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08-02-2000

Form PTO-1594 1-31-92		ET	U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office
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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

<p>1. Name of conveying party(ies): <b>Thermat Acquisition Corp.</b></p> <p><input type="checkbox"/> Individuals                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership -        <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation - State: Delaware  <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: <u>Deutsche Bank AG</u></p> <p>Internal Address: <u>New York Branch</u></p> <p>Street Address: <u>31 West 52<sup>nd</sup> Street</u></p> <p>City: <u>New York</u> State: <u>New York</u> ZIP: <u>10019</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation- _____  <input checked="" type="checkbox"/> Other - <u>Collateral Agent</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  (Designations must be a separate document from Assignment)  Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
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<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                      <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Interest              <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other - _____</p> <p>Execution Date: <u>May 25, 2000</u></p>	<p>Trademark Registration No.(s)\</p>
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<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p><b>75/487,625</b></p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	
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<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Brian Jaenicke, Legal Assistant</u></p> <p>Internal Address: <u>White &amp; Case LLP</u></p> <p>Street Address: <u>1155 Avenue of the Americas</u></p> <p>City: <u>New York</u> State: <u>NY</u> ZIP: <u>10036</u></p>	<p>6. Total number of applications and registration involved</p> <p style="text-align: right; border: 1px solid black; padding: 2px;">1</p>
	<p>7. Total fee (37 CFR 3.41): ..... \$ <u>40.00</u></p> <p><input checked="" type="checkbox"/> Enclosed  <input checked="" type="checkbox"/> Authorized to be charged to deposit account, in case of deficiency</p>
	<p>8. Deposit account number:</p> <p><u>23-1705 (in case of deficiency)</u></p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

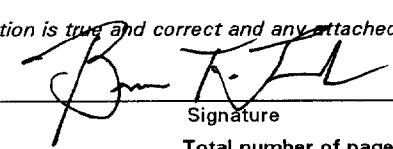
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9. Statement and signature.  
*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.*

Brian T. Jaenicke                                            7/7/00  
Name of Person Signing                      Signature                      Date

Total number of pages comprising cover sheet: 1

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

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Washington, D.C. 20231**

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

FORM OF ASSIGNMENT OF SECURITY INTEREST IN UNITED STATES  
TRADEMARKS

FOR GOOD AND VALUABLE CONSIDERATION, the sufficiency and receipt of which are hereby acknowledged, THERMAT ACQUISITION CORP., a Delaware corporation (the "Assignor") with an address at Two Carlson Center, Plymouth, Minnesota 55447, hereby assigns and grants to DEUTSCHE BANK AG, NEW YORK BRANCH, as Collateral Agent, with principal offices at 31 West 52nd Street, New York, New York 10019 (the "Assignee"), a security interest in (i) all of Assignor's right, title and interest in and to Assignor's trademarks, trademark registrations, and trademark applications more particularly set forth on Schedule A attached hereto (the "Marks"), and all renewals thereof, together with (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) of the Marks, (iii) the goodwill of the business(es) with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

This ASSIGNMENT OF SECURITY INTEREST is made to secure the satisfactory performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement among the Assignor, the other assignors from time to time party thereto and the Assignee, dated as of March 30, 1999 (as amended from time to time, the "Security Agreement") and shall be effective as of the date of the Security Agreement. Upon the termination of the Security Agreement pursuant to Section 10.9(a) of the Security Agreement, the Assignee shall, upon satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks acquired under this Assignment of Security Interest.

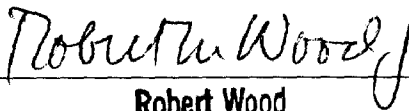
This Assignment of Security Interest has been granted in conjunction with the security interest granted to Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

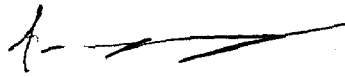
IN WITNESS WHEREOF, the undersigned have executed this Assignment of Security Interest as of the 25<sup>th</sup> day of May, 2000.

THERMAT ACQUISITION CORP.,  
as Assignor

By 

DEUTSCHE BANK AG, NEW YORK  
BRANCH,  
as Collateral Agent and Assignee

By   
Robert Wood  
Director

  
Ira Lubinsky  
VP

STATE OF MINN )  
 ) ss.:

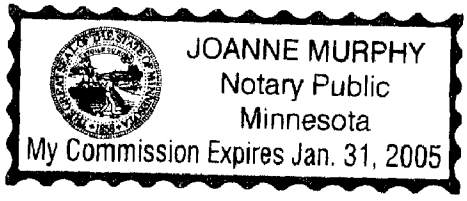
COUNTY OF Hennepin )

On this 4 day of May, 2000, before me personally came RICHARD EFFRESS

who, being by me duly sworn, did state as follows: that [s]he is CEO of

TAERMAT, that [s]he is authorized to execute the foregoing Assignment on behalf of said corporation and that [s]he did so by authority of the Board of Directors of said corporation.

Joanne Murphy  
Notary Public



STATE OF NEW YORK )

) ss.:

COUNTY OF NEW YORK )

On this 25<sup>TH</sup> day of May, 2000, before me personally came Robert

WOOD who, being by me duly sworn, did state as follows: that [s]he is

DIRECTOR of Deutsche Bank AG, New York Branch, that [s]he is authorized to

execute the foregoing Assignment on behalf of said corporation and that [s]he did so by authority

of the Board of Directors of said corporation.

Jojean Travis  
Notary Public

JOJEAN TRAVIS  
Notary Public, State of New York  
No. 01TR5013241  
Qualified in New York County  
Commission Expires July 15, 2001

TRADEMARKS

Trademark

Appln Number

Filing Date

"THERMAT"

75/487,625

May 19, 1998