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08-03-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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101798707

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):

Harley-Davidson Dealer Systems, Inc.

- Individual(s)
- General Partnership
- Corporation-State **of Ohio**
- 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: **May 22, 2001**

2. Name and address of receiving party(ies)

Name: **H-D Michigan, Inc.**

Internal

Address: _____

Street Address: **315 W. Huron, #400**

City: **Ann Arbor** State: **MI** Zip: **48103**

Individual(s) citizenship

Association

General Partnership

Limited Partnership

Corporation-State **of Michigan**

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

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,928,870

Additional number(s) attached Yes No

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

Name: **John R. Troll**

Internal Address: _____

315 W. Huron, #400

Ann Arbor, MI 48103

Street Address: _____

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved: 1

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

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

08-0100

(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.

John R. Troll

Name of Person Signing

Signature

7/18/01

Date

Total number of pages including cover sheet, attachments, and document: 9

08/02/2001 DBYRNE 00000102 080100 1928870
01 FC:481 40.00 CH

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

TRADEMARK
REEL: 002339 FRAME: 0051

ASSIGNMENT

ASSIGNMENT made by and between **HARLEY-DAVIDSON DEALER SYSTEMS, INC.** ("Assignor"), an Ohio corporation having its principal place of business at 677G Alpha Drive, Highland Heights, OH 44143, and **H-D MICHIGAN, INC.** ("Assignee"), a Michigan corporation having its principal place of business at 315 W. Huron Street, Suite 400, Ann Arbor, Michigan 48103, effective the 22nd day of May, 2001, at 1:30 p.m. (Central Standard Time).

WHEREAS, Assignor owns all the rights, title and interest in and to the trademark registration set forth in Exhibit A (the "Mark") in the United States, together with the goodwill symbolized thereby; and

WHEREAS, Assignee is desirous of acquiring the Mark and the goodwill symbolized thereby;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor conveys, transfers, and assigns to Assignee all its rights, title and interest in and to the Mark, together with the goodwill of its business symbolized thereby.

Assignor warrants that it has good and valid title to the Mark, including the aforesaid application and registration therefor.

This Assignment shall be binding on the parties, their successors and/or assigns,

and all others acting by, through, with, or under their direction, and all those in privity therewith.

HARLEY-DAVIDSON DEALER SYSTEMS, INC.

BY: *Gail A. Lione*
Gail A. Lione

TITLE: Vice-President and Secretary

STATE OF WISCONSIN)
COUNTY OF *Milwaukee*)^{SS}

Gail A. Lione, being duly sworn, did depose and say this *22nd* day of May, 2001, that she is an officer of HARLEY-DAVIDSON DEALER SYSTEMS, INC., that she is authorized to execute this Assignment on behalf of said corporation; that she has read and signed the foregoing Assignment and knows and understands the contents thereof.

Cheri A. Lesner
Notary Public, *Milwaukee* County
State of Wisconsin
My commission expires: *03/13/05*

EXHIBIT A

REGISTRATION

MARK	REGISTRATION NO.	REGISTRATION DATE
TALON	1928870	October 24, 1995



Prescribed by
BOB TAFT, Secretary of State
30 East Broad Street, 14th Floor
Columbus, Ohio 43266-0418
Form SH-AMD (January 1991)

05731-0947

Charter No.	712487
Approved	CT
Date	1-20-97
Fee	35 -

97013033601

CERTIFICATE OF AMENDMENT by Shareholders to the Articles of Incorporation of

CYCOM BUSINESS SYSTEMS, INC.

(Name of Corporation)

Jeffrey L. Bleustein, who is:

- Chairman of the Board President Vice President (check one)

and

Michael B. Weiss, who is: Secretary Assistant Secretary (Check one)

of the above named Ohio corporation for profit do hereby certify that: (check the appropriate box and complete the appropriate statements)

a meeting of the shareholders was duly called for the purpose of adopting this amendment and held on _____, 19____ at which meeting a quorum of the shareholders was present in person or by proxy; and by the affirmative vote of the holders of shares entitling them to exercise _____% of the voting power of the corporation.

in a writing signed by all of the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

RESOLVED, that Article I of the Articles of Incorporation of the Corporation shall read as follows:

"ARTICLE I

The name of the corporation is Harley-Davidson Dealer Systems, Inc."

IN WITNESS WHEREOF, the above named officers, acting for and on the behalf of the corporation, have hereto subscribed their names this 20th day of January, 1997.



By [Signature]
(Chairman, President, Vice President, Secretary)

By [Signature]
(Secretary, Assistant Secretary)

(OHIO - 613 - 3/4/91)

NOTE: Ohio law does not permit one officer to sign in two capacities, Two separate signatures are required, even if this necessitates the election of a second officer before the filing can be made.

G0290-0017

712487
APPROVED
By ... BK6
Date ... 12-14-87
Amount ... 2500

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MEHLMAN ACQUISITION CO.

Charter No. 712487

Charles E. Mehlman, President, and Robert Maurer, Secretary,
of Mehlman Acquisition Co. (the "Corporation"), an Ohio corporation, do
hereby certify that in a writing approved and signed by the Shareholders
of the Corporation as permitted by Section 1701.54, Ohio Revised Code,
the following amendment to the Articles of Incorporation of the Corpo-
ration was adopted:

RESOLVED: That Article I of the Articles of Incorporation of the Corporation shall read as follows:

"ARTICLE I

The name of the Corporation is Cycom Business Systems, Inc."

RESOLVED FURTHER: That the President and Secretary of the Corporation be and they hereby are authorized and directed to execute and file in the office of the Secretary of the State of Ohio an appropriate Certificate of Amendment in order to carry out the intent and purpose of the preceding resolution and render effective said Amendment to the Articles of Incorporation of the Corporation.

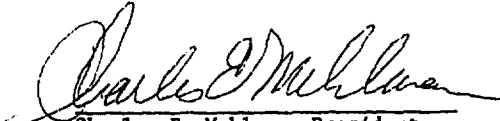
IN WITNESS WHEREOF, said Charles E. Mehlman, President, and Robert Maurer, Secretary, of the Corporation, acting for and on behalf

TRADEMARK

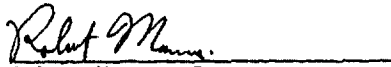
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G0290-0018

of said Corporation have hereunto subscribed their names this 11TH day
of December, 1987.



Charles E. Mehlman, President



Robert Maurer, Secretary

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G0290-0019

CONSENT FOR USE OF SIMILAR NAME

On the 24th day of November, 19 87,
the BOARD OF DIRECTORS of CYCOM CORPORATION
(Name of corporation giving consent)
Charter or License No. 672398
passed the following resolution:

RESOLVED, that Cycom Corporation
(Name of corporation giving consent)
gives its consent to Mehlman Acquisition Company
to use the name Cycom Business Systems, Inc.

DATE: November 24, 1987

BY: Theodore M. Danner
Secretary or Assistant Secretary
of consenting corporation

NOTE: This document MUST BE SIGNED by the Secretary or Assistant Secretary of the consenting corporation, pursuant to Section 1701.05 (A) of the Ohio Revised Code.

UNITED STATES OF AMERICA, 712487
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as secretary of State.

WITNESS my hand and official seal at
Columbus, Ohio, this 6th day of
July A.D. 2001



J. Kenneth Blackwell
J. KENNETH BLACKWELL
Secretary of State

By: D. Hussman

NOTICE: This is an official certification only when reproduced in red ink