

Re: 11/24/10

12-08-2010



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Electronic Version v1.1  
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SUBMISSION TYPE:		NEW ASSIGNMENT																													
NATURE OF CONVEYANCE:		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL																													
CONVEYING PARTY DATA																															
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<p>Fax Number: (516)822-3582  <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i></p> <p>Phone: 516-822-3550  Email: tagdocket@hoffmannbaron.com  Correspondent Name: Hoffmann &amp; Baron, LLP  Address Line 1: 6900 Jericho Turnpike  Address Line 4: Syosset, NEW YORK 11791</p>																															
ATTORNEY DOCKET NUMBER:		575-58, 575-60, 575-63																													

CH \$90.00 2368671

**SALE AGREEMENT**

**BY AND BETWEEN :** **RSM RICHTER INC.**, in its capacity as Interim Receiver with respect to Les Accessoires de Piscine Competition Inc., hereinafter referred to as the

**"Vendor"**

**AND:** **9204-1987 Quebec inc.**, now known as Carvin Pool Equipment Inc ( as declared by A Potvin) a corporation having its principal place of business at 4000 Casavant West, St Hyacinthe, Quebec, J2S9E3, hereinafter referred to as the

**"Purchaser"**

**WHEREAS** the Vendor is the Interim Receiver with respect to Les Accessoires de Piscine Competition Inc. (the "Company") by order of the Superior Court of the District of Terrebonne (the "Court") dated December 23, 2008;

**WHEREAS** the Purchaser submitted an offer (the "Offer") dated February 3, 2009 to the Vendor for the purchase of certain assets of the Company ("Assets"), which Offer was accepted by the Vendor, subject to the approval of the Court, and was accepted and approved by the Company;

**WHEREAS** by order dated February 12, 2009, the Vendor was authorized by the Court to proceed with the transaction contemplated by the Offer;

**WHEREAS** the parties desire to proceed with the transaction contemplated by the Offer.

**1. PREAMBLE**

- 1.1 The Preamble hereof shall form part of these presents as if recited at length herein.
- 1.2 For purposes hereof, terms defined in the Offer, identified therein and herein by the capitalization of the first letter, will have the same meaning herein as therein unless the provisions or context hereof otherwise dictate.

**2. PURCHASE AND SALE**

- 2.1 The Vendor hereby sells, and the Purchaser hereby purchases the following:

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(a) All rights title and interest of the Company in and to the following Assets, for a price of CDN\$315,000 (the "Purchase Price"); more specifically:

(i) Schedule A (Moulds & Equipment);

(ii) and Schedule B (Trade Marks);

(iii) and the Order Book

2.2 The Purchaser hereby allocates the Purchase Price as follows:

(a) for the Moulds & Equipment: \$290,000

(b) for the Trade Marks: \$ 5,000

(c) for the Order Book: \$ 20,000

**TOTAL:**

The Vendor acknowledges receipt of:

(d) the Purchase Price by way of:

(i) the Deposit of \$48,000 received with the Offer; and

(ii) \$267,000 concurrently herewith, together with GST and QST on the Assets of \$15,750 and \$24,806.25 respectively for a total of \$307,556.25.

for a total amount paid of \$355,556.25 (which, together with the deposit of \$48,000.


2.3 The Vendor declares that the applicable GST and QST numbers are 890 454 929 RT 0001 and 1022804029 TQ 0001.

3. **REFERENCE TO THE OFFER**

3.1 The present sale is governed by the terms and provisions of the Offer, which remains in force except to the extent specifically modified by the terms hereof. The parties acknowledge that the conditions precedent to the present transaction have been fulfilled.

4. **FURTHER ASSURANCES**

4.1 Each of the Vendor and the Purchaser will, from time to time, execute and deliver all such further documents and instruments, and do all acts and things, as the other party may reasonably require, but with no obligation on the part of either party to incur any expenditure other than for the simple vetting of documents, to effectively carry out or better evidence or perfect the full intent and meaning of this agreement.



5. **GENERAL**

5.1 All notices in connection with this agreement shall be made and transmitted by fax or email. The respective addresses for such notices are:

**IF TO THE PURCHASER:**

Carvin Pool Equipment Inc  
4000 Casavant West, St Hyacinthe, Quebec, J2S9E3:  
Angy Potvin  
Fax 450 774 4970  
Email: apotvin@anchorplastics.qc.ca

**IF TO THE VENDOR:**

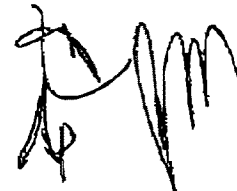
RSM Richter Inc., in its capacity as  
Interim Receiver with respect to  
Les Accessoires de Piscine Competition Inc.  
2 Place Alexis Nihon, Suite 1820  
Montreal, Quebec H3Z 3C2.  
Attention: Mr. Philip Manel, CA  
Fax No.: (514) 934-3504  
Email: pmanel@rsmrichter.com

**With Copy to:**

BCF LLP  
1100, René-Lévesque Blvd, Suite 2500  
Montreal, Quebec H3B 5C9  
Attention: Jean-François Hudon or Bertrand Giroux  
Fax No.: (514) 397-8515  
Email : jfh@bcf.ca  
bg@bcf.ca

Any of the foregoing may, at any time, give notice of any change of address to all of the others, and after the giving of such notice, the address specified therein shall be such person's address for the purpose of receiving notices.

