

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 8/30/2005)

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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

Tab settings

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

1. Name of conveying party(ies):

Dynacraft Industries, Inc.

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

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

3. Nature of conveyance:

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

Execution Date: June 23, 2003

2. Name and address of receiving party(ies)

Name: Dynacraft LLC

Internal

Address:

Street Address: 2550 Kerner Boulevard

City: San Rafael State: CA Zip: 94901

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware Limited Liability Company

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)

Additional number(s) attached Yes No

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

Name: Bret J. Danow, Esq.

Internal Address: Katten Muchin Zavis Rosenman

Street Address: 575 Madison Avenue

City: New York State: NY Zip: 10022-2585

6. Total number of applications and registrations involved:

150

7. Total fee (37 CFR 3.41): \$ 3765.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

50-1290

DO NOT USE THIS SPACE

9. Signature.

Bret J. Danow

Name of Person Signing

Signature

June 23, 2003

Date

Total number of pages including cover sheet, attachments, and document: 21

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

SCHEDULE A**Trademarks**

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
ABCYCLE & Design	R- 1,932,673	11/07/95
AFTERSHOK	R- 2,195,292	10/13/98
AIR BLAST	A- 78/158,348	08/27/02
AIR TENSION	R- 2,196,610	10/13/98
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ANIALATOR	R- 2,101,958	09/30/97
ANZA	R- 2,117,786	12/02/97
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BUSTED	R- 2,688,485	02/18/03
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B-WILD	R- 2,562,525	04/16/02
CANNED	R- 2,566,199	04/30/02
CANYON ROADS	R- 2,564,336	04/23/02
CATAPULT	R- 2,400,988	10/31/00
CHARMER	R- 2,336,192	03/28/00

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CLIFF RUNNER	R- 2,414,398	12/19/00
CLUTCH	R- 2,605,906	08/06/02
D & Design	R- 2,422,102	01/16/01
DAGGER	R- 2,160,445	05/26/98
DECOY	R- 2,580,247	06/11/02
DEKRA	R- 2,392,346	10/03/00
DIGG'N DINO	R- 2,153,705	04/28/98
DIRT JUMPER	R- 2,624,500	9/24/02
DIRT STORM	R- 2,642,445	10/29/02
DIRT ZASTER	R- 1,872,411	01/10/95
DOUBLE DIVIDE	R- 2,009,131	10/15/96
DYNACRAFT	R- 1,421,836	12/23/86
ECHO RIDGE	R- 1,871,235	01/03/95
ELECTROSHOCK	R- 2,220,985	01/26/99
EQUATOR	R- 2,311,902	01/25/00
EXHAUST	A- 76/138,932	10/02/00
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FUGATIVE	R- 1,579,976	01/30/90
GIRL TALK	R- 2,060,029	05/06/97
GLACIER POINT	R- 1,882,070	03/07/95
GLAMOUR GIRL	R- 1,971,383	04/30/96
GLAMOUROUS	R- 1,793,594	09/21/93
GLITZ & GLAMOUR	R- 1,999,724	09/10/96
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MALIBU	R- 1,447,364	07/14/87
MAUI MISS	R- 1,823,686	02/22/94
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MEDIEVAL MADNESS	R- 2,105,602	10/14/97
MISFIT	A- 76/147,688	10/16/00
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NORTHERN CASCADE	R- 2,422,176	01/16/01
NORTHERN RIDGE	R- 1,937,308	11/21/95
OASIS	R- 2,038,923	02/18/97
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PRETTY IN PINK	R- 2,007,225	10/08/96
PROSLAMMER	R- 2,149,335	04/07/98
PULSE	R- 2,105,486	10/14/97
PUPPY FUN	R- 2,291,103	11/09/99
RAZOR X	R- 2,311,177	01/25/00
REBOUND	R- 1,997,003	08/27/96
RED CANYON	R- 1,849,206	08/09/94
RED RIDGE	R- 1,843,591	07/05/94

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
REFUGE	R- 2,223,270	02/09/99
RETZAR	R- 2,515,368	12/04/01
RHINO	R- 2,211,547	12/15/98
RHINO & DESIGN	R- 2,316,706	02/08/00
RIP CLAW	R- 2,186,840	09/01/98
RIP CURL	R- 1,880,527	02/28/95
RIP TIDE	R- 2,456,462	05/29/01
RIP TRAXX	A- 76/237,959	04/03/01
ROAD BLOCK	R- 1,842,862	07/05/94
ROAD IMPRESSIONS	R- 1,440,544	05/26/87
SANDY TRAILS	R- 1,815,819	01/11/94
SAPPHIRE	R- 2,548,400	03/12/02
SCREAMER	R- 1,928,493	10/17/95
SHAKE DOWN	R- 2,641,008	10/22/02
SHALE	R- 1,640,402	04/09/91
SHEER FUN	R- 1,584,540	02/27/90
SHOCK ZONE	R- 2,392,233	10/03/00
SHOCKEDGE	R- 2,450,218	05/08/01
SILVER CANYON	R- 2,011,144	10/22/96
SIX ISLANDS	R- 1,907,275	07/25/95
SKYQUEST	R- 2,219,718	01/19/99
SPELLBOUND	R- 1,833,278	04/26/94
SPLASH	R- 1,690,077	06/02/92
STAR BURST	R- 1,440,543	05/26/87

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
STITCH	R- 2,560,335	04/09/02
STRANDED	R- 2,226,672	02/23/99
STREET BLADE	R- 1,918,790	09/12/95
STREET DEMON	R- 1,421,837	12/23/88
STRYKA	R- 2,223,254	02/09/99
STYLE OUT	R- 2,296,944	11/30/99
SURGE	A- 78/240,651	04/22/03
SWEET MISTY	R- 1,453,136	08/18/87
TANZIER	R- 2,038,935	02/18/97
THORAX	R- 2,312,530	01/25/00
THREAT	R- 2,232,914	03/16/99
TOTAL MADNESS	R- 1,998,266	09/03/96
TROPICAL BLAST	R- 1,920,832	09/19/95
TURBO FORCE 1000	R- 1,785,437	08/03/93
TURBO WORKS	R- 1,739,677	12/15/92
TURN-N-BURN	R- 2,277,817	09/14/99
TWILIGHT TWIST	R- 2,038,916	02/18/97
VAPORIZER	R- 2,038,992	02/18/97
VERMILION	R- 2,145,509	03/17/98
VERTICAL	R- 2,255,373	06/22/99
VERTICAL & Design	R- 2,314,698	02/01/00
VERVE	R- 2,394,275	10/10/00
VINTAGE	R- 1,882,067	03/07/95
WAIKIKI	R- 2,154,922	05/05/98

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
WALL ROX	R- 1,998,265	09/03/96
WALLA KOALA	R- 1,999,727	09/10/96
WAVERIPPER	R- 2,512,561	11/27/01
WHOMP	R- 2,392,306	10/27/00
WIPE OUT	R- 2,292,638	11/16/99
X-CCELERATE	R- 2,439,485	03/27/01
X-MAGS	R- 2,587,789	07/02/02
ZANZIBAR	R- 1,997,004	08/27/96

WORLDWIDE OMNIBUS ASSIGNMENT OF INTELLECTUAL PROPERTY

WHEREAS, Dynacraft Industries, Inc., a corporation organized and existing under the laws of the State of Massachusetts, having a place of business at 2550 Kerner Boulevard, San Rafael, California 94901 ("Assignor"), is the owner of all right, title and interest to the intellectual property shown on the list annexed hereto as Schedule A; and

