

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment for Security

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cannondale Bicycle Corporation		12/30/2005	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	BlackRock Kelso Capital Corporation, as agent
Street Address:	40 East 52nd Street
Internal Address:	Mr. Vikas Keswani
City:	New York
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	1032202	CANNONDALE
Registration Number:	1983068	FATTY
Registration Number:	1985385	POWERPYRAMID
Registration Number:	2102555	HEAD SHOK
Registration Number:	2144973	C
Registration Number:	2222572	SLICE
Registration Number:	2258778	CANNONDALE
Registration Number:	2416442	CANNONDALE
Registration Number:	2490925	LEFTY
Registration Number:	2490926	JEKYLL
Registration Number:	2496751	C
Registration Number:	2515021	ELO
Registration Number:	2531404	CANNONDALE

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Registration Number:	2563734	CANNONDALE CANNIBAL
Registration Number:	2588353	SCALPEL
Registration Number:	2650652	CANNONDALE SPEED
Registration Number:	2734576	OPTIMO
Registration Number:	2870038	GEMINI
Serial Number:	78587665	CANNONDALE FEEL IT
Serial Number:	76637487	DAYTRIPPER
Serial Number:	78587699	FEEL IT
Serial Number:	78639358	SUGOI
Serial Number:	78639339	SUGOI

CORRESPONDENCE DATA

Fax Number: (202)728-0744
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 2027216405
Email: christine.wilson@thomson.com
Correspondent Name: Corporation Service Company
Address Line 1: 1133 Avenue of the Americas
Address Line 2: Suite 3100
Address Line 4: New York, NEW YORK 10036

NAME OF SUBMITTER:	Christine Wilson
Signature:	/CHRISTINE WILSON/
Date:	01/18/2006

Total Attachments: 7
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ASSIGNMENT FOR SECURITY

(TRADEMARKS)

WHEREAS, CANNONDALE BICYCLE CORPORATION (the "Assignor") has adopted, used and is using the trademarks and service marks listed on the annexed Schedule 1A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Assignor has entered into a Trademark Security Agreement dated December 30, 2005 (the "Security Agreement") in favor of BlackRock Kelso Capital Corporation, as agent for certain lenders (the "Assignee");

WHEREAS, pursuant to the Security Agreement, the Assignor has granted to the Assignee a lien on and security interest in all right, title and interest of the Assignor in, to and under the Trademarks, together with the good-will of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the payment, performance and observance of the Obligations (as defined in the Security Agreement);

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Assignor does hereby grant to the Assignee a lien on and security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Assignor does hereby further acknowledge and affirm that the rights and remedies of the Assignee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Assignor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of December 30, 2005.

CANNONDALE BICYCLE CORPORATION

By: Ronald Lombardi
Name: Ronald Lombardi
Title: Chief Financial Officer

STATE OF CONNECTICUT)
) ss.:
COUNTY OF _____)

On this 6th day of JANUARY, 2006, before me personally came RONALD COMBARDI, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that he is the CHIEF FINANCIAL OFFICER of CANNONDALE BICYCLE CORPORATION, a Delaware corporation, and that he executed the foregoing instrument in the firm name of CANNONDALE BICYCLE CORPORATION, and that he had authority to sign the same, and he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.

Tammy Y. Imler
Notary Public

COMMONWEALTH OF PENNSYLVANIA
Notarial Seal
Tammy Y. Imler, Notary Public
Bedford Twp., Bedford County
My Commission Expires May 31, 2008
Member, Pennsylvania Association Of Notaries

SCHEDULE 1A TO ASSIGNMENT FOR SECURITY
(TRADEMARKS AND TRADEMARK APPLICATIONS)

LIBNY/4491569.1

TRADEMARK
REEL: 003229 FRAME: 0463

Cannondale Bicycle Corporation
Schedule of US Trademarks

<u>Mark Description</u>	<u>Goods/Services</u>	<u>Class</u>	<u>Country</u>	<u>Registration Number</u>	<u>Filed Date</u>	<u>Registration Date</u>
C logo (new)	Bicycles and bicycle components, namely brakes, crankssets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, carrier packs for attachment to bicycles, bicycle water cages and water bottles sold therewith and bike	12, 25 & 28	United States	2496751	05-Mar-99	09-Oct-01
C logo (new)	Bicycles and bicycle components, namely brakes, crankssets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, carrier packs for attachment to bicycles, bicycle water cages and water bottles sold therewith and bike	12, 25 & 28	United States	2496751	05-Mar-99	09-Oct-01
C logo (old)	Class 12 - Bicycle, bicycle accessories, namely, seat bags, rack trunks, panniers, handlebar bags, pumps, water bottles, water bottle cages and trailers; and Class 25 - Clothing, especially for bicycling, namely, balaclavas, belts, bib tights, vests and w	12, 25	United States	2144973	17-Jul-95	17-Mar-98
CANNONDALE	Class 9: Protective clothing for motorcycle riding; motorcycle helmets; protective gloves for motorcycle riding; Class 12: Motorcycles and components for motorcycles, namely frames, suspension systems, wheels, drive trains, transmissions, engines, fuel systems	9, 12, 25 & 28	United States	2416442	05-Mar-99	26-Dec-00
CANNONDALE	Class 12-Bike packs including handlebar packs, seat packs and front and rear rack packs, two wheeled carts attachable to bikes. Class 18-Backpacks and duffel bags	12, 18, 22	United States	1032202	28-Jan-75	03-Feb-76
CANNONDALE	Bicycle Components, namely a motor driven hydraulic valve to temporarily secure a front suspension system in a fixed position	12	United States	2515021	21-Dec-00	04-Dec-01
CANNONDALE	Class 9: Protective clothing for motorcycle riding; motorcycle helmets; protective gloves for motorcycle riding; Class 12: Motorcycles and components for motorcycles, namely frames, suspension systems, wheels, drivetrains, transmissions, engines, fuel systems	9, 12, 25 & 28	United States	2416442	05-Mar-99	26-Dec-00
CANNONDALE (block letters)	Class 12: Bicycles, bicycle components, namely, brakes, crankssets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, and carrier packs for attachment to bicycles	12	United States	2531404	20-Oct-97	22-Jan-02
CANNONDALE (block letters)	Class 8: Hand tools for bicycle maintenance; Class 12: Water bottles and water cages; Class 18: Carrier packs, namely, backpacks, courier bags and hydration bags; Class 25: Clothing, namely, jackets, hats, shorts, shoes and rainwear for bicycling; Class 2	8, 12, 18, 25 & 28	United States	2258778	20-Oct-97	06-Jul-99
CANNONDALE (block letters)	Class 8: Hand tools for bicycle maintenance; Class 12: Water bottles and water cages; Class 18: Carrier packs, namely, backpacks, courier bags and hydration bags; