

08-21-1998

FORM PTO 1594
(Rev. 6-93)

08-03-1998

DEPARTMENT OF COMMERCE
Patent and Trademark Office

OMB No. 0651-0011 (exp. 12-31-98)
Tab settings

100797568

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 PACIFIC CYCLE, LLC
 8.3.98
 Individual(s)
 General Partnership
 Corporation-State
 Other _____
 Association
 Limited Partnership
 Limited Liability Corporation-State
 Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Associated Bank South Central
 Internal Address: Barbara McCarty Conley,
Executive Vice President
 Street Address: 1720 Monroe Street
 City: Green Bay State: WI Zip: 53701-2016
 Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other Bank
 If assignee is not domiciled in the United States, a domestic representative designation is attached Yes No
 (Designations must be a separate document from a signature)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____
 Execution Date: May 27, 1998

4. Application number(s) or patent number(s):
 A. Trademark Application No. (s)
 B. Trademark Registration No. (s)
 See Exhibit A attached hereto.
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c.
 Internal Address: Anthony C. Marino, Esq.
 Street Address: 1000 North Water Street
Suite 2100
 City: Milwaukee State: WI Zip: 53202

6. Total number of applications and registrations involved: 15
 7. Total fee (37 CFR 3.41)..... \$90.00
 Enclosed
 Authorized to be charged to deposit account
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.
 8. Deposit account number:
18-0882
 (Attach duplicate copy of this page if paying by deposit account)

08/20/1998 DNGUYEN 00000097 1613712
 01 FC:481 40.00 OP
 02 FC:482 50.00 OP

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.
Beth A. Topolovec [Signature] July 30, 1998
 Name of Person Signing Signature Date
 Total number of pages including cover sheet, attachments, and document: 3

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

TRADEMARK
 REEL: 1771 FRAME: 0419

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is by and between PACIFIC CYCLE, LLC, a Delaware limited liability company (the "Company"), and ASSOCIATED BANK SOUTH CENTRAL (the "Bank").

The parties acknowledge the following:

A. The Company has executed a Security Agreement (the "Security Agreement") dated as of May 27, 1998, in favor of the Bank.

B. The Company has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or applied for with the United States Patent and Trademark Office.

C. Pursuant to the Security Agreement, the Company has granted to the Bank, a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

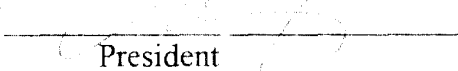
Dated as of May 27, 1998.

Address:

4311 Triangle Street
McFarland, WI 53558

PACIFIC CYCLE, LLC

BY DIVERSIFIED INVESTMENTS
CORPORATION, Member

BY _____
President

Address:

1720 ~~East~~ Monroe Street
Madison, WI 53711

ASSOCIATED BANK SOUTH CENTRAL

BY _____
Its 

EXHIBIT A

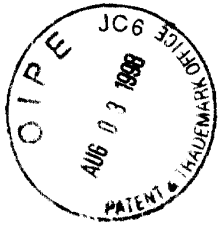
U.S. TRADEMARKS

<u>TRADEMARK NAME</u>	<u>REGISTRATION NUMBER</u>	<u>REGISTRATION DATE</u>
Pacific	1,613,712	September 18, 1990
Double Boomerang PC Design	application no. 75/290589	Filed May 12, 1997
Pacific Cycle	1,919,567	September 19, 1995

REINHART BOERNER VAN DEUREN
NORRIS & RIESELBACH, S.C.

ATTORNEYS AT LAW

July 30, 1998



TM
D

Direct Dial:
414-298-8508

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED

Honorable Commissioner of Patents
and Trademarks
Washington, DC 20231

U.S. Patent & TMO/TM Mail Rpt Dt. #33



08-03-1998

Dear Sir or Madam:

Re: Pacific Cycle, LLC

I enclose for filing an original Notice of Security Interest in Trademarks
pertaining to the following U.S. trademarks:

<u>Trademark Name</u>	<u>Registration Number</u>	<u>Issue Date</u>
Pacific	1,613,712	September 18, 1990
Double Boomerang PC Design	Application No. 75/290589	May 12, 1997
Pacific Cycle	1,919,567	September 19, 1995

A check in the amount of \$90 is enclosed to cover the cost of the filing fees.
If, for any reason, the amount of the check is not sufficient to cover the filing fees,
please draw from our Account No. 18-0882.

Upon receipt of this letter, please file stamp the enclosed self-addressed
stamped postcard and return it to me.

Thank you for your assistance in this matter.

Yours very truly,

Beth A. Topolovec
Secretary to Anthony C. Marino, Esq.

MW136708BT:BT

Encs.

1000 North Water Street P.O. Box 92900 Milwaukee, Wisconsin 53202-0900 Telephone (414) 293-1000 Facsimile (414) 298-8097

Denver, CO
(303) 831-0909

Madison, WI
(608) 224-7200

Milwaukee, WI
(800) 553-6215

Washington, D.C.
(202) 393-3639

TRADEMARK

RECORDED: 08/03/1998

REEL: 1771 FRAME: 0422