

Form **PTO-1594** (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2001) Tab settings =>=>=>

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): Fleet Capital Corporation

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

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

2. Name and address of receiving party(ies)

Name: Warn Industries, Inc.
Internal
Address: 13270 S.E. Pheasant Court
City: Milwaukee State: Oregon Zip: 97222

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State Oregon
 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 Merger
 Security Agreement Change of Name
 Other Release of Security Interest

Execution Date: October 1, 2003

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

A. Trademark Application No.(s)

Additional number(s) attached Yes No

B. Trademark Registration No.(s)
See Attached Exhibit A

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

Name: Tamara Reznik
Address: 1201 Third Avenue
40th Floor
City: Seattle State: WA Zip: 98101


6. Total number of applications and registrations involved

7. Total fee (37 CFR 3.41) \$365.00
 Enclosed
 Authorized to be charged to deposit amount

8. Deposit account number: 502278
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Tamara C. Reznik  11/10/03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and documents: **4**

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

CH \$365.00 502278 0665043

Exhibit A

Mark	Registration Number	Registration Date
WARN	0665043	July 29, 1958
TRANS4MER	1972303	May 7, 1996
W WARN & Design	1745702	January 12, 1993
WARN	1043962	July 20, 1976
POWERBAR	1927437	October 17, 1995
WARN & Design	1548876	July 25, 1989
WARN	1043451	July 13, 1976
RUGGED TRAIL (Stylized)	1577652	January 16, 1990
NITRO CELL	1468969	December 15, 1987
W WARN & Design	1059143	February 15, 1977
HAMMER HEAD	1828218	March 29, 1994
WARN & Design	2264294	July 27, 1999
WARN INDUSTRIAL	1929385	October 24, 1995

This ACKNOWLEDGEMENT reflects the information on file with the Washington State Department of Licensing.

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
Debra L. Bergstrom(503.727.2016)

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Unisearch, Inc.
Amber Clements

Date of Filing : Oct 1, 2003
 Time of Filing : 03:04 AM
 File Number : 2003-280-3837-6

A Continuation Statement may be filed within
 six months of the Lapse Date of : Feb 11, 2005

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE # 2000-042-0017

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law

4. ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes.

Also check one of the following three boxes and provide information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a and 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable)

6. AMENDMENT (COLLATERAL CHANGE): check only one box.

Describe collateral deleted or added, or give entire restated collateral description, or describe collateral assigned.

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

6a. ORGANIZATION'S NAME FLEET CAPITAL CORPORATION, as Administrative Agent				
OR	6b. INDIVIDUAL'S NAME	FIRST NAME	MIDDLE NAME	SUFFIX

10. OPTIONAL FILER REFERENCE DATA
Washington Secretary of State

Attachment 1 of 1 to Filing Number: 2003-280-3837-3



UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER (optional)
Debra L. Bergstrom (803.727.2018)

B. SEND ACKNOWLEDGEMENT TO: (Name and Address)

Please send acknowledgements to:
**Amber Clements
 Unisearch, Inc.
 (360) 956-9500**

1035358

100103 0.00

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY.

1a. INITIAL FINANCING STATEMENT FILE #
20000420017

1b. This FINANCING STATEMENT AMENDMENT is to be filed (for record) (or recorded) in the REAL ESTATE RECORDS.

2. TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.

3. CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.

4. ASSIGNMENT: (Full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.

5. AMENDMENT (PARTY INFORMATION): This Amendment affects Debtor or Secured Party of record. Check only one of these two boxes. Also check one of the following three boxes and provide appropriate information in items 6 and/or 7.

CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. DELETE name: Give record name to be deleted in item 6a or 6b. ADD name: Complete item 7a or 7b and also item 7c; also complete items 7d-7g (if applicable).

6. CURRENT RECORD INFORMATION:

6a. ORGANIZATION'S NAME
WARN INDUSTRIES, INC.

OR

6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7. CHANGED (NEW) OR ADDED INFORMATION:

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
13270 SE Pheasant Court Milwaukee OR 97222 USA

7d. TAX ID# (SSN OR EIN) ADDL INFO RE ORGANIZATION DEBTOR 7e. TYPE OF ORGANIZATION 7f. JURISDICTION OF ORGANIZATION 7g. ORGANIZATIONAL ID #, if any

8. AMENDMENT (COLLATERAL CHANGE): check only one box. Describe collateral deleted or added, or give entire related collateral description, or describe collateral assigned. NONE

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here and enter name of DEBTOR authorizing this Amendment.

9a. ORGANIZATION'S NAME
FLEET CAPITAL CORPORATION, as Administrative Agent

OR

9b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX

10. OPTIONAL FILER REFERENCE DATA
Washington Secretary of State

FILING OFFICE COPY — NATIONAL UCC FINANCING STATEMENT AMENDMENT (FORM UCC9) (REV. 07/29/99)

[PA032730012]

10/1/03