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05-01-2000

U.S. Patent & TMO/TM Mail Rcpt Dt. #64

RECORDATION FORM FOR TRADEMARKS



101355585

Trademark Office NOMO216595 hereof.

1. Name of conveying party(ies):

Norton Motors International Inc.

- Individuals, Association, General Partnership, Limited Partnership, Corporation-State of Minnesota, Other

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

2. Name and address of receiving party(ies):

Name: Norton Motorcycles, Inc. Agent's Address: 1675 Broadway

City: Denver State: CO ZIP: 80202

- Individual(s) citizenship, Association State of, General Partnership State of, Limited Partnership State of, Corporation-State State of Colorado, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designation must be a separate document from Assignment) Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution date: March 1, 2000 (effective nunc pro tunc April 16, 1999)

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

A. Trademark Application Nos. 74/493,245 and 75/463,824

B. Trademark Registration No(s). 2,084,188

Additional numbers attached? Yes No

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

KiSong Kim Lang-Caditz Esq. CHRISTENSEN O'CONNOR JOHNSON & KINDNESS PLLC 1420 Fifth Avenue Suite 2800 Seattle, WA 98101-2347 206.695.1715

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41): \$ 90.00 Check No. 115831 in the amount of \$90.00 is enclosed.

8. The Commissioner is authorized to charge any fees that may be required or credit any overpayment to Deposit Account Number 03-1740.

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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.

KiSong Kim Lang-Caditz Name of Attorney or Agent Direct Dial 206.695.1715

Signature

Date

Total number of pages including cover sheet, attachments and document: 2

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

I hereby certify that this correspondence is being deposited with the U.S. Postal Service in a sealed envelope as first class mail with postage thereon fully prepaid addressed to: Commissioner of Patents and Trademarks, Washington, D.C. 20231. on 4-27-00

Date: April 27, 2000

Jeffrey Harbert

**ASSIGNMENT OF TRADEMARKS AND PENDING APPLICATIONS
AND REGISTERED TRADEMARK**

WHEREAS, Norton Motors International Inc., a Minnesota corporation, having a place of business at 7667 Equitable Drive, Eden Prairie, Minnesota 55344 (hereinafter the "Assignor"), has intended to use the trademark NORTON in commerce and filed an application on February 22, 1994, now assigned U.S. Application Serial No. 74/493,245, indicating that intention, but has not yet filed an allegation of use under §§ 1(c) or 1(d) of The Trademark Act. Assignor has also intended to use the trademark NORTON and Design in commerce and filed an application on April 7, 1998, now assigned U.S. Application Serial No. 75/463,824, indicating that intention, but has not yet filed an allegation of use under §§ 1(c) or 1(d) of The Trademark Act.

WHEREAS, Assignor is assigning the marks and the above-identified applications as part of the entire business or portion thereof to which the marks pertain as required by 15 U.S.C. § 1060;

WHEREAS, Assignor has adopted and is using the trademark NORTON and Design which has been registered in the United States Patent and Trademark Office, Registration No. 2,084,188 dated July 29, 1997;

WHEREAS, Norton Motorcycles, Inc., a Colorado corporation, having an agent at 1675 Broadway, Denver, Colorado 80202 (hereinafter the "Assignee"), the successor of the ongoing and existing business or portion thereof of Assignor to which the marks pertain, is desirous of acquiring said marks, the pending intent-to-use applications and registration therefor;

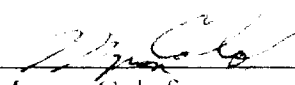
NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said Assignor does hereby assign to said Assignee all right, title and interest in and to the marks the pending intent-to-use applications and registration therefor, and the goodwill of the business symbolized thereby.

The Commissioner of Patents and Trademarks is requested to issue the Certificates of Registration to Assignee.

This Assignment is made effective *nunc pro tunc* April 16, 1999.

Signed at the City of Vancouver in the Province of British Columbia, Canada, this 1st day of March, 2000.

Norton Motors International Inc.


By: Myron Calof