

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Release of Security Interest

CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Audax Private Equity Fund, L.P.		07/19/2004	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA	
Name:	IMCOA Licensing America, Inc.
Street Address:	200 EAST TENTH STREET
City:	GILROY
State/Country:	CALIFORNIA
Postal Code:	95020
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	2594450	INDIAN
Registration Number:	2511305	INDIAN
Registration Number:	2513615	INDIAN
Serial Number:	74498031	INDIAN
Registration Number:	2486405	INDIAN
Registration Number:	921459	INDIAN
Registration Number:	2635537	INDIAN
Registration Number:	2643077	INDIAN
Serial Number:	74249305	INDIAN
Serial Number:	74485062	INDIAN
Serial Number:	74485160	INDIAN
Serial Number:	75145807	INDIAN
Serial Number:	76418823	INDIAN
Registration Number:	1827074	

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Serial Number:	74546202	INDIAN
Registration Number:	2655197	INDIAN
Serial Number:	76408153	INDIAN TABAC CIGAR CO.
Registration Number:	652777	INDIAN BRAND
Serial Number:	76123201	CHIEF
Serial Number:	76108125	CHIEF
Registration Number:	2388763	CHIEF
Registration Number:	2463444	
Serial Number:	76539465	INDIAN MOTORCYCLE
Registration Number:	2813224	KIWI INDIAN PARTS
Serial Number:	76268809	INDIAN MOTORCYCLE CAFE
Serial Number:	76268801	INDIAN MOTORCYCLE CAFE AND LOUNGE
Serial Number:	76504669	
Serial Number:	76273017	INDIAN SPIRIT
Serial Number:	75052764	INDIAN

CORRESPONDENCE DATA

Fax Number: (415)268-7522
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 415 268 6538
Email: rial@mofo.com
Correspondent Name: Jennifer Lee Taylor
Address Line 1: Morrison & Foerster LLP, 425 Market St.
Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	58412-24000.00
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NAME OF SUBMITTER:	Jennifer Lee Taylor/ Ritasha Lal
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Total Attachments: 4
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RELEASE OF TRADEMARK AND SERVICE MARK SECURITY INTEREST

Reference is hereby made to that certain Security Agreement, dated as of July 29, 2003, between IMCOA Licensing America, Inc., a Delaware corporation (“Obligor”), and Audax Private Equity Fund, L.P. (the “Interest Holder”), as agent on behalf of itself and the other lenders set forth therein (the “Agreement”), and the Memorandum of Trademark and Service Mark Security Interest (the “Memorandum”) between Obligor and Interest Holder, which was recorded in the United States Patent and Trademark Office on August 21, 2003 at Reel 002805 Frames 0984 through 0989, pursuant to which the Obligor granted to Interest Holder a security interest in and to all of Obligor’s rights, title and interests in and to the Collateral (as defined in the Memorandum), including without limitation those trademarks, service marks, trademark registrations and trademark applications specifically listed on Exhibit A attached hereto (the “Trademarks and Service Marks”);

WHEREAS, Interest Holder wishes to release to Obligor, without representation or warranty, all of Interest Holder’s rights and interests in and to the Collateral, including without limitation the Trademarks and Service Marks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Interest Holder hereby releases and discharges Obligor and its successors and assigns, without representation or warranty, all of Interest Holder’s rights and interests in and to the Collateral, including without limitation the Trademarks and Service Marks. Interest Holder hereby authorizes Obligor and/or its successors and assigns to take any and all actions in connection with the Trademarks and Service Marks in Obligor’s or its successors and assigns own name and at Obligor’s or its successors and assigns own expense. After the date hereof, at


Obligor's or its successors and assigns expense, Interest Holder will execute and deliver to Obligor and/or its successors and assigns such documents and will take such other actions as Obligor and/or its successors and assigns may reasonably request to accomplish the release and discharge set forth herein.

IN WITNESS WHEREOF, Interest Holder has executed this Release and Reassignment of Trademarks and Service Marks as of this 19th day of July, 2004.

AUDAX PRIVATE EQUITY FUND, L.P., as Agent

By: Audax Private Equity Business, L.L.C.
its general partner

BY: Audax Private Equity Business, L.P.
its managing member

By:  _____

Title: Authorized Signatory

EXHIBIT A

Mark	Serial Number	Registration Number	Matter Number
INDIAN	74/153,568	2,594,450	24001.00
INDIAN	74/296,909	2,511,305	24001.01
INDIAN	74/296,910	2,513,615	24001.02
INDIAN	74/498,031		24001.03
INDIAN	74/307,804	2,486,405	24001.04
INDIAN (Script font)	72/355,024	921,459	24002.00
INDIAN (Script font)	74/249,303	2,635,537	24002.01
INDIAN (Script font)	74/063,475	2,643,077	24002.02
INDIAN (Script font)	74/249,305		24002.03
INDIAN (Script font)	74/485,062		24002.04
INDIAN (Script font)	74/485,160		24002.05
INDIAN (Script font)	75/145,807		24002.06
INDIAN (Script font)	76/418,823		24002.07
MOTORCYCLE TRADE DRESS	74/325,097	1,827,074	24003.00
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN IN SCRIPT FONT	74/546,202		24006.01
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN IN SCRIPT FONT	75/138,682	2,655,197	24006.02
INDIAN TABAC CIGAR CO. AND DESIGN	76/408,153		24011.01
INDIAN BRAND	72/022,312	652,777	24015.00
CHIEF	76/123,201		24017.00
CHIEF	76/108,125		24018.00
CHIEF	75/714,285	2,388,763	24017.01
MOTORCYCLE TRADE DRESS (FENDERS)	75/827,210	2,463,444	24019.00
INDIAN MOTORCYCLE	76/539,465		24050.00
KIWI INDIAN PARTS	74/408,279	2,813,224	24052.00

EXHIBIT A

INDIAN MOTORCYCLE CAFÉ	76/268,809		24056.00
INDIAN MOTORCYCLE CAFÉ AND LOUNGE	76/268,801		24057.00
TRADE DRESS - WAR BONNET HEAD LAMP	76/504,669		24065.00
INDIAN SPIRIT	76/273,017		24058.00
DESIGN OF INDIAN CHIEF FACING RIGHT WITH INDIAN	75/052,764		24006.00

sf-1787134

RECORDED: 09/30/2004

TRADEMARK
REEL: 002948 FRAME: 0818