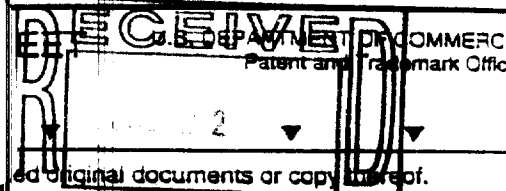


RECC
07-27-1999
7-22-99



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To the Honorable Commissioner of Patent

ed original documents or copy thereof.

1. Name of conveying party(ies):

Yeti Cycle, Inc.
194 Bodo Drive
Durango, CO 81301

- Individual(s)
- General Partnership
- Corporation-State California
- Other
- Association
- Limited Partnership

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

2. Name and address of receiving party(ies)

Name: Schwinn Cycling & Fitness, Inc.

Internal Address: _____

Street Address: 1690 38th Street

City: Boulder State: CO ZIP: 80301

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

Execution Date: November 7, 1996

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

A. Trademark Application No.(s)

75/067,334 & 75/427,489

B. Trademark Registration No.(s)

Additional numbers attached? Yes No

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

Name: Scott S. Havlick

Internal Address: _____

Street Address: Holland & Hart, LLP

1050 Walnut Street, Suite 500

City: Boulder State: CO ZIP: 80302

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

082623

(Attach duplicate copy of this page if paying by deposit account)

07/26/1999 DNGUYEN 00000362 75067334

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02 FF:482 25.00 OP

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.