WHEREAS, Dynacraft LLC, a limited liability company organized and existing under the laws of the State of Delaware, having a place of business at 2550 Kerner Boulevard, San Rafael, California 94901 ("Assignee"), is desirous of acquiring the intellectual property identified on Schedule A hereto and the goodwill associated therewith;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor hereby sells, assigns and transfers to Assignee all right, title and interest, in and to the intellectual property identified on Schedule A hereto owned by Assignor, including U.S. and Foreign trademark registrations, applications and renewals, and all other means necessary to use such property in connection with the business of Assignor and the intellectual property scheduled on Schedule A annexed hereto. Assignor hereby sells, assigns and transfers all intellectual property referenced herein, together with the goodwill of the business; all income, royalties, damages and payments now or hereafter due or payable in respect to the intellectual property, and all causes of action (either in law or in equity) and the right to sue, counterclaim and recover for past, present and future infringement of the intellectual property and the rights thereto.

Following the execution of this Worldwide Omnibus Assignment of Intellectual Property and at Assignee's reasonable request, Assignor shall provide Assignee with whatever reasonable assistance is required in the preparation of all other assignment documents necessary to confirm and effect the assignment and transfer to Assignee of all of Assignor's right, title, and interest in

all of Assignor's applications and registrations in those countries as set forth in the annexed Schedules, and all related goodwill. At the request of Assignee, Assignor shall execute, and shall designate a responsible person (as applicable) who shall in the future, timely execute and deliver (following receipt of the Payment for the costs thereof) all such assignment documents to Assignee. Until such time as all of the Assignments of Assignor's intellectual property in all countries as set forth in the annexed Schedules are duly recorded with the responsible government offices (the "Interim Period"), Assignor acknowledges and confirms that Assignee shall, in any event, be deemed hereunder and in accordance with the terms and conditions of the Worldwide Omnibus Assignment of Intellectual Property, to be the owner of Assignor's intellectual property identified on Schedule A.

If it shall be necessary to record this Worldwide Omnibus Assignment of Intellectual Property, or other confirmatory documentation during the Interim Period, or in the event that any of Assignor's intellectual property shall become due for any maintenance filings or other recordations during the Interim Period, Assignor shall likewise cooperate with Assignee's requests and hereby consent and grant to Assignee the right to take whatever action is necessary, in Assignee's judgment, and at Assignee's expense, to maintain and enforce all registrations and other filings worldwide. All recordations and filings of Assignments of Assignor's intellectual property and other materials confirming ownership by Assignee shall be made at Assignee's request or direction.

[Signature Page Follows]

IN WITNESS WHEREOF, Assignor and Assignee have caused this Assignment to be signed in their respective corporate names by a duly authorized officer this 23rd day of June, 2003.

DYNACRAFT INDUSTRIES, INC.

By: Jerome A. Berman
Jerome A. Berman,
Chief Executive Officer and Chairman

By: John A. Berman
John A. Berman,
President

ACCEPTED AND ACKNOWLEDGED BY:

DYNACRAFT LLC

By: Jerome A. Berman
Jerome A. Berman,
Managing Member

By: John A. Berman
John A. Berman,
Member

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ACKNOWLEDGMENT

On this 23rd day of June, 2003, before me came Jerome A. Berman, who stated that he is the Chief Executive Officer of Dynacraft Industries, Inc. and acknowledged that he executed the above instrument as the act and deed of Dynacraft Industries, Inc. with full authority to do so.

Ellen Warren
Notary Public

ELLEN WARREN
NOTARY PUBLIC, State of New York
No. 31-4847374
Qualified in New York County
Commission Expires July 31, 2005

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ACKNOWLEDGMENT

On this 23rd day of June, 2003, before me came John A. Berman, who stated that he is the President of Dynacraft Industries, Inc. and acknowledged that he executed the above instrument as the act and deed of Dynacraft Industries, Inc. with full authority to do so.

