

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
------------------	----------------

NATURE OF CONVEYANCE:	MERGER
-----------------------	--------

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Dynacraft LLC		07/14/2004	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA	
Name:	Dynacraft BSC, Inc.
Street Address:	105 Chestnut Street
Internal Address:	Suite 32
City:	Needham
State/Country:	MASSACHUSETTS
Postal Code:	02492
Entity Type:	CORPORATION: MASSACHUSETTS

PROPERTY NUMBERS Total: 156

Property Type	Number	Word Mark
Registration Number:	1932673	ABCYCLE
Registration Number:	2195292	AFTERSHOK
Serial Number:	78158348	AIR BLAST
Registration Number:	2196610	AIR TENSION
Registration Number:	1461817	ALPINE EAGLE
Registration Number:	2101958	ANIALATOR
Registration Number:	2117786	ANZA
Registration Number:	1905567	BARE BONES
Registration Number:	1846191	BEDAZZLED
Registration Number:	2046141	BEAR ESSENTIALS
Registration Number:	2258322	BLADE
Registration Number:	1920831	BLAST ZONE
Serial Number:	76366347	BOLD
Registration Number:	1732875	BREAKPOINT

CH \$3915.00 1932673

Registration Number:	2561837	BULGE
Registration Number:	2688485	BUSTED
Registration Number:	2594117	BUSTER MX
Registration Number:	2562525	B-WILD
Registration Number:	2566199	CANNED
Registration Number:	2564336	CANYON ROADS
Registration Number:	2400988	CATAPULT
Registration Number:	2336192	CHARMER
Registration Number:	2414398	CLIFF RUNNER
Registration Number:	2605906	CLUTCH
Registration Number:	2422102	D
Registration Number:	2160445	DAGGER
Registration Number:	2580247	DECOY
Registration Number:	2392346	DEKRA
Registration Number:	2153705	DIGG'N DINO
Registration Number:	2624500	DIRT JUMPER
Registration Number:	2642445	DIRT STORM
Registration Number:	1872411	DIRT ZASTER
Registration Number:	2009131	DOUBLE DIVIDE
Registration Number:	1421836	DYNACRAFT
Registration Number:	1871235	ECHO RIDGE
Registration Number:	2311902	EQUATOR
Serial Number:	76138932	EXHAUST
Registration Number:	1999726	FLIP400
Registration Number:	1579976	FUGITIVE
Registration Number:	2060029	GIRL TALK
Registration Number:	1882070	GLACIER POINT
Registration Number:	1971383	GLAMOUR GIRL
Registration Number:	1793594	GLAMOROUS
Registration Number:	1999724	GLITZ & GLAMOUR
Registration Number:	2154918	GRAND LEDGE
Registration Number:	1697527	GREAT DIVIDE
Registration Number:	1926393	HIGH FASHION
Registration Number:	2414112	HOCUS POCUS
Serial Number:	76198000	IMPOSTER

Serial Number:	76411575	INVADER
Registration Number:	1918798	ISLAND BREEZE
Registration Number:	2038936	JAZZY CATS
Registration Number:	2483590	JEWELS & PEARLS
Registration Number:	2562461	KEEP SAKES
Registration Number:	2489403	KID'S CLASSIC
Registration Number:	2705389	KRUSHER
Registration Number:	1907272	LADY N PINK
Registration Number:	1998264	LOOK 'N GOOD
Registration Number:	1531887	MAGNA
Registration Number:	1551816	MAGNA M
Registration Number:	1882061	M MAGNA
Registration Number:	1315668	MAGNA
Registration Number:	1346446	MAGNA-FORCE
Registration Number:	2015894	MAGNA GEAR
Registration Number:	1861746	H2 GO
Registration Number:	2246526	MAJESTIC
Registration Number:	1830282	MAJOR DAMAGE
Registration Number:	1447364	MALIBU
Registration Number:	1823686	MAUI MISS
Registration Number:	2060017	MAXX TRAX
Registration Number:	2105602	MEDIEVAL MADNESS
Serial Number:	76147688	MISFIT
Registration Number:	1893066	MISTY
Registration Number:	1998269	MODERN CRAZE
Registration Number:	2369380	MOLTEN
Registration Number:	1701666	MOUNTAIN EAGLE
Registration Number:	1936707	MTN TAMER
Registration Number:	2454083	MTN. RIDGE
Registration Number:	2109247	MYSTICAL PASSION
Registration Number:	2076524	NEXT
Registration Number:	2022168	NO MORE BORING BIKES
Registration Number:	2422176	NORTHERN CASCADE
Registration Number:	1937308	NORTHERN RIDGE
Registration Number:	2038923	OASIS

Registration Number:	2414731	OBSIDIAN
Registration Number:	2504667	OUTCAST
Registration Number:	1711544	OUTREACH
Registration Number:	2308953	OZONE 500
Registration Number:	2371678	PAINKILLER
Registration Number:	2103442	PARADISE COVE
Registration Number:	2008470	PRECIOUS PEARLS
Registration Number:	2007225	PRETTY IN PINK
Registration Number:	2149335	PROSLAMMER
Registration Number:	2105486	PULSE
Registration Number:	2291103	PUPPY FUN
Registration Number:	2311177	RAZOR X
Registration Number:	1997003	REBOUND
Registration Number:	1849206	RED CANYON
Registration Number:	1843591	RED RIDGE
Registration Number:	2223270	REFUGE
Registration Number:	2515368	RETZAR
Registration Number:	2211547	RHINO
Registration Number:	2316706	RHINO
Registration Number:	2186840	RIP CLAW
Registration Number:	1880527	RIP CURL
Registration Number:	2456462	RIP TIDE
Serial Number:	76237959	RIP TRAXX
Registration Number:	1842862	ROAD BLOCK
Registration Number:	1440544	ROAD IMPRESSIONS
Registration Number:	1815819	SANDY TRAILS
Registration Number:	2548400	SAPPHIRE
Registration Number:	1928493	SCREAMER
Registration Number:	2641008	SHAKE DOWN
Registration Number:	1640402	SHALE
Registration Number:	1584540	SHEER FUN
Registration Number:	2392233	SHOCK ZONE
Registration Number:	2450218	SHOCKEDGE
Registration Number:	2011144	SILVER CANYON
Registration Number:	1907275	SIX ISLANDS

