

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings ⇨ ⇨ ⇨

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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): Pacific Cycle, LLC

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

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

3. Nature of conveyance:

- Assignment Merger Security Agreement Change of Name Other

Execution Date: 04/04/2003

2. Name and address of receiving party(ies)

Name: Ritchey Design, Inc Internal Address: Street Address: 974 United Circle City: Sparks State: NV Zip: 89431

- Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Nevada 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) 2815182

Additional number(s) attached Yes No

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

Name: Phil Elliwood

Internal Address:

Street Address: 575 Old Country Rd

City: San Carlos State: CA Zip: 94070

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:

DO NOT USE THIS SPACE

9. Signature.

Shelley Kemp Name of Person Signing

Signature

7/8/2004

Date

Total number of pages including cover sheet, attachments, and document: 4

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

OP \$40.00 2815182

AGREEMENT

This Agreement is made and entered into as of the 4 day of April, 2003, by and between Pacific Cycle, LLC, a Delaware limited liability company doing business at 4902 Hammersley Rd., Madison, WI 53711 ("PACIFIC") and Ritchey Design, a California Corporation doing business at 860 Hurlingame Ave. Redwood City, CA 94063, California ("RITCHEY").

WHEREAS, PACIFIC is the owner of the trademark SYNCROS, which includes the applicable trademark and domain name registrations set forth in Exhibit A (the "SYNCROS INTELLECTUAL PROPERTY"), and the goodwill pertaining thereto as used in connection with the manufacture and sale of bicycles, bicycle parts and accessories, and other related products;

WHEREAS, RITCHEY desires to purchase the existing SYNCROS bicycle business from PACIFIC, which includes the SYNCROS Trademarks and the goodwill pertaining thereto.

WHEREAS, PACIFIC desires to sell the existing SYNCROS bicycle business to RITCHEY, subject to the terms and conditions provided for in this Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants and provisions hereinafter set forth, it is agreed by and between the parties hereto as follows:

1. Subject to the terms and conditions hereof, RITCHEY shall purchase from PACIFIC, and PACIFIC shall sell, transfer, assign, convey and deliver to RITCHEY, all of the SYNCROS INTELLECTUAL PROPERTY currently owned by PACIFIC and listed in Exhibit A.
2. PACIFIC represents and warrants to RITCHEY that it is the owner of the SYNCROS INTELLECTUAL PROPERTY as of the date hereof and that upon receipt of the Purchase Price, PACIFIC will transfer to RITCHEY good and valid title to the SYNCROS INTELLECTUAL PROPERTY, free and clear of any liens and/or encumbrances; provided that RITCHEY agrees, accepts and acknowledges that (a) PACIFIC is making no other representation or warranty; and, (b) RITCHEY assumes any and all liabilities and obligations arising after the date hereof related to the transfer of the SYNCROS INTELLECTUAL PROPERTY including without limitation any product, personal injury liability or any intellectual property infringement claims.

Exhibit A

Trademarks

SYNCROS Trademark Registrations

Country

United States

Reg. Number

SYNCROS Domain Name Registrations (Not Active)