

JUN-05-01 16:39 FROM: Schwinn Cycling & Fitness ID: 3039389496

CONNECTIVE
MLO 6-5-01

06-05-2001



101706389

Form PTO-1084
(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

GT Bicycles California, Inc.

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

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

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Corrective document previously executed at IPPI 1438-0795
- Merger
- Change of Name

Execution Date: November 29, 1995

2. Name and address of receiving party(ies)

Name: Bank of America National Trust and Savings Association

Internal Address: So. Orange County RCBO #1458

Street Address: 3233 Park Center Drive, 2nd Floor

City: Costa Mesa State: CA Zip: 92626

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Over a national banking association

If assignor is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional names & address(es) attached? Yes No

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

A. Trademark Application No.(s)
74-087,731

B. Trademark Registration No.(s)

Additional number(s) attached Yes No

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

Name: Bank of America NT&SA

Internal Address: Legal Department #24017

Street Address: 555 South Flower Street, Suite 800

City: Los Angeles State: CA Zip: 98071

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$40.00

- Enclosed
- Authorized to be charged to deposit account

Charge 40

8. Deposit account number:

19-4330

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

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.

Joe Gagliardi

Name of Person Signing

Joseph Gagliardi
Signature

6/5/01
Date

Total number of pages including cover sheet, attachments, and enclosure:
Mail requirements to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, 37th Amendment
Washington, D.C. 20231

OMS No. 0661-0111

RECEIVED



LY 40-481

482-604

Tab settings

To the Honorable Commissioner of Patents and Trademarks

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attached original documents or copy thereof.

1. Name of conveying party
RECORDING DIV.
GT Bicycles California, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: November 29, 1995

2. Name and address of receiving party(ies)
Bank of America National Trust
Name: and Savings Association

Internal Address: So. Orange County RCHO #1458
Street Address: 3233 Park Center Drive,
City: Costa Mesa State: CA ZIP: 92626

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other a national banking association

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

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

A. Trademark Application No.(s)

74-360,836 74-087,731
74-439,612 74-439,615
74-420,483
74-365,585
74-360,681

B. Trademark Registration No.(s)

1,774,659
1,688,959
1,683,721
1,818,446 1,674,484 1,567,013 1,582,622
1,320,570 1,645,618 1,516,316
1,563,269 1,573,225 1,433,766
1,680,245 1,574,989 1,345,992
1,571,759 1,553,648

Additional numbers attached? Yes No

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

Name: Bank of America NT&SA

Internal Address: Legal Department #24017

Street Address: 555 South Flower Street

Suite 800

City: Los Angeles State: CA ZIP: 90021

6. Total number of applications and registrations involved: **26**

7. Total fee (37 CFR 3.41).....\$ 665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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.

Margaret Lehmann
Name of Person Signing

Margaret Lehmann
Signature

February 21, 1996
Date

Total number of pages including cover sheet, attachments, and document: **3**

Mail documents to be recorded with required cover sheet information to: 1418 Race 1
Commissioner of Patents & Trademarks, Box 400000

REF ID: A438 FRAME 0795

**ASSIGNMENT OF RIGHTS UNDER ASSIGNMENTS FOR SECURITY
(PATENTS AND TRADEMARKS)**

For value received, Jackson National Life Insurance Company ("Assignor") hereby assigns to Bank of America National Trust and Savings Association, a national banking association ("Bank") all of its interest in and to rights under the following documents and the patents, patent applications, trademarks, trademark applications and registrations, and similar rights described therein (collectively, "Intellectual Property"):

- (a) Assignment For Security (Patents) dated November 12, 1993, executed by GT Bicycles California, Inc. (formerly known as GT Bicycles, Inc.) ("GTBC") in favor of Assignor, recorded on Reel 6804, Frames 671-675 of the United States Patent and Trademark Office (hereinafter, all references to Reel and Frame numbers are to those of the United States Patent and Trademark Office);
- (b) Assignment For Security (Patents) dated November 12, 1993, executed by GTBC in favor of Assignor, recorded on Reel 6804, Frames 676-680;
- (c) Assignment For Security (Trademarks) dated November 12, 1993, executed by GTBC in favor of Assignor, recorded on Reel 1080, Frames 180-185;
- (d) Assignment For Security (Trademarks) dated November 12, 1993, executed by GTBC in favor of Assignor, recorded on Reel 1084, Frames 033-038.

This Assignment is made without recourse to Assignor and without representations or warranties of any kind, except that (a) Assignor has not previously assigned the Intellectual Property and (b) Assignor has the requisite corporate power and authority to make this Assignment.

IN WITNESS WHEREOF, Assignor has executed this Assignment as of November 29, 1995.

