

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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

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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

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.