- 5.2 This agreement shall be governed by and interpreted in accordance with the laws of the Province of Quebec, Canada.
- 5.3 This agreement may be executed by the parties in separate counterparts and by facsimile, each of which when so executed and delivered shall be an original, and all such counterparts shall together constitute one and the same instrument.
- 5.4 The parties acknowledge that they have required that this Agreement and all other documents be prepared in English.



- 4 -

Les parties reconnaissent avoir exigé que la présente lettre d'engagement et tous les documents connexes soient rédigés en anglais.

SIGNED THIS 12 DAY OF February 2009.

RSM RICHTER INC., in its capacity as Interim Receiver with respect to Les Accessoires de Piscine Competition Inc., and without personal or corporate liability

PER: 

Name: PHILIP MAREL

Title: secretary

9204-1987 Quebec Inc., now known as Carvin Pool Equipment Inc ( as declared by A Potvin) a corporation having its principal place of business at 4000 Casavant West, St Hyacinthe, Quebec, J2S9E3:

PER: 

Name: Angy Potvin & Thierry Carrière

Title: President — Vice President

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- 9 -

**SCHEDULE B**

List of Trade-Marks

571478.3

17

Portefeuille des demandes d'enregistrement et des enregistrements de marques de commerce appartenant à  
**COMPETITION POOL INC.**



MARQUE DE COMMERCE	PAYS	DEMANDE NO	DATE DE DÉPÔT	ENREGISTREMENT NO	DATE D'ENREGISTREMENT	STATUT	MARCHANDISES
SHERLOK -IT'S ELEMENTAL	Canada	1,185,382	22 juillet 2003	LMC635,060	11 mars 2005	Enregistrée	Swimming pool filters; water filters for use in swimming pools.
CYGNET	Canada	1,185,381	22 juillet 2003	LMC634,026	11 mars 2005	Enregistrée	Swimming pool pumps; water pumps for use in swimming pools.
SANDSTORM	Canada	1,185,380	22 juillet 2003	LMC634,156	2 mars 2005	Enregistrée	Swimming pool filters.
AVALANCHER	Canada	1,185,379	22 juillet 2003	LMC635,051	11 mars 2005	Enregistrée	Swimming pool filters.
FULL MOON	Canada	1,185,378	22 juillet 2003	LMC635,057	11 mars 2005	Enregistrée	Swimming pool and spa lights; swimming pool lights.
FULL MOON L.E.D. WATERCOLOR SERIES	Canada	1,185,377	22 juillet 2003	LMC635,053	11 mars 2005	Enregistrée	Swimming pool and spa lights.
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
EARTHWORKS	Canada	1,185,373	22 juillet 2003	LMC629,275	4 janvier 2005	Enregistrée	Swimming pool accessories, namely swimming pool filters.
LASER	Canada	1,185,372	22 juillet 2003	LMC629,445	5 janvier 2005	Enregistrée	Swimming pool accessories, namely swimming pool filters.

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Portefeuille des demandes d'enregistrement et des enregistrements de marques de commerce appartenant à  
COMPETITION POOL INC.



MARQUE DE COMMERCE	PAYS	DEMANDE NO	DATE DE DÉPÔT	ENREGISTREMENT NO	DATE D'ENREGISTREMENT	STATUT	MARCHANDISES
MAGNUM	Canada	1,023,374	23 juillet 1999	LMC581,255	12 mai 2003	Enregistrée	Swimming pool pumps.
MAGNUM FORCE	Canada	1,023,373	23 juillet 1999	LMC581,236	12 mai 2003	Enregistrée	Swimming pool pumps.
DOMINATOR	Canada	866,333	13 janvier 1998	LMC586,201	30 juillet 2003	Enregistrée	Above-ground swimming pool pumps.
LASER	États-Unis	78/292,088	26 août 2003	2,991,672	6 septembre 2005	Enregistrée	Swimming pool accessories, namely, swimming pool filters.
EARTHWORKS	États-Unis	78/291,995	25 août 2003	3,010,525	1 <sup>er</sup> novembre 2005	Enregistrée	Swimming pool accessories, namely swimming pool filters.
FULL MOON L.E.D. WATERCOLOR SERIES	États-Unis	78/212,984	10 février 2003	2,960,828	7 juin 2005	Enregistrée	Swimming pool and spa lights.
MAGNUM	États-Unis	75/787,411	30 août 1999	2,434,800	13 mars 2001	Enregistrée	Swimming pool pumps.
MAGNUM FORCE	États-Unis	75/787,410	30 août 1999	2,368,671	18 juillet 2000	Enregistrée	Swimming pool pumps.
FULL MOON	États-Unis	75/675,679	5 avril 1999	2,491,232	18 septembre 2001	Enregistrée	Swimming pool lights.
AVALANCHE	États-Unis	75/668,304	25 mars 1999	2,321,774	22 février 2000	Enregistrée	Swimming pool filters.
SANDSTORM	États-Unis	75/667,554	25 mars 1999	2,326,388	7 mars 2000	Enregistrée	Swimming pool filters.

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Portefeuille des demandes d'enregistrement et des enregistrements de marques de commerce appartenant à  
**COMPETITION POOL INC.**



MARQUE DE COMMERCE	PAYS	DEMANDE NO	DATE DE DÉPÔT	ENREGISTREMENT NO	DATE D'ENREGISTREMENT	STATUT	MARCHANDISES
SHERLOK - IT'S ELEMENTAL	États-Unis	75/541,944	24 août 1998	2,318,299	15 février 2000	Enregistrée	Water filters for use in swimming pools.
CYGNET	États-Unis	75/541,941	24 août 1998	2,328,289	14 mars 2000	Enregistrée	Water pumps for use in swimming pools.
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

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