JACKSON NATIONAL LIFE
INSURANCE COMPANY

By: FEM, America

By: *William J. ...*

Title: Vice President

(signature continues)

(4045178)wd11/28/95

- 1 -

PAGE 2

TRADE MARK

REEL: 1438 FRAME: 0796

**TRADEMARK
REEL: 002264 FRAME: 0971**

Assignee hereby accepts the above Assignment.

Dated: 11/2/91, 1995

BANK OF AMERICA NATIONAL
TRUST AND SAVINGS ASSOCIATION

By: [Signature]

Title: Vice President

Patent & Trademark Office
February 21, 1996
Page 2

Very truly yours,

BANK OF AMERICA NATIONAL TRUST
AND SAVINGS ASSOCIATION

By: Margaret E. Lehmann
Margaret E. Lehmann
Paralegal
(213) 228-2506

MEL/wsd
Enclosures

cc: Elizabeth Amendt (w/o encl.)
South Orange County RCBO #1458

(4045945)

TRADEMARK
REEL: 1438 FRAME: 0798

TRADEMARK
REEL: 002264 FRAME: 0973

40-431
625-432

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DEC 20
37 Tab 2086

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

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

1. Name of conveying party(ies):

GT Bicycles, Inc.

RECEIVED
FEB 28 1996
RECEIPT ACCTING. DIV.

- Individual(s)
- General Partnership
- Corporation-State California 03 CA
- Other
- Association
- Limited Partnership

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

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

Jackson National Life Insurance Company, as subordinated Lender

Internal Address:

Street Address: 5901 Executive Drive

City: Lansing State MI ZIP: 48909

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State Michigan Insurance Corp.
- 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: 18

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

Execution Date: November 12, 1993

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

A. Trademark Application No.(s)

74/360,836	74/360,681
74/439,612	74/227,861
74/420,483	74/087,731
74/365,585	74/439,615

B. Trademark registration No.(s)

1,320,570	1,645,618	1,567,013	1,516,316
1,563,269	1,573,225	1,774,659	1,433,766
1,680,245	1,574,989	1,688,959	1,345,992
1,674,484	1,571,759	1,683,721	1,553,648
		1,582,622	1,340,555

Additional numbers attached? Yes No

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

Name: Elizabeth E. Ward, Esq.

Internal Address: Sonnenschein Nath & Rosenzweig
8000 Sears Tower

Street Address: 233 South Wacker Drive

City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved:

29

7. Total fee (37 CFR 3.41): \$ 665.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

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

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01/06/94 74360836

DO NOT USE THIS SPACE

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0 482	625.00 CK

89147758

8. 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.

Elizabeth E. Ward
Name of Person Signing

Elizabeth E. Ward
Signature

12/15/93
Date

Total number of pages comprising cover sheet: 2

TRADEMARK
REEL: 1438 FRAME: 0799

ASSIGNMENT FOR SECURITY

(Trademarks)

WHEREAS, GT BICYCLES, INC., a California corporation having a principal office address of 17800 Gothard Street, Huntington Beach, California 92647, U.S.A. (hereinafter referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered or the subject of pending applications for registration in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor has entered an Intellectual Property Security Agreement (the "Agreement") in favor of JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance corporation, of 5901 Executive Drive, Lansing, Michigan 48909, U.S.A., in its capacity as Subordinated Lender with a subordinated interest in the Trademarks (hereinafter referred to as "Assignee") in order to secure the prompt and complete payment, observance and performance of certain Liabilities, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee and grant to Assignee, as Subordinated Lender, a subordinated security interest in, and mortgage on, all right, title, and interest of Assignor in and to the Trademarks, and the applications and registrations thereof, together with the goodwill of the business connected with the use of and symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt and complete payment, performance and observance of the Liabilities, as defined in the Agreement. Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the subordinated assignment of and security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

TRADEMARK

REEL 1086 FRAME 34

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TRADEMARK
REEL: 1438 FRAME: 0800

TRADEMARK
REEL: 002264 FRAME: 0975

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of this 12 day of November, 1993.

GT BICYCLES, INC.

By: Michael Haynes

Name: Michael Haynes

Title: VICE PRESIDENT

REEL 084, FRAME 35
TRACEBACK

SONNYCO110210006400006117010337

TRADEMARK
REEL: 1438 FRAME: 0801

TRADEMARK
REEL: 002264 FRAME: 0976

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 12 day of November, 1993, before me personally appeared the above-named Michael Haynes, to me known, who being by me duly sworn according to law, on his/~~her~~ oath stated that he/~~she~~ is the VICIPRESIDENT of GT BICYCLES, INC. and acknowledged that he/~~she~~ signed, sealed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation.

