

08-08-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)

REC'D



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U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

3-6-03

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please Record the attached original documents or copy thereof.

1. Name of conveying party(ies): Westling Manufacturing Co. 1700 12th Street South Princeton, Minnesota 55371

- Individual Association General Partnership Limited Partnership Corporation-State - Minnesota Other

Additional name of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: October 1, 2002

2. Name and address of receiving party(ies)

Name: U.S. Bank National Association Internal Address: 800 Nicollet Mall, EP-MN-HO4B Street Address: City: Minneapolis State: MN Zip: 55402

- Individual(s) citizenship Association National Bank General Partnership Limited Partnership Corporation Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No N/A

(Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) SEE EXHIBIT A ATTACHED HERETO

B. Trademark Registration No.(s) SEE EXHIBIT A ATTACHED HERETO

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning this document should be mailed:

Name: Todd D. Lee, Esq. Internal Address: Briggs and Morgan, P.A. Street Address: 2400 IDS Center City: Minneapolis State: MN Zip: 55402

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 160

- Enclosed Authorized to be charged to deposit account (for deficiency only)

8. Deposit account number:

02-3732

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

Briggs and Morgan, P.A. By: Todd D. Lee, Esq.

Name of Person Signing

Signature

March 5, 2003

Date

Total number of pages including cover sheet, attachments, and documents: 2

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents & Trademarks, Box Assignments Washington, D.C. 20231

03/07/2003 6TOM11 00000042 2587470

FC: 8521 FC: 8522

40.00 DP

1507026v1 75.00 DP

001530000 03/07/2003 6TOM11 Name/Number: 2587470 \$5.00

TRADEMARK REEL: 002797 FRAME: 0327

EXHIBIT A
(Continuation of Item 4)

TRADEMARKS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
2587470	07/02/2002	USA	Performance Plus

TRADEMARK APPLICATIONS

<u>Application No.</u>	<u>Application Date</u>	<u>Country</u>	<u>Description</u>
78/151512	08/06/2002	USA	New Generation
78/154484	08/06/2002	USA	Second Generation
78/154587	08/06/3003	USA	Generation One

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

TO: United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Loan and Security Agreement dated as of October 1, 2002 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") from WESTLING MANUFACTURING CO., a Minnesota corporation (the "Debtor") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association (the "Lender"), the Debtor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Lender:

TRADEMARKS

<u>Registration No.</u>	<u>Registration Date</u>	<u>Country</u>	<u>Description</u>
2587470	07/02/2002	USA	Performance Plus

TRADEMARK APPLICATIONS

<u>Application No.</u>	<u>Application Date</u>	<u>Country</u>	<u>Description</u>
78/151512	08/06/2002	USA	New Generation
78/154484	08/06/2002	USA	Second Generation
78/154587	08/06/3003	USA	Generation One

The Debtor and the Lender hereby acknowledge and agree that the security interest in the foregoing trademark and trademark applications (a) may only be terminated in accordance with the terms of the Security Agreement and (b) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

WESTLING MANUFACTURING CO.
a Minnesota corporation

By *[Signature]*
Its President

Acknowledged and accepted:

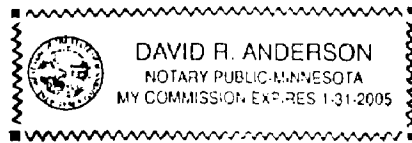
U.S. BANK NATIONAL ASSOCIATION,
a national banking association

By *[Signature]*
Its Vice President

STATE OF MINNESOTA)
 : ss.
COUNTY OF Millelacs)

The foregoing instrument was acknowledged before me this 14th day of FEBRUARY, 2003, by JOHN WESTLING, the PRESIDENT of WESTLING MANUFACTURING CO., a Minnesota corporation, on behalf of said corporation.

[Signature]
Notary Public



STATE OF MINNESOTA)
 : ss.
COUNTY OF HENNEPIN)

The foregoing instrument was acknowledged before me this 5th day of AUG., 2003, by KENNETH J. PEUKEN, the VICE PRESIDENT of U.S. BANK NATIONAL ASSOCIATION, a national banking association, on behalf of said association.

[Signature]
Notary Public