Registration Number:	2219718	SKYQUEST
Registration Number:	1833278	SPELLBOUND
Registration Number:	1690077	SPLASH
Registration Number:	1440543	STAR BURST
Registration Number:	2560335	STITCH
Registration Number:	2226672	STRANDED
Registration Number:	1918790	STREET BLADE
Registration Number:	1421837	STREET DEMON
Registration Number:	2223254	STRYKA
Registration Number:	2296944	STYLE OUT
Serial Number:	78240651	SURGE
Registration Number:	1453136	SWEET MISTY
Registration Number:	2038935	TANZIER
Registration Number:	2312530	THORAX
Registration Number:	2232914	THREAT
Registration Number:	1998266	TOTAL MADNESS
Registration Number:	1920832	TROPICAL BLAST
Registration Number:	1785437	TURBO FORCE 1000
Registration Number:	1739677	TURBO WORKS
Registration Number:	2277817	TURN-N-BURN
Registration Number:	2038916	TWILIGHT TWIST
Registration Number:	2038992	CALMAID
Registration Number:	2145509	VERMILION
Registration Number:	2255373	VERTICAL
Registration Number:	2314698	VERTICAL
Registration Number:	2394275	VERVE
Registration Number:	1882067	VINTAGE
Registration Number:	2154922	WAIKIKI
Registration Number:	1998265	WALL ROX
Registration Number:	1999727	WALLA KOALA
Registration Number:	2512561	WAVERIPPER
Registration Number:	2392306	WHOMP
Registration Number:	2292638	WIPE OUT
Registration Number:	2439485	X-CCELERATE
Registration Number:	2587789	XMAGS

Registration Number:	1997004	ZANZIBAR
Registration Number:	2220985	ELECTROSHOCK

CORRESPONDENCE DATA

Fax Number: (214)999-3623
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2149994682
Email: ip@gardere.com
Correspondent Name: Gardere Wynne Sewell LLP
Address Line 1: 1601 Elm Street
Address Line 2: 3000 Thanksgiving Tower
Address Line 4: Dallas, TEXAS 75201-4761

ATTORNEY DOCKET NUMBER:	128545-61
-------------------------	-----------

NAME OF SUBMITTER:	Lisa R. Hemphill
--------------------	------------------

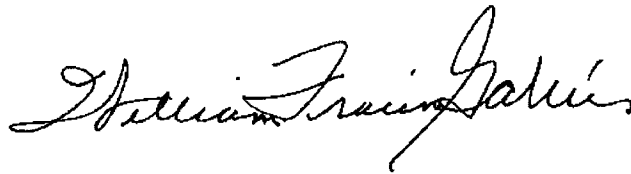
Total Attachments: 3
source=Dynacraft#page1.tif
source=Dynacraft#page2.tif
source=Dynacraft#page3.tif

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

July 14, 2004 12:07 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

MA SOC Filing Number: 200476831030 Date: 07/14/2004 12:07 PM

**STATE OF MASSACHUSETTS
ARTICLES OF MERGER
MERGING DYNACRAFT LLC
INTO DYNACRAFT BSC, INC.**

Pursuant to the provisions of Section 11.06 of The Massachusetts Business Corporation Act (the "Act"), the undersigned execute the following Articles of Merger for the purpose of merging into Dynacraft BSC, Inc., a Massachusetts corporation, its subsidiary, Dynacraft LLC, a Delaware limited liability company not qualified to do business in Massachusetts.

- 1. The names of the entities participating in the merger and the states under the laws of which they are respectively organized, as well as their dates of organization, are as follows:

<u>Name of Entity</u>	<u>State of Organization</u>	<u>Date of Organization</u>
Dynacraft LLC	Delaware	8/10/2001
Dynacraft BSC, Inc., formerly Dynacraft Industries, Inc. [FEIN 04-2840636]	Massachusetts	9/7/1984

- 2. Dynacraft LLC is not qualified to do business in the commonwealth of Massachusetts.
- 3. The surviving entity is Dynacraft BSC, Inc.
- 4. The surviving entity will continue to be organized under the laws of Massachusetts.
- 5. The date and time that the articles of merger will be effective will be the date and time of filing.
- 6. The Agreement and Plan of Merger was duly approved by the shareholders of Dynacraft BSC, Inc. in the manner required by M.G.L. c. 156D and the articles of organization.
- 7. The participation of Dynacraft LLC was duly authorized by the law of Delaware and by its organization documents.
- 8. The articles of organization of Dynacraft BSC, Inc. will continue to be the articles of organization of the surviving entity without amendment thereto.


(Signature page follows)

DYNACRAFT LLC



Jerome A. Berman, Manager

DYNACRAFT BSC, INC.



Jerome A. Berman, President

HOUSTON T68321v1