

IMCOA LICENSING AMERICA, INC.
Trademark Registrations

Mark	Reg. No.	Reg. Date	Class
INDIAN	2,594,450	7/16/02	12
INDIAN	2,511,305	11/27/01	12
INDIAN	2,513,615	12/4/01	6 & 28
INDIAN	2,486,405	9/11/01	12
INDIAN Script Font	921,459	10/5/71	12
INDIAN Script Font	2,635,537	10/15/02	12
INDIAN Script Font	2,643,077	10/29/02	25
MOTORCYCLE TRADE DRESS	1,827,074	3/15/94	12
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN IN SCRIPT FONT	2,655,197	12/3/02	16
DESIGN MARK OF INDIAN FACING LEFT WITH INDIAN BELOW	2,655,198	12/3/02	25
INDIAN BRAND	652,777	10/8/57	25
CHIEF	2,388,763	9/19/00	12
MOTORCYCLE TRADE DRESS	2,463,444	6/26/01	12
SUPER CHIEF	2,384,234	5/24/99	12

IMCOA LICENSING AMERICA, INC.
Trademark Applications

Mark	App. No.	App. Date	Class
INDIAN	74/498,031	3/7/94	25 & 26
INDIAN Script Font	74/249,305	2/25/92	25
INDIAN Script Font	74/485,062	2/1/94	25
INDIAN Script Font	74/485,160	2/1/94	8, 14, 16, 18, 20 & 25
INDIAN Script Font	75/145,807	8/6/96	25
INDIAN Script Font	76/418,823	6/15/02	35, 37 & 41
DESIGN OF INDIAN CHIEF FACING LEFT WITH INDIAN IN SCRIPT FONT	75/138,684	7/23/96	25
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN IN SCRIPT FONT	75/052,764	7/6/94	29, 30, 32, 33 & 42
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN IN SCRIPT FONT	74/546,202	7/6/94	3, 4, 8, 14, 16, 18, 28, 32 & 35
INDIAN TABAC AND DESIGN	74/397,285	6/3/93	34
INDIAN TABAC CIGAR CO. AND DESIGN	76/408,153	5/14/02	34
INDIAN MOTORCYCLE	75/760,304	8/19/99	3, 4, 7, 12, 14, 18, 22, 25, 26 & 35
SCOUT	76/108,140	8/11/00	6, 12, 25 & 28
CHIEF	76/123,201	9/6/00	12
CHIEF	76/108,125	8/11/00	25 & 28
KIWI INDIAN PARTS	74/408,279	7/2/93	12
INDIAN MOTORCYCLE CAFÉ	76/268,809	6/8/01	35 & 42
INDIAN MOTORCYCLE CAFÉ AND LOUNGE	76/268,801	6/8/01	35 & 42
INDIAN SPIRIT	76/273,017	6/18/01	12
POWERPLUS	76/418,242	6/14/02	12
INDIAN RIDERS GROUP	76/418,723	6/14/02	35, 37 & 41
TRADE DRESS – WAR BONNET HEAD LAMP	76/504,669	4/7/03	12

MEMORANDUM OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

This Memorandum is dated as of July 29, 2003 between IMCOA Licensing America, Inc., a Delaware corporation (the "Mark Owner"), having a place of business at 200 East Tenth Street, Gilroy California 95020, and Audax Private Equity Fund, L.P., as agent (the "Secured Party") for itself and certain other lenders under the Credit Agreement dated as of July 29, 2003, as from time to time in effect, among an affiliate of the Mark Owner, certain lenders party thereto, and the Secured Party, having a place of business at 101 Huntington Avenue, Boston, Massachusetts 02199.

- 1. Pursuant to the Security Agreement dated as of July 29, 2003, as from time to time in effect (the "Security Agreement"), among the Mark Owner, certain of its affiliates and the Secured Party, the Mark Owner has granted to the Secured Party a security interest in certain trademarks, service marks and applications therefor listed in Exhibit A attached hereto and made a part hereof, in the name of the Mark Owner, together with the registrations thereof and goodwill symbolized thereby (collectively, the "Collateral").
- 2. The Mark Owner is the exclusive owner of all rights in the Collateral, including all rights to prosecute for unconsented use and infringement thereof. The Mark Owner has the capacity to grant to the Secured Party the security interests granted under the Security Agreement.

The Mark Owner and the Secured Party have executed this Memorandum effective as of the date first above written.

Mark Owner:

Secured Party:

IMCOA LICENSING AMERICA, INC.

AUDAX PRIVATE EQUITY FUND, L.P.,
as Agent under the Credit Agreement referred to above

By 
Title: CEO + Treasurer

By: Auax Private Equity Business, LLC
Its: General Partner

By: Audax Private Equity Business, LP
Its: Managing Member

By: _____
By: Geoffrey S. Rehnert
Its: Authorized Member

By: _____
By: Marc B. Wolpow
Its: Authorized Member

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Secured Party:

IMCOA LICENSING AMERICA, INC.

AUDAX PRIVATE EQUITY FUND, L.P.,
as Agent under the Credit Agreement referred to above

By _____
Title:

By: Auax Private Equity Business, LLC
Its: General Partner

By: Audax Private Equity Business, LP
Its: Managing Member

By: _____
By: Geoffrey S. Rehnert
Its: Authorized Member

By: _____
By: Marc B. Wolpow
Its: Authorized Member



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July 31, 2003

Via Express Mail No. EV 308622018 US

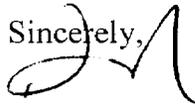
Box Assignment
 United States Patent and Trademark Office
 Washington, D.C. 20231

Re: Recordation Form
 Recordation of Security Interest for
 Registration Number (see attached) for the marks (see attached)
 Our Docket No. AGW-010-021

Dear Sir or Madam:

Enclosed please find a Recordation Form Cover Sheet, Memorandum of Trademark and Service Mark Security Interest for the above-referenced registration along with Certificate of Mailing, transmittal letter and authorization to charge the appropriate filing fees for the above-referenced recordation. Any additional fees may be deducted from our Deposit Account No.18-1945.

Please acknowledge receipt of these documents by date-stamping and returning the enclosed postcard.

Sincerely,


Paul J. LePore
 Senior Trademark Paralegal

PWL:pak
 Enclosure(s)
 cc: S. Murphy, Esq.



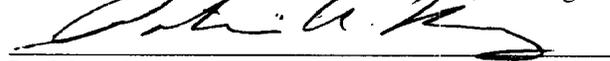
08-01-2003

U.S. Patent & TMO/TM Mail Rcpt Dt. #11

CERTIFICATE OF MAILING UNDER 37 C.F.R. §1.10

I hereby certify that this paper is being deposited with the United States Postal Service Express Mail under 37 C.F.R. §1.10 on the date indicated above and is addressed to Box Assignment, United States Patent and Trademark Office, Washington, D.C. 20231

7/31/03
 Date of Deposit


 Patricia A. Kenyon