

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Short-Form IP Security Agreement		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fox North-Italian LLC		12/05/2006	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	General Electric Capital Corporation		
Street Address:	8377 E. Harford Drive		
Internal Address:	Suite 200		
City:	Scottsdale		
State/Country:	ARIZONA		
Postal Code:	85255		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2885772	NORTH	
CORRESPONDENCE DATA			
Fax Number:	(402)346-1148		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	402-346-6000		
Email:	pamela.flint@kutakrock.com		
Correspondent Name:	Pamela Flint, Paralegal		
Address Line 1:	1650 Farnam Street		
Address Line 2:	Kutak Rock LLP		
Address Line 4:	Omaha, NEBRASKA 68102		
ATTORNEY DOCKET NUMBER:	GE-FOX NORTH		
NAME OF SUBMITTER:	Pamela S. Flint, Paralegal		
Signature:	/Pamela S. Flint/		

OP \$40.00 2885772

TRADEMARK

Date:

12/07/2006

Total Attachments: 4

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SHORT-FORM IP SECURITY AGREEMENT

THIS SHORT-FORM IP SECURITY AGREEMENT (this "Short Form Agreement") is made and entered into as of December 5, 2006 by FOX NORTH-ITALIAN LLC, a Delaware limited liability company ("Guarantor"), and GENERAL ELECTRIC CAPITAL CORPORATION, a Delaware corporation ("Lender").

PRELIMINARY STATEMENTS:

Affiliates of Guarantor and Lender have entered into (i) that certain Loan and Security Agreement dated as of the date of this Short Form Agreement and (ii) three separate Development Line of Credit Loan and Security Agreements dated as of the date of this Short Form Agreement (collectively, the "Loan Agreements"). Initially capitalized terms not otherwise defined in this Short Form Agreement have the meanings set forth in the Loan Agreements.

Guarantor and Lender are entering into this Short Form Agreement to evidence the grant of the security interests in Guarantor's Intellectual Property to Lender and certain other rights with respect to Guarantor's Intellectual Property, subject to the terms, provisions and conditions of the Loan Documents.

AGREEMENT:

1. Security Interest. Subject to the terms and conditions of the Loan Documents, as collateral security for the prompt and complete payment and performance of the Guaranteed Obligations (as defined in the Guaranties), Guarantor hereby grants to Lender, for the benefit of Lender, a security interest in and Lien upon all of Guarantor's Intellectual Property, whether now owned or hereafter acquired, or in which it now has or at any time in the future may acquire any right, title, or interest, including all Intellectual Property in which it now has or at any time in the future may acquire any right, title or interest, including, without limitation, the trademarks listed on the attached Exhibit A.

2. Grant of License. Subject to the terms and conditions of the Loan Documents, Guarantor hereby grants to Lender an irrevocable, non-exclusive license (exercisable upon the occurrence and during the continuance of an Event of Default without payment of royalty or other compensation to Guarantor) to use, transfer, license or sublicense any Intellectual Property now owned, licensed to, or hereafter acquired by Guarantor, including, without limitation, the trademarks listed on the attached Exhibit A, and wherever the same may be located, and including in such license access to all media in which any of the licensed items may be recorded or stored and to all computer software and programs used for the compilation or printout thereof, and represents, promises and agrees that any such license or sublicense is not and will not be in conflict with the contractual or commercial rights of any third Person; provided that such license will terminate on the December 1, 2013.

3. Incorporation by Reference; Filing Purposes Only. All of the terms and provisions of the Security Agreements are incorporated by reference into this Short Form Agreement. This Short Form Agreement is intended to be filed with the United States Patent and Trademark Office only, and does not modify, supersede, diminish, add to or change all or any of the terms of the Security Agreements in any respect.

4. Counterparts. This Short Form Agreement may be executed in one or more counterparts, each of which shall be deemed an original.

EXECUTED as of the date written on the first page of this Short Form Agreement.

FOX NORTH-ITALIAN LLC, a Delaware limited liability company

By 

Samuel W. Fox
Manager

GENERAL ELECTRIC CAPITAL CORPORATION,
a Delaware corporation

By: _____
Printed Name: _____
Its Authorized Signatory

EXECUTED as of the date written on the first page of this Short Form Agreement.

FOX NORTH-ITALIAN LLC, a Delaware limited liability company

By _____
Samuel W. Fox
Manager

GENERAL ELECTRIC CAPITAL CORPORATION,
a Delaware corporation

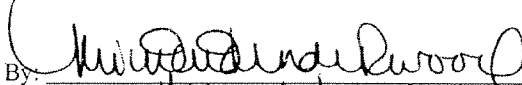
By: 
Printed Name: Michelle Underwood
Its Authorized Signatory

EXHIBIT A

TRADEMARK REGISTRATIONS

Trademark	Trademark Owner Name	Serial No.	Filing Date	Registration Number	Registration Date	Intl Class/Description
North	FRC North-Italian LLC	76-502041	3/20/03	2,885,772	9/21/04	43

4836-9069-6961.1