



MAD 2-19-02

102059223

Attorney Docket No: NOMO218548

To the Honorable Commissioner for Trademarks: Please record the attached original documents or copy thereof.

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: December 1, 1999 (effective nunc pro tunc April 16, 1999)

4. Application number(s) or registration number(s):
 A. Trademark Application No. 75/462,556
 Additional numbers attached? Yes No

B. Trademark Registration No(s).
 Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed.
 Cindy L. 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: 1
 7. Total fee (37 CFR 3.41):.....\$ 40.00
 Check No. 135616 in the amount of \$40 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.

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.

Cindy L. Caditz Cindy L. Caditz 1-25-02
 Name of Attorney or Agent Signature Date
 Direct Dial 206.695.1715
 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: Box Assignment, Director - U.S. Patent and Trademark Office, Washington, D.C. 20231, on 1-25-02

Date: January 25, 2002 Jeffrey Harbert

03/07/2002 6TOM11 00000115 75462556
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ASSIGNMENT OF TRADEMARK AND PENDING APPLICATION

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 NEMESIS in commerce and filed an application on April 6, 1998, now assigned U.S. Serial No. 75/462,556, indicating that intention, but has not yet filed an allegation of use under §§ 1(c) or 1(d) of The Trademark Act, and

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

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 mark pertains, is desirous of acquiring said mark and the pending intent-to-use application 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 mark, the pending intent-to-use application therefor, and the goodwill of the business symbolized thereby.

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

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

Signed at Vancouver, British Columbia, Canada, this 1st day of December, 1999.

NORTON MOTOR INTERNATIONAL, INC.


By: Myron Calof
Title: President