Ellen Warren
Notary Public

ELLEN WARREN
NOTARY PUBLIC, State of New York
No. 31-4847374
Qualified in New York County
Commission Expires July 31, 2005

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

ACKNOWLEDGMENT

On this 23rd day of June, 2003, before me came Jerome A. Berman, who stated that he is the Managing Member of Dynacraft LLC and acknowledged that he executed the above instrument as the act and deed of Dynacraft LLC with full authority to do so.

Ellen Warren
Notary Public

ELLEN WARREN
NOTARY PUBLIC, State of New York
No. 31-4847374
Qualified in New York County
Commission Expires July 31, 2005

STATE OF New York)
) ss.:
COUNTY OF New York)

ACKNOWLEDGMENT

On this 23rd day of June, 2003, before me came John A. Berman, who stated that he is a Member of Dynacraft LLC and acknowledged that he executed the above instrument as the act and deed of Dynacraft LLC with full authority to do so.

Ellen Warren
Notary Public

ELLEN WARREN
NOTARY PUBLIC, State of New York
No. 31-4847374
Qualified in New York County
Commission Expires July 31, 2005

SCHEDULE A
(Intellectual Property)

Trademarks

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
<i>United States</i>		
ABCYCLE & Design	R- 1,932,673	11/07/95
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AIR TENSION	R- 2,196,610	10/13/98
ALPINE EAGLE	R- 1,461,817	10/20/87
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STREET DEMON	R- 1,421,837	12/23/88
STRYKA	R- 2,223,254	02/09/99
STYLE OUT	R- 2,296,944	11/30/99
SURGE	A- 78/240,651	04/22/03
SWEET MISTY	R- 1,453,136	08/18/87
TANZIER	R- 2,038,935	02/18/97
THORAX	R- 2,312,530	01/25/00
THREAT	R- 2,232,914	03/16/99
TOTAL MADNESS	R- 1,998,266	09/03/96
TROPICAL BLAST	R- 1,920,832	09/19/95
TURBO FORCE 1000	R- 1,785,437	08/03/93
TURBO WORKS	R- 1,739,677	12/15/92
TURN-N-BURN	R- 2,277,817	09/14/99
TWILIGHT TWIST	R- 2,038,916	02/18/97
VAPORIZER	R- 2,038,992	02/18/97
VERMILION	R- 2,145,509	03/17/98
VERTICAL	R- 2,255,373	06/22/99
VERTICAL & Design	R- 2,314,698	02/01/00
VERVE	R- 2,394,275	10/10/00

<i>Trademark</i>	<i>App./Reg. Number</i>	<i>App./Reg. Date</i>
VINTAGE	R- 1,882,067	03/07/95
WAIKIKI	R- 2,154,922	05/05/98
WALL ROX	R- 1,998,265	09/03/96
WALLA KOALA	R- 1,999,727	09/10/96
WAVERIPPER	R- 2,512,561	11/27/01
WHOMP	R- 2,392,306	10/27/00
WIPE OUT	R- 2,292,638	11/16/99
X-CCELERATE	R- 2,439,485	03/27/01
X-MAGS	R- 2,587,789	07/02/02
ZANZIBAR	R- 1,997,004	08/27/96
<i>Australia</i>		
ANIALATOR	703500	02/28/96
GIRL TALK	703499	02/28/96
GLACIER POINT	702058	02/08/98
MAJOR DAMAGE	702060	02/08/96
PRETTY IN PINK	702059	02/08/96
SILVER CANYON	702057	02/08/96
SLICK ROCK TRAILS	703498	02/28/96

Patents

<i>Patent Title</i>	<i>App/Reg. Number</i>	<i>App/Reg. Date</i>
United States		
Bicycle Bag	DES 367,034	02/13/96
Bicycle Bag	DES 366,447	01/23/96
Bicycle Bag	DES 366,446	01/23/96
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China		
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Germany		
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Taiwan		
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Non-Tension Spoke Wheel	90105003 (A)	03/05/01
United Kingdom		
Non-Tension Spoke Wheel	GB2368320	02/07/01