

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Notice of Grant of Security Interest in Trademarks	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Norcold, Inc.		05/26/2004	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Bank of America, N.A., as Administrative Agent		
Street Address:	101 N. Tryon Street		
Internal Address:	15th Floor		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28255		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3586925	POLARMAXRF	
Registration Number:	3549569	ULTRALINE	
Serial Number:	77018410	POLAR ULTRA	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8328		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	9192868041		
Email:	pto_tmconfirmation@mvalaw.com		
Correspondent Name:	Moore & Van Allen PLLC		
Address Line 1:	430 Davis Drive		
Address Line 2:	Suite 500		
Address Line 4:	Morrisville, NORTH CAROLINA 27560		
ATTORNEY DOCKET NUMBER:	017625-002644 JES		
NAME OF SUBMITTER:	John E. Slaughter		

OP \$90.00 3586925

Signature:	/John E. Slaughter/
Date:	08/17/2009
Total Attachments: 4 source=NGSI-T Norcold to BOA#page1.tif source=NGSI-T Norcold to BOA#page2.tif source=NGSI-T Norcold to BOA#page3.tif source=NGSI-T Norcold to BOA#page4.tif	

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of May 26, 2004 (the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto.	

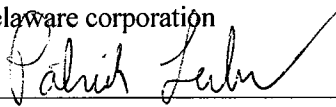
TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

NORCOLD, INC.,
a Delaware corporation

By: 
Name: Patrick Leibovich
Title: Vice President

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

NORCOLD, INC.,
a Delaware corporation

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:  _____
Name: Randy S. Pino
Title: Officer

Schedule 1

**Norcold, Inc.
(Delaware Corporation)**

U.S. Trademarks

Registered Mark

Mark	Registration No.	Registration Date
POLARMAXRF	3586925	03/10/09
ULTRALINE	3549569	12/23/08

Pending Application

Mark	Application No.	Filing Date
POLAR ULTRA	77018410	10/11/06