

Serial Number:	77570667	HYDROPOOL I'ENGAGEMENT EVERGREEN COMMITMENT
Registration Number:	3394157	HYDROPOOL HOT TUBS SWIM SPAS
Registration Number:	3397293	HYDROPOOL SELF-CLEANING HOT TUBS
Registration Number:	3394158	HYDROPOOL SERENITY HOT TUBS
Registration Number:	3394159	HYDROPOOL SWIM SPAS
Registration Number:	3390846	HYDROWISE
Registration Number:	3510901	PERFECT POOL. PERFECT SWIM.
Serial Number:	77584169	SANTÉ HOT TUBS
Serial Number:	78509948	SELCLEAN PLUS
Serial Number:	78597663	SERENITY
Registration Number:	3514968	THE HYDROPOOL SCHOOL OF BUYOLOGY
Registration Number:	3562472	VERSA MASSAGE

**CORRESPONDENCE DATA**

Fax Number: (519)822-1583  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 519.780.4650  
Email: lgraham@millerthomson.com  
Correspondent Name: Lorelei G. Graham  
Address Line 1: Ontario AgriCentre, 100 Stone Road West  
Address Line 2: Suite 301  
Address Line 4: Guelph, CANADA N1G 5L3

ATTORNEY DOCKET NUMBER: 128825.0001

**DOMESTIC REPRESENTATIVE**

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

NAME OF SUBMITTER: Lorelei G. Graham

Signature: /Lorelei G. Graham/

Date: 04/26/2010

Total Attachments: 5  
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## ASSIGNMENT

WHEREAS 1782685 Ontario Inc. o/a Hydropool Industries Inc., a corporation incorporated under the laws of the Province of Ontario, and having a place of business at 335 Superior Blvd., Mississauga, Ontario L5T 2L6, hereinafter referred to as the Assignor, is the owner of the Trade-Marks and Patent identified in the attached Schedules "A" and "B";

AND WHEREAS the Ontario Superior Court of Justice (Commercial List), hereinafter referred to as the Court, appointed RSM Richter Inc., a corporation incorporated under the laws of the Province of Ontario, and having a place of business at 200 King Street West, Toronto, Ontario M5H 3T4, hereinafter referred to as Richter, as the receiver of all of the assets, undertakings and properties of the Assignor pursuant to an Order of the Court made January 15, 2010;

AND WHEREAS, Hydropool Inc., a corporation incorporated under the laws of the Province of Ontario, and having a place of business at 335 Superior Blvd., Mississauga, Ontario L5T 2L6, hereafter referred to as Assignee, is desirous of acquiring all right, title and interest in and to the said Trade-Marks and Patent together with the goodwill of the business associated with such use and symbolized by the said Trade-Marks and Patent and the aforesaid applications and registrations;

AND WHEREAS Richter, in its capacity as receiver of the Assignor, and the Assignee have entered into an Asset Purchase Agreement dated as of January 15, 2010, providing, on the terms and subject to the conditions set out therein, for the assignment by the Assignor to the Assignee of all of the Intellectual Property (as defined in said Asset Purchase Agreement), such assignment being made pursuant to an Approval and Vesting Order of the Court made January 15, 2010;

AND WHEREAS said Trade-Marks and Patent form part of the Intellectual Property and Richter, in its capacity as receiver of the Assignor, is willing to sell, assign, transfer and convey all of the right, title and interest of the Company in and to the said Trade-Marks and Patent together with the goodwill of the business associated with its use and symbolized by the said Trade-Marks and Patent and the aforesaid applications and registrations absolutely;

NOW THEREFORE for good and valuable consideration, receipt of which is hereby acknowledged, Richter, in its capacity as receiver of the Assignor, does hereby sell, transfer, convey and assign unto the Assignee all of the Assignor's right, title and interest in and to the said Trade-Marks and Patent together with the goodwill of the business associated with its use and symbolized by the said Trade-Marks and Patent and the said applications and registrations, for its own use absolutely, the same to be held and enjoyed by the Assignee as it would have been held and enjoyed by the Assignor had the sale, transfer, conveyance and assignment not been made.