Catherine Harper
Notary Public

My Commission Expires:

CATHERINE HARPER
Notary Public, State of New York
No. 01HA5017515
Qualified in Kings County
Commission Expires September 7, 1995

TRADEMARK

REEL 1084 FRAME 36

SONNYC01V8\300640000811701037

TRADEMARK
REEL: 1438 FRAME: 0802

TRADEMARK
REEL: 002264 FRAME: 0977

SCHEDULE 1

TRADEMARKS OF
GT BICYCLES, INC.U.S. TRADEMARK REGISTRATIONS

Trademark	Registration Number (Application Number)	Registration Date (Application Date)
CYCLE DESIGN	(74/360,836)	(02/22/93)
ROBINSON (Stylized Letters)	1,320,570	02/19/85
CROSSOVER	1,563,269	10/31/89
CYCLE DESIGN CD and Design	1,680,245	03/24/92
TCP TOTAL CONCEPT PLAN	1,674,484	02/04/92
RITWAY and Design	1,645,618	05/21/91
HYBRID	1,573,225	12/26/89
OUTPAK	1,574,989	01/02/90
GELCEL and Design	1,571,759	12/19/89
GT TRIPLE TRIANGLE DESIGN and Design	1,567,013	11/21/89
PERFORMER	(74/420,483)	(07/28/93)
CD	(74/365,585)	(03/08/93)
DUO CYCLE (Stylized Letters)	(74/360,681)	(02/22/93)
GT BICYCLES and Design	(74/227,861)	(12/06/91)
POWERLITE	(74/087,731)	(08/14/90)
TIMBERLINE	(74/439,615)	(09/24/93)
GROOVE TUBE	1,774,659	06/01/93

TRADEMARKS

REEL 086 FRAME 37

MT SHASTA	1,688,959	05/26/92
GT ALL TERRA and Design	1,683,721	04/21/92
DYNO (Stylized Letters)	1,582,622	02/13/90
GT	1,516,316	12/13/88
DRAIN PIPE and Design	1,433,766	03/24/87
GT BMX and Design	1,345,992	07/02/85
SONORA	(74/439,612)	(09/24/93)
AUBURN	1,553,648	08/29/89
RRP (Stylized Letters)	1,340,555	06/11/85

TRADEMARK

REEL 084 FRAME 38

RECORDED
TRADEMARK OFFICE

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November 12, 1993

TRADEMARK
REEL: 1438 FRAME: 0804

TRADEMARK
REEL: 002264 FRAME: 0979

FORM PTO-1094

12/20/93

RECORDATION FORM COVER SHEET

TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patents and Trademark Off.

MAIL ROOM
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TRADEMARKS

MAIL ROOM
MAR 2 1996
TRADEMARKS

RECEIVED
FEB 28 1996
RECEIPT ACCTG. DIV.

1. Name of conveying party(ies):
Bicycles, Inc.

2. Name and address of receiving party(ies):
Name: Jackson National Life Insurance Company, as Senior Lender

3. Nature of conveyance:
 Individual(s)
 General Partnership
 Corporation-State California
Additional name(s) of conveying party(ies) attached? Yes No

Internal Address:
Street Address: 5901 Executive Drive
City: Lansing State: MI ZIP: 48909
 Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Michigan Insurance Corp.
 Other

4. Nature of conveyance:
 Assignment
 Security Agreement
 Other
 Merger
 Change of Name
Execution Date: November 12, 1993

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

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)
74/360,836 74/360,681
74/439,612 74/227,861
74/420,483 74/087,731
74/365,585 74/439,615

B. Trademark registration No.(s)
1,320,570 1,645,618 1,567,013 1,516,310
1,563,269 1,573,225 1,774,659 1,433,760
1,680,245 1,574,989 1,688,959 1,365,990
1,674,484 1,571,759 1,533,921 1,553,648
1,382,522 1,340,550

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Elizabeth E. Ward, Esq.
Internal Address: Sonnenschein Nath & Rosenthal
8008 Sears Tower
Street Address: 233 South Wacker Drive
City: Chicago State: IL ZIP: 60606

6. Total number of applications and registrations involved: 26
7. Total fee (37 CFR 3.41): 665.00
 Enclosed
 Authorized to be charged to deposit account
8. Deposit account number:
(Attach duplicate copy of this page if paying by deposit account)

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100 MG 01/06/94 74360836 0 481 40.00 CK
100 MG 01/06/94 74360836 0 482 625.00 CK 89147761

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.
Elizabeth E. Ward
Name of Person Signing Elizabeth E. Ward
Signature 12/15/93
Date

(10) Total number of pages comprising cover sheet: 1
REEL: 1438 FRAME: 0805

ASSIGNMENT FOR SECURITY

(Trademarks)

