

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Trademark Release and Reassignment- re Reel 3690/Frame 519 and Reel 4671/Frame 269

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
The Toronto-Dominion Bank, as Agent		10/26/2012	Chartered Bank: CANADA

RECEIVING PARTY DATA	
Name:	Spinrite Limited Partnership
Street Address:	320 Livingstone Ave., South, Box 40
City:	Listowel, Ontario
State/Country:	CANADA
Postal Code:	N4W 3H3
Entity Type:	LIMITED PARTNERSHIP: CANADA

PROPERTY NUMBERS Total: 38		
Property Type	Number	Word Mark
Registration Number:	3152832	ALLURE
Registration Number:	3074891	BABY BOUCLE
Registration Number:	3116094	BABY COORDINATES
Registration Number:	3147844	BERNAT
Registration Number:	0765926	BERNAT
Registration Number:	3070323	CHA CHA
Registration Number:	3119239	DIVINE
Registration Number:	3092343	FRENZY
Registration Number:	3070324	GALAXY
Registration Number:	3070322	GRACE
Registration Number:	2163053	HANDICRAFTER
Registration Number:	0764725	HANDICRAFTER
Registration Number:	3167823	LILY

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Registration Number:	3011270	MERIT
Registration Number:	1846241	NICE 'N SOFT
Registration Number:	0843753	PHENTEX
Registration Number:	0843754	PHENTEX
Registration Number:	3033265	SATIN
Registration Number:	3074892	SOFT BOUCLE
Registration Number:	1685366	SPINDLECRAFT
Registration Number:	3264823	SUGAR 'N CREAM
Registration Number:	1806759	ULTRA-SOFT
Registration Number:	3515251	BERELLA 4
Registration Number:	1034354	BERELLA 4
Registration Number:	3114733	BLISS
Registration Number:	1102799	CARON
Registration Number:	1140835	CARON
Registration Number:	3088138	CARON CLASSICS
Registration Number:	3124127	CHARMING
Registration Number:	2977884	EMBELLISH-KNIT!
Registration Number:	1344714	HEIRLOOMS
Registration Number:	2028410	PEACHES & CREME
Registration Number:	1732105	PERFECT MATCH
Registration Number:	3121297	PIAZZ
Registration Number:	1591524	SIMPLY SOFT
Registration Number:	2313661	SIMPLY SOFT
Registration Number:	2591093	ULTIMATE SWEATER MACHINE
Registration Number:	993116	WONDER ART

CORRESPONDENCE DATA

Fax Number: 3125774565

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 312-577-8265

Email: kristin.brozovic@kattenlaw.com

Correspondent Name: Kristin Brozovic c/o Katten

Address Line 1: 525 West Monroe Street

Address Line 4: Chicago, ILLINOIS 60661

ATTORNEY DOCKET NUMBER:

207170-543

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

NAME OF SUBMITTER:	Kristin Brozovic
Signature:	/Kristin Brozovic/
Date:	10/29/2012

Total Attachments: 8

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TRADEMARK RELEASE AND REASSIGNMENT

THIS TRADEMARK RELEASE AND REASSIGNMENT is made as of October 26, 2012 by THE TORONTO-DOMINION BANK, as Agent for the Lenders ("**Bank**").

WITNESSETH:

WHEREAS, Bank and Spinrite Limited Partnership, a Manitoba limited partnership ("**Grantor**"), were parties to that certain Trademark Security Agreement dated as of November 16, 2007 (the "**2007 Agreement**") pursuant to which Grantor granted a security interest to Bank in certain trademarks and trademark licenses (the "**2007 Secured Trademarks**") as security for certain obligations owing by Grantor to Bank, including the 2007 Secured Trademarks set forth on Schedule I hereto; and

WHEREAS, Bank and Grantor, were parties to that certain Trademark Security Agreement dated as of December 2, 2011 (the "**2011 Agreement**") pursuant to which Grantor granted a security interest to Bank in certain trademarks and trademark licenses (the "**2011 Secured Trademarks**") as security for certain obligations owing by Grantor to Bank, including the 2011 Secured Trademarks set forth on Schedule II hereto (collectively with the 2007 Secured Trademarks, the "**Secured Trademarks**"); and

WHEREAS, the 2007 Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on November 23, 2007, at Reel 3690 Frame 0519 and the 2011 Agreement was recorded by the Trademark Division of the United States Patent and Trademark Office on December 2, 2011, at Reel 4671 Frame 0269; and

WHEREAS, Grantor has requested that Bank release its security interest in and lien on all of Grantor's right, title and interest in, to and under the Secured Trademarks and reassign the same to Grantor.

