

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Arctic Fox, LLC		03/30/2007	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Spell Capital Partners Mezzanine Fund, LP		
<b>Street Address:</b>	222 South Ninth Street		
<b>Internal Address:</b>	Suite 2880		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	LIMITED PARTNERSHIP: MINNESOTA		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1859545	ARCTIC FOX	
Registration Number:	1804126	ARCTIC FOX	
Registration Number:	1711169	COOLANT DAM	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(612)371-3207		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	tmg@lindquist.com		
<b>Correspondent Name:</b>	Garrett Weber		
<b>Address Line 1:</b>	4200 IDS Center		
<b>Address Line 4:</b>	Minneapolis, MINNESOTA 55402		
<b>ATTORNEY DOCKET NUMBER:</b>	515293.0001		
<b>NAME OF SUBMITTER:</b>	Garrett Weber		

CH \$90.00 1859545

Signature:

/Garrett Weber/

Date:

04/03/2007

Total Attachments: 2

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**NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS**

United States Trademark Office:

Please be advised that pursuant to a Security Agreement dated as of March 30, 2007 (the "Security Agreement") by ARCTIC FOX, LLC, a Delaware limited liability company, having a place of business at 570 South Seventh Street, Delano, Minnesota 55328 ("Grantor") for the benefit of SPELL CAPITAL PARTNERS MEZZANINE FUND, LP, a Minnesota limited partnership having a place of business at 222 South Ninth Street, Suite 2880, Minneapolis, Minnesota 55402 ("Secured Party"), Grantor has granted to Secured Party a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described below together with the goodwill of the business with which such trademarks and trademark applications are associated:

TRADEMARKS

See Part I of Exhibit A attached hereto and incorporated herein by reference.

TRADEMARK APPLICATIONS

See Part II of Exhibit A attached hereto and incorporated herein by reference.

Secured Party's security interest in the described trademark and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

Dated: March 30, 2007

Very truly yours,

ARCTIC FOX, LLC

By: [Signature]  
Name: James Ridders  
Its: Secretary

Subscribed and sworn to before me  
this 30 day of March, 2007.

[Signature]  
Notary Public



**EXHIBIT A**

**TRADEMARKS AND TRADEMARKS APPLICATIONS**

**PART I. TRADEMARKS**

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Mark	Registration No.	Registration Date
Arctic Fox	1859545	October 25, 1994
Arctic Fox	1804126	November 16, 1993
COOLANT DAM	1711169	September 2, 1992

**PART II. TRADEMARK APPLICATIONS**

None.