WHEREAS, GT BICYCLES, INC., a California corporation having a principal office address of 17800 Gothard Street, Huntington Beach, California 92647, U.S.A. (hereinafter referred to as "Assignor"), has adopted, used and is using the trademarks listed on the annexed Schedule 1, which trademarks are registered or the subject of pending applications for registration in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, Assignor has entered an Intellectual Property Security Agreement (the "Agreement") in favor of JACKSON NATIONAL LIFE INSURANCE COMPANY, a Michigan insurance corporation, of 5901 Executive Drive, Lansing, Michigan 48909, U.S.A., in its capacity as Senior Lender with a first priority interest in the Trademarks (hereinafter referred to as "Assignee") in order to secure the prompt and complete payment, observance and performance of certain Liabilities, as defined in the Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign unto Assignee and grant to Assignee, as Senior Lender, a first priority security interest in, and mortgage on, all right, title, and interest of Assignor in and to the Trademarks, and the applications and registrations thereof, together with the goodwill of the business connected with the use of and symbolized by the Trademarks, and all proceeds thereof, including, without limitation, any and all royalties for any licenses thereof (the "Collateral"), to secure the prompt and complete payment, performance and observance of the Liabilities, as defined in the Agreement. Assignor does hereby further acknowledge and affirm that the rights and remedies of Assignee with respect to the first priority assignment of and security interest in the Collateral made and granted hereby are more fully set forth in the Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

REEL 080 FRAME 181
TRADEMARK

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TRADEMARK
REEL: 1438 FRAME: 0806

TRADEMARK
REEL: 002264 FRAME: 0981

IN WITNESS WHEREOF, Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of this 12 day of November, 1993.

GT BICYCLES, INC.

By:

Name:

Title:

[Handwritten signature]
Richard Long
President

REEL 1080 FRAME 182
TRADEMARK

SONNY CO. (P) 13000640/006117010337

TRADEMARK
REEL: 1438 FRAME: 0807

TRADEMARK
REEL: 002264 FRAME: 0982

STATE OF NEW YORK)
) SS.
COUNTY OF NEW YORK)

On this 12 day of November, 1993, before me personally appeared the above-named Richard Long to me known, who being by me duly sworn according to law, on his/~~her~~ oath stated that he/~~she~~ is the President of GT BICYCLES, INC. and acknowledged that he/~~she~~ signed, sealed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation.

Catherine Harper
Notary Public

My Commission Expires:

CATHERINE HARPER
Notary Public, State of New York
No. 01H45017515
Qualified in Kings County
Commission Expires September 7, 1995

TRADEMARK

REEL 080 FRAME 83

SCHEDULE 1

TRADEMARKS OF
GT BICYCLES, INC.U.S. TRADEMARK REGISTRATIONS

Trademark	Registration Number (Application Number)	Registration Date (Application Date)
CYCLE DESIGN	(74/360,836)	(02/22/93)
ROBINSON (Stylized Letters)	1,320,570	02/19/85
CROSSOVER	1,563,269	10/31/89
CYCLE DESIGN CD and Design	1,680,245	03/24/92
TCP TOTAL CONCEPT PLAN	1,674,484	02/04/92
RITEWAY and Design	1,645,618	05/21/91
HYBRID	1,573,225	12/26/89
OUTPAK	1,574,989	01/02/90
GELCEL and Design	1,571,759	12/19/89
GT TRIPLE TRIANGLE DESIGN and Design	1,567,013	11/21/89
PERFORMER	(74/420,483)	(07/28/93)
CD	(74/365,585)	(03/08/93)
DUO CYCLE (Stylized Letters)	(74/360,681)	(02/22/93)
GT BICYCLES and Design	(74/227,861)	(12/06/91)
POWERLITE	(74/087,731)	(08/14/90)
TIMBERLINE	(74/439,615)	(09/24/93)
GROOVE TUBE	1,774,659	06/01/93

TRADEMARK

REEL 080 FRAME 84

TRADEMARK
REEL: 1438 FRAME: 0809TRADEMARK
REEL: 002264 FRAME: 0984

MT SHASTA	1,688,959	05/26/92
GT ALL TERRA and Design	1,683,721	04/21/92
DYNO (Stylized Letters)	1,582,622	02/13/90
GT	1,516,316	12/13/88
DRAIN PIPE and Design	1,433,766	03/24/87
GT BMX and Design	1,345,992	07/02/85
SONORA	(74/439,612)	(09/24/93)
AUBURN	1,553,648	08/29/89
RRP (Stylized Letters)	1,340,555	06/11/85

TRADEMARK

REEL 1080 FRAME 185

RECEIVED
PATENT AND TRADEMARK
OFFICE
DEC 20 1993

SONCHJ011EEW120004470906158345.7

November 12, 1993

RECORDED: 02/28/1996

TRADEMARK
REEL: 1438 FRAME: 0810

RECORDED: 06/05/2001

TRADEMARK
REEL: 002264 FRAME: 0985