NOW THEREFORE, for good and valuable consideration, receipt and sufficiency of which are hereby acknowledged:

1. Bank hereby releases its security interest in and lien on all of Grantor's right, title and interest in, to and under the following Secured Trademarks:

- (a) all of its Trademarks and all IP Licenses providing for the grant by or to such Grantor of any right under any Trademark, including, without limitation, those referred to on Schedule I hereto;
- (b) all renewals and extensions of the foregoing;
- (c) all goodwill of the business connected with the use of, and symbolized by, each such Trademark; and

(d) all income, royalties, proceeds and Obligations (as defined in the Agreement) at any time due or payable or asserted under and with respect to any of the foregoing, including, without limitation, all rights to sue and recover at law or in equity for any past, present and future infringement, misappropriation, dilution, violation or other impairment thereof.

2. Bank hereby reassigns, grants and conveys to Grantor, without any representation, recourse or undertaking by Bank, all of Bank's right, title and interest in and to the Secured Trademarks.

[Signature Page Follows.]

IN WITNESS WHEREOF, Bank has caused this Trademark Release and Reassignment to be executed as of the day and year first above written.

THE TORONTO-DOMINION BANK, as
Agent


By: 
Name: Michael A. Freeman
Title: Vice President, Loan Syndications - Agency

By: _____
Name: _____
Title: _____

SCHEDULE I

REGISTERED TRADEMARKS

TRADEMARK APPLICATIONS

Country	TRADEMARK	Record Owner	Serial No	Filing Date	Reg. No.	Reg. Date
United States	ALLURE	Spinrite Limited Partnership	78478556	2004-09-03	3152832	2006-10-10
United States	BABY BOUCLE	Spinrite Limited Partnership	78478627	2004-09-03	3074891	2006-03-28
United States	BABY COORDINATES	Spinrite Limited Partnership	78478586	2004-09-03	3116094	2006-07-18
United States	BERNAT	Spinrite Limited Partnership	78599014	2005-03-31	3147844	2006-09-26
United States	BERNAT	Spinrite Limited Partnership	72161865	1963-02-01	0765926	1964-03-03
United States	CHA CHA	Spinrite Limited Partnership	78478570	2004-09-03	3070323	2006-03-21
United States	DIVINE	Spinrite Limited Partnership	78478582	2004-09-03	3119239	2006-07-25
United States	FRENZY	Spinrite Limited Partnership	78478651	2004-09-03	3092343	2006-05-16
United States	GALAXY	Spinrite Limited Partnership	78478642	2004-09-03	3070324	2006-03-21
United States	GRACE	Spinrite Limited Partnership	78478566	2004-09-03	3070322	2006-03-21
United States	HANDICRAFTER	Spinrite Limited Partnership	74689923	1995-06-16	2163053	1998-06-09
United States	HANDICRAFTER	Spinrite Limited Partnership	72162247	1963-02-07	0764725	1964-02-11
United States	LILY	Spinrite Limited Partnership	78660089	2005-06-28	3167823	2006-11-07
United States	MERIT	Spinrite Limited Partnership	78478549	2004-09-03	3011270	2005-11-01
United States	NICE 'N SOFT	Spinrite Limited Partnership	74129396	1991-01-10	1846241	1994-07-19
United States	PHENTEX	Spinrite Limited Partnership	72267689	1967-03-27	0843753	1968-02-06
United States	PHENTEX DESIGN 	Spinrite Limited Partnership	72267690	1967-03-27	0843754	1968-02-06
United	SATIN	Spinrite Limited Partnership	78478613	2004-09-03	3033265	2005-12-20

Country	TRADEMARK	Record Owner	Serial. No	Filing Date	Reg. No.	Reg. Date
States						
United States	SOFT BOUCLE	Spinrite Limited Partnership	78478632	2004-09-03	3074892	2006-03-28
United States	SPINDLECRAFT	Spinrite Limited Partnership	74103172	1990-10-04	1685366	1992-05-05
United States	SUGAR 'N CREAM	Spinrite Limited Partnership	78960604	2006-08-25	3264823	2007-07-17
United States	ULTRA-SOFT	Spinrite Limited Partnership	74106779	1990-10-17	1806759	1993-11-23


IP LICENSES


Nil.

