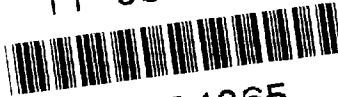


11-03-2000



101504865

10-23-00

REGISTRATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
Effective Date
Month Day Year _____
- Merger
- Change of Name
- Other _____

Conveying Party

Mark if additional names of conveying parties attached

Name COLOR YOUR WORLD INTERNATIONAL CORP.

Execution Date
Month Day Year
3/22/00

Formerly _____

74170232

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Canada

Receiving Party

Mark if additional names of receiving parties attached

Name ICI PAINTS (CANADA) INC.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2600 Steeles Avenue West

Address (line 2) Concord, Ontario L4K 3C8

Address (line 3) _____ Canada _____

- Individual General Partnership Limited Partnership Corporation Association
- Other _____
- Citizenship/State of Incorporation/Organization Canada

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment)

FOR OFFICE USE ONLY

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name Lanning G. Bryer

Address (line 1) Ladas and Parry

Address (line 2) 26 West 61st Street

Address (line 3) New York, New York 10023

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (212) 708-1870

Name Lanning G. Bryer

Address (line 1) Ladas and Parry

Address (line 2) 26 West 61st Street

Address (line 3) New York, New York 10023

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<u>74-120232</u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

Number of Properties

Enter the total number of properties involved.

1

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 40.00

Method of Payment:
Deposit Account

Enclosed Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

12-0425

Authorization to charge additional fees:

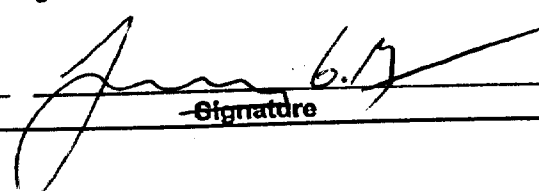
Yes No

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Lanning G. Bryer

Name of Person Signing



-Signature

10/18/00

Date Signed

UNITED STATES OF AMERICA

A S S I G N M E N T

WHEREAS, **COLOR YOUR WORLD INTERNATIONAL CORP.**, a corporation organized under the laws of Canada, located at 10 Carson Street, Toronto, Ontario M8W 3R5, Canada, acting by its Receiver in Bankruptcy, **KPMG INC.**, a corporation organized under the laws of Canada, with an office at 33rd Floor, Commerce Court West, Toronto, Ontario M5L 1B2, Canada, (hereinafter called the ASSIGNOR) has intended to use the mark in commerce and has filed a trademark application now assigned serial number **74-120232** filed **December 3, 1990** for **ENVIRONMENTAL CARE** indicating that intention, but has not yet filed a statement of use under Section 1(c) or 1(d) of the Trademark Act. Applicant is assigning the mark in the above identified application as part of the entire business or portion thereof to which the mark pertain, as required by § 15 U.S.C. 1060;

AND WHEREAS, **ICI PAINTS (CANADA) INC.**, a corporation organized and existing under the laws of Canada, located at 2600 Steeles Avenue ^{West} Concord, Ontario, L4K 3C8, Canada, (hereinafter called the ASSIGNEE) is desirous of acquiring the right, title and interest in and to the said trademark and the registration thereof;

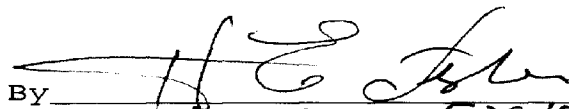
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark and the application for the registration of the trademark, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificate of Registration to the said ASSIGNEE.

This assignment shall be deemed to be effective as and from January 3, 1997.

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 22nd day of March, 2000.


COLOR YOUR WORLD INTERNATIONAL CORP.
Acting by its Receiver in Bankruptcy
KPMG INC.

By 
Name: HAROLD E. FISHER
Title: SENIOR VICE PRESIDENT

CANADIAN NOTARIAL CERTIFICATE

DOMINION OF CANADA |
 |
PROVINCE OF | SS:
 |
DISTRICT OF |

On this 22nd day of March, 2000, before me personally appeared HAROLD E. FISHER to me known, who, being by me duly sworn, did depose and say that he/she is ~~the~~ ^{Bwise} ~~A~~ SENIOR ~~SENIOR~~ VICE PRESIDENT KPMG INC., acting as Receiver in Bankruptcy for COLOR YOUR WORLD INTERNATIONAL CORP. the corporation described in the foregoing assignment.


A Notary Public in and for the
Province of Ontario
My Commission Expires No Expiry

2. You are also requested to record the above-mentioned assignment against Trademark Registration No. 1109039 for COLOR YOUR WORLD, No. 1912906 for BABYCARE COLORS and No. 1975603 for COLOR YOUR WORLD and, for this purpose, we enclose herewith the following documents:

a) Deed of Assignment executed by Harold E. Fisher on behalf of COLOR YOUR WORLD INTERNATIONAL CORP.

3. You are also requested to record the above-mentioned amalgamation against Trademark Application No. 74-120232 and Trademark Registration No. 1109039 for COLOR YOUR WORLD, No. 1912906 for BABYCARE COLORS and No. 1975603 for COLOR YOUR WORLD and, for this purpose, we enclose herewith the following documents:

a) Certified copy of the Certificate of Amalgamation

b) Appointment of Domestic Representative executed by G.L. Sheasgreen, Vice-President, General Counsel and Corporate Secretary of ICI CANADA INC.

4. Three separate checks (one for each of the above-mentioned recordals) have been attached in the respective amounts of \$40.00, \$90.00 and \$115.00. If any additional charges are incurred, please charge Deposit Account No. 12-0425. Please send us your receipt in acknowledgment of this payment.

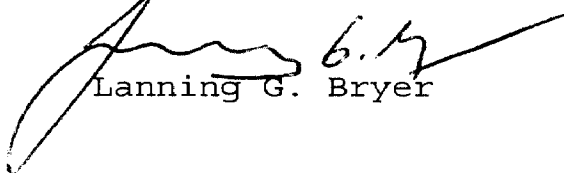
5. Please return to us the Deeds of Assignment and Certificate of Amalgamation after they have been stamped with recordal at the U.S. Patent and Trademark Office.

6. Please be sure to index the recordal of the assignment and subsequent amalgamation against Trademark Application No. 74-120232 and Trademark Registration No. 1109039 for COLOR YOUR WORLD, No. 1912906 for BABYCARE COLORS and No. 1975603 for COLOR YOUR WORLD.

October 18, 2000

7. We attach three separate U.S. Department of Commerce Patent and Trademark Office Recordation Form Cover Sheets (Form PTO-1618A) as required under Title 37 CFR.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lanning G. Bryer", with a large, sweeping flourish extending to the left.

Lanning G. Bryer

LGB:GNG:kao
Att.