

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
ABN AMRO BANK N.V., CANADA BRANCH		10/09/2008	Canadian Branch of a Netherlands Bank:
RECEIVING PARTY DATA			
Name:	THE TORONTO-DOMINION BANK		
Street Address:	P.O. Box 1, Toronto-Dominion Centre		
City:	Toronto		
State/Country:	CANADA		
Postal Code:	M5J 2S1		
Entity Type:	Bank: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2318817	UNDER CONTROL	
CORRESPONDENCE DATA			
Fax Number:	(416)865-7380		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	416.865.7500		
Email:	efan@torys.com		
Correspondent Name:	Torys LLP, Attention: Edward Fan		
Address Line 1:	P.O. Box 270, TD Centre		
Address Line 2:	3000-79 Wellington Street West		
Address Line 4:	Toronto, CANADA M5K 1N2		
ATTORNEY DOCKET NUMBER:	00782-2212		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			

OP \$40.00 2318817

900130819

**TRADEMARK
 REEL: 003963 FRAME: 0896**

Address Line 2:
Address Line 3:
Address Line 4:

NAME OF SUBMITTER:

Edward Fan

Signature:

/Edward Fan/

Date:

04/02/2009

Total Attachments: 3

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TO: The Toronto-Dominion Bank

ASSIGNMENT OF SECURITY INTEREST IN INTELLECTUAL PROPERTY

WHEREAS, Phantom Industries Inc. ("Phantom") entered into a general security agreement dated December 19, 2003 (the "GSA") given by Phantom in favour of LaSalle Business Credit, a division of ABN AMRO Bank N.V., Canada Branch ("ABN AMRO"). Pursuant to the GSA, Phantom granted ABN AMRO a security interest in, among other things, all of Phantom's intellectual property, including without limitation the trade-marks and trade-mark applications listed in Schedule "A" hereto (collectively, the "Intellectual Property") (the "IP Security Interest").

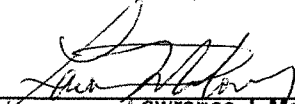
WHEREAS, ABN AMRO entered into an asset purchase agreement with The Toronto-Dominion Bank ("TD") dated October 3rd, 2008 (the "Purchase Agreement") by which ABN AMRO, among other things, agreed to assign its security interest and lien in certain property, including the Intellectual Property to TD;

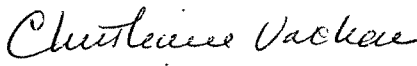
NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and in accordance with the terms of the Purchase Agreement, ABN AMRO assigns the IP Security Interest to TD.

Dated: October 9, 2008

ABN AMRO Bank N.V., Canada Branch

By:


Name: Lawrence J. Maloney
Title: Country Executive - Canada
I have the authority to bind the bank.


Christiane Vachon
i.v., Corporate Affairs

SCHEDULE A

Canadian

TRADE-MARK	REGISTRATION NO.	REGISTRATION DATE
FOR WOMAN OF SIZE	2681990	January 28, 2003
BODY CONCEPTS	2600358	July 30, 2002
A'S OKAY	2300361	December 14, 1999
PERFECTLY SUITED	2170458	June 30, 1998
SUIT YOURSELF	2139255	February 24, 1998
MATCHMAKERS	2115726	November 25, 1997
TUMMY THINNER	2115699	November 25, 1997
REAL BODIES. REAL SOLUTIONS	2115687	November 25, 1997
C CUP AND UP	2115686	November 25, 1997
SWIM TRENDS	2115685	November 25, 1997
SLENDER THIGHS	2115684	November 25, 1997
LENGTHWISE	1980252	June 11, 1996
HIP HIDER	2119295	December 9, 1997
BUST BUILDER	2123172	December 23, 1997
IT FIGURES	214729	April 7, 1998
SWIMWEAR CREATED BY WOMEN FOR	2126442	December 30, 1997
WE HAVE EVERY BODY FIGURED OUT	2168287	June 23, 1998
SILKS SENSUALS	TMA586,284	July 31, 2003
JUST BETWEEN US	TMA581,220	May 9, 2003
LOOSEN UP BY SILKS	TMA537,855	November 28, 2000
SILKS DURABLES	TMA537,851	November 28, 2000
ENERGIZERS	TMA514,299	August 11, 1999
ACTIVE WAY & Design	TMA498,436	August 7, 1998
SHAPE IT BY SILKS	TMA494,724	May 15, 1998
VELVET SILKS	TMA487,812	January 20, 1998
DIMINIONS BY SILKS	TMA486,619	December 9, 1997
UNDER CONTROL BY SILKS	TMA486,553	December 8, 1997
SILKS ENDURANCE	TMA483,961	October 10, 1997
SILKS INTIMATES	TMA483,925	October 10, 1997
SILKS	TMA473,768	March 26, 1997
WATERSILKS	TMA461,016	August 9, 1996
NATURAL TONES	TMA456,086	March 22, 1996
ULTRA SILKS BY/PAR PHANTOM	TMA400,363	July 24, 1992
PHANTOM SILKEN Design	TMA328,203	May 29, 1987
SEA NYMPH BY PHANTOM	TMA318,194	September 5, 1986
PHANTOM LEG-IN	TMA312,953	April 4, 1986
PHANTOM	UCA014650	September 9, 1940
PHANTOM	NFLD002663	August 21, 1945
SILKS SPA	TMA595,575	November 24, 2003

U.S.

TRADE-MARK	REGISTRATION NO.	REGISTRATION DATE
UNDER CONTROL	2,318,817	February 15, 2000