Scott S. Havlick

Name of Person Signing

Signature

July 22, 1999

Date

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

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

Commissioner of Patents & Trademarks, Box Assignments TRADEMARK

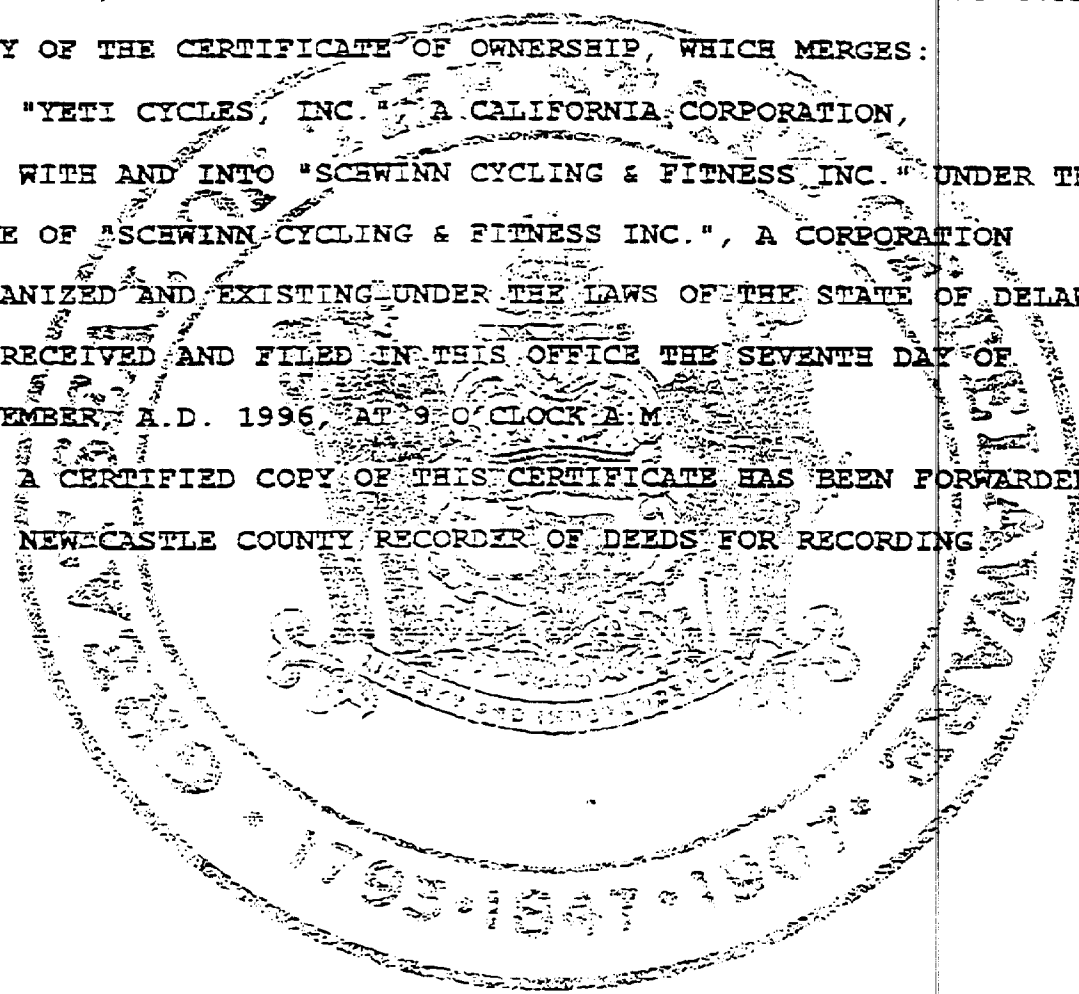
Washington, D.C. 20231

REEL: 001934 FRAME: 0011

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"YETI CYCLES, INC." A CALIFORNIA CORPORATION, WITH AND INTO "SCHEWINN CYCLING & FITNESS INC." UNDER THE NAME OF "SCHEWINN CYCLING & FITNESS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF NOVEMBER, A.D. 1996, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEWCASTLE COUNTY RECORDER OF DEEDS FOR RECORDING



Edward J. Freel

Edward J. Freel, Secretary of State

2341209 8100M

960326828

AUTHENTICATION: 8184780

DATE: 11-06-96

CERTIFICATE OF OWNERSHIP
OF
YETI CYCLES, INC.
INTO
SCHWINN CYCLING & FITNESS INC.

ENDORSED
FILED
in the office of the Secretary of State
of the State of California

NOV - 7 1996

Bill Jones
BILL JONES, Secretary of State

Pursuant to the provisions of the General Corporation Law of the State of California, the undersigned officers of the foreign parent corporation hereinafter named do hereby certify as follows:

1. The name of the parent corporation, which is a business corporation of the State of Delaware, and which is to be the surviving corporation under the merger herein certified, is Schwinn Cycling & Fitness Inc.
2. The name of the subsidiary corporation, which is a business corporation of the State of California, and which is to be the disappearing corporation under the merger herein certified, is Yeti Cycles, Inc.
3. Schwinn Cycling & Fitness Inc. owns 100% of the outstanding shares of Yeti Cycles, Inc.
4. The following is a copy of the resolution to merge Yeti Cycles, Inc. into Schwinn Cycling & Fitness Inc. as adopted and approved by the Board of Directors of Schwinn Cycling & Fitness Inc. and Yeti Cycles, Inc.

RESOLVED, that Schwinn Cycling & Fitness Inc., which is a business corporation of the State of Delaware and is the owner of all of the outstanding shares of Yeti Cycles, Inc., which is a business corporation of the State of California, does hereby merge Yeti Cycles, Inc. into Schwinn Cycling & Fitness Inc. pursuant to the provisions of the General Corporation Law of the State of California and pursuant to the provisions of the General Corporation Law of the State of Delaware and does hereby assume all of the liabilities of Yeti Cycles, Inc.;

FURTHER RESOLVED, Yeti Cycles, Inc. shall be the disappearing corporation upon the effective date of the merger herein provided for pursuant to the provisions of the General Corporation Law of the State of California, and Schwinn Cycling & Fitness Inc. shall continue its existence as the surviving corporation pursuant to the provisions of the General Corporation Law of the State of Delaware.

FURTHER RESOLVED, the issued shares of Yeti Cycles, Inc. shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as Schwinn Cycling & Fitness Inc. is the owner of all

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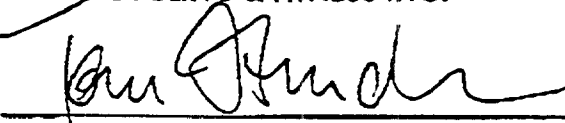
outstanding shares of Yeti Cycles, Inc., but each said share which is issued as of the complete effective date of the merger shall be surrendered and extinguished.

FURTHER RESOLVED, the Board of Directors and the proper officers of Schwinn Cycling & Fitness Inc. are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of the merger herein provided for.


On the date set forth below in the City of Boulder in the State of Colorado, each of the undersigned does hereby declare under the penalty of perjury under the laws of the State of California that he/she signed the foregoing certificate in the official capacity set forth beneath his signature, and that the statements set forth in said certificate are true of his/her own knowledge.

Signed on October 14 .. 1996

SCHWINN CYCLING & FITNESS INC.

By: 

President, Tom Stendahl

By: 

Secretary, Ira A. Freedman

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