Executed at Toronto, Ontario on March 23, 2010.

Witness [Signature]

[Signature]  
Assignor: RSM Richter Inc., in its capacity as receiver of 1782685 Ontario Inc. and not in its personal capacity  
Name: Mich Vinsky  
Title: vce President

Executed at Mississauga Ont on April 10, 2010.

Witness [Signature]

[Signature]  
Assignee: Hydropool Inc.  
Name: David Jackson  
Title: President

Schedule "A"

Trade-marks

File No.	Trademark	Country	Appln. No.	Regn. No.	Filing Date	Regn. Date
058386-0009	AQUAPLAY	U.S.	78/630,266	3,179,589	16-May-05	5-Dec-06
058386-0007	AQUATRAINER	U.S.	78/610,863	3,156,619	5-Apr-05	17-Oct-06
058386-0063	BUILT TO PERFORM. PRICED TO SELL	U.S.	77/269,087	3,510,908	31-Aug-07	7-Oct-08
058386-0059	CREATING TIME FOR WHAT MATTERS	U.S.	77/268,405	3,510,899	30-Aug-07	7-Oct-08
058386-0077	DOUBLE THERMAL SHIELD	U.S.	77/371,696		15-Jan-08	
058386-0057	ENHANCING LIFE	U.S.	77/268,245	3,510,894	30-Aug-07	7-Oct-08
058386-0052	EZBANK	U.S.	77/144,743	3,394,262	30-Mar-07	11-Mar-08
058386-0049	EZBOOST	U.S.	77/144,734	3,394,261	30-Mar-07	11-Mar-08
058386-0046	EZSTART	U.S.	77/144,724	3,394,260	30-Mar-07	11-Mar-08
058386-0065	HELPING YOU ENJOY.	U.S.	77/268,309	3,510,898	30-Aug-07	7-Oct-08
058386-0028	HYDROGUIDE	U.S.	77/069,219		21-Dec-06	
058386-0003	HYDROPOOL	U.S.	78/601,852	3,212,293	5-Apr-05	27-Feb-07
058386-0080	HYDROPOOL Design	U.S.	78/671,247		15-Jul-05	
058386-0043	HYDROPOOL USA	U.S.	77/144,652		30-Mar-07	
058386-0083	HYDROPOOL EVERGREEN Design	U.S.	77/570,667		16-Sep-08	
058386-0038	HYDROPOOL HOT TUBS SWIM SPAS & Design	U.S.	77/094,141	3,394,157	30-Jan-07	11-Mar-08
058386-0039	HYDROPOOL SELF-CLEANING HOT TUBS & Design	U.S.	77/094,143	3,397,293	30-Jan-07	18-Mar-08
058386-0040	HYDROPOOL SERENITY HOT TUBS & Design	U.S.	77/094,144	3,394,158	30-Jan-07	11-Mar-08

Schedule "A"

Trade-marks

058386-0041	HYDROPOOL SWIM SPAS & Design	U.S.	77/094,146	3,394,159	30-Jan-07	11-Mar-08
058386-0024	HYDROWISE	U.S.	77/070,076	3,390,846	27-Nov-06	4-Mar-08
058386-0061	PERFECT POOL. PERFECT SWIM.	U.S.	77/268,485	3,510,901	30-Aug-07	7-Oct-08
058386-0085	SANTE HOT TUBS Design	U.S.	77/584,169		2-Oct-08	
058386-0071	SELF CLEAN PLUS	U.S.	78/509,948		2-Nov-04	
058386-0019	SERENITY	U.S.	78/597,663		29-Mar-05	
058386-0067	THE HYDROPOOL SCHOOL OF BUYOLOGY.	U.S.	77/269,133	3,514,968	31-Aug-07	14-Oct-08
058386-0070	VERSA MASSAGE	U.S.	78/509,968	3,562,472	2-Nov-04	13-Jan-09

Schedule "B"

Patent

Title	Country	Appln. No.	Filing Date
Self-Cleaning System For Swim Spas And Hot Tubs	U.S.	12/236,735	24-Sep-08