SCHEDULE II

REGISTERED TRADEMARKS

TRADEMARK APPLICATIONS

Country	TRADEMARK	Record Owner	Serial No	Filing Date	Reg. No.	Reg. Date
United States	ALLURE	Spinrite Limited Partnership	78478556	2004-09-03	3152832	2006-10-10
United States	BABY BOUCLE	Spinrite Limited Partnership	78478627	2004-09-03	3074891	2006-03-28
United States	BABY COORDINATES	Spinrite Limited Partnership	78478586	2004-09-03	3116094	2006-07-18
United States	BERELLA 4	Spinrite Limited Partnership	77340991	2007-11-30	3515251	2008-10-14
United States	BERELLA 4 AND DESIGN 	Spinrite Limited Partnership	73052026	1975-05-12	1034354	1976-02-24
United States	BERNAT	Spinrite Limited Partnership	78599014	2005-03-31	3147844	2006-09-26
United States	BERNAT	Spinrite Limited Partnership	72161865	1963-02-01	0765926	1964-03-03
United States	BLISS	Spinrite Limited Partnership	76618143	2004-10-21	3114733	2006-07-11
United States	CARON	Spinrite Limited Partnership	73154248	1978-01-05	1102799	1978-09-19
United States	CARON	Spinrite Limited Partnership	73212666	1979-04-23	1140835	1980-10-28
United States	CARON CLASSICS	Spinrite Limited Partnership	76608501	2004-08-25	3088138	2006-05-02
United States	CHA CHA	Spinrite Limited Partnership	78478570	2004-09-03	3070323	2006-03-21
United States	CHARMING	Spinrite Limited Partnership	76618141	2004-10-21	3124127	2006-08-01
United States	DIVINE	Spinrite Limited Partnership	78478582	2004-09-03	3119239	2006-07-25
United States	EMBELLISH-KNIT!	Spinrite Limited Partnership	76562314	2003-11-28	2977884	2005-07-26
United States	FRENZY	Spinrite Limited Partnership	78478651	2004-09-03	3092343	2006-05-16
United States	GALAXY	Spinrite Limited Partnership	78478642	2004-09-03	3070324	2006-03-21

Country	TRADEMARK	Record Owner	Serial No	Filing Date	Reg. No.	Reg. Date
United States	GRACE	Spinrite Limited Partnership	78478566	2004-09-03	3070322	2006-03-21
United States	HANDICRAFTER	Spinrite Limited Partnership	74689923	1995-06-16	2163053	1998-06-09
United States	HANDICRAFTER	Spinrite Limited Partnership	72162247	1963-02-07	0764725	1964-02-11
United States	HEIRLOOMS	Spinrite Limited Partnership	73506034	1984-10-29	1344714	1985-06-25
United States	LILY	Spinrite Limited Partnership	78660089	2005-06-28	3167823	2006-11-07
United States	MERIT	Spinrite Limited Partnership	78478549	2004-09-03	3011270	2005-11-01
United States	NICE 'N SOFT	Spinrite Limited Partnership	74129396	1991-01-10	1846241	1994-07-19
United States	PEACHES & CREAMS	Spinrite Limited Partnership	74718253	1995-08-21	2028410	1997-01-07
United States	PERFECT MATCH	Spinrite Limited Partnership	74130183	1991-01-14	1732105	1992-11-10
United States	PHENTEX	Spinrite Limited Partnership	72267689	1967-03-27	0843753	1968-02-06
United States	PHENTEX DESIGN 	Spinrite Limited Partnership	72267690	1967-03-27	0843754	1968-02-06
United States	PIAZZ	Spinrite Limited Partnership	76618139	2004-10-21	3121297	2006-07-25
United States	SATIN	Spinrite Limited Partnership	78478613	2004-09-03	3033265	2005-12-20
United States	SIMPLY SOFT	Spinrite Limited Partnership	73788374	1998-03-22	1591524	1990-04-10
United States	SIMPLY SOFT	Spinrite Limited Partnership	75557407	1998-09-21	2313661	2000-02-01
United States	SOFT BOUCLE	Spinrite Limited Partnership	78478632	2004-09-03	3074892	2006-03-28
United States	SPINDLECRAFT	Spinrite Limited Partnership	74103172	1990-10-04	1685366	1992-05-05
United States	SUGAR 'N CREAM	Spinrite Limited Partnership	78960604	2006-08-25	3264823	2007-07-17
United States	ULTIMATE SWEATER MACHINE	Spinrite Limited Partnership	76208088	2001-02-12	2591093	2002-07-09
United States	ULTRA-SOFT	Spinrite Limited Partnership	74106779	1990-10-17	1806759	1993-11-23
United States	WONDER ART	Spinrite Limited Partnership	72434110	1972-08-29	993116	1974-09-10

IP LICENSES

Nil.