

Form PTO-1594
(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

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

1. Name of conveying party(ies):

AMERICAN CAPITAL FINANCIAL SERVICES, INC

- Individual(s)
- General Partnership
- Corporation-State
- Other _____
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: PHILLIPS & TEMRO INDUSTRIES, INC.

Internal Address: _____

Street Address: 9700 West 74th Street

City: Eden Prairie State: MN Zip: 55344

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State North Dakota
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached. Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance.

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

Execution Date: 12/31/2004

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

A. Trademark Application No.(s) _____

B. Trademark Registration No (s) 1,321,505
2,392,455 and 2,015,342

Additional number(s) attached Yes No

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

Name: Thomas A. Kulik

Internal Address Patton Boggs LLP
Suite 3000

Street Address: 2001 Ross Avenue

City Dallas State: TX Zip: 75201

6. Total number of applications and registrations involved:

12

7. Total fee (37 CFR 3.41)..... \$ 315.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

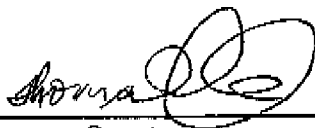
50-2816

DO NOT USE THIS SPACE

9. Signature.

Thomas A. Kulik

Name of Person Signing



Signature

March 14, 2005

Date

Total number of pages including cover sheet, attachments, and document: 5

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

CH \$315.00 502816 1321505

Schedule A

REGISTRATION NUMBERS:

1,238,016	1,218,145	2,361,707
2,060,577	2,155,082	2,361,419
670,862	819,039	2,105,341

**ASSIGNMENT OF RIGHTS AND RELEASE OF
SECURITY INTEREST IN TRADEMARKS**

RELEASE, dated December 31, 2004 granted by American Capital Financial Services, Inc. ("ACFS").

W I T N E S S E T H :

WHEREAS, ACFS and Phillips & Temro Industries Inc. ("Phillips"), a North Dakota corporation, have entered into a Trademark License and Security Agreement, dated as of November 8, 2002 (the "Agreement"), pursuant to which Phillips granted to ACFS a security interest and collateral assignment in all of the Trademarks and Licenses (as such terms are defined in the Agreement);

WHEREAS, the Agreement was recorded with the United States Patent and Trademark Office on December 16, 2002, Reel/Frame Number 2634/0586, with respect to the United States trademarks listed on Schedule A attached hereto and forming a part hereof;

WHEREAS, ACFS desires to release its lien on all of the Phillips trademarks in Schedule A that remain valid at this time;

NOW, THEREFORE, ACFS hereby releases its entire right and interest in the trademarks listed on Schedule A attached hereto and forming a part hereof, and hereby assigns all of its rights and any such interest to Phillips.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, ACFS has executed and delivered this Release as of the date first set forth above.

AMERICAN CAPITAL FINANCIAL SERVICES, INC.

By: [Signature]
Name: L. Thomas Gregory
Title: Senior Vice President

STATE OF Texas)

COUNTY OF Dallas)

On this 31st day of DECEMBER, 2004 before me appeared L. Thomas Gregory, personally known to me to be Senior Vice President of American Capital Financial Services, Inc. and executed the foregoing instrument on behalf of such corporation and acknowledged the same as the voluntary action and deed of said corporation.

Notary Public: [Signature]

My commission expires: 10/15/08



Schedule A

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1,321,505	1,238,016	1,218,145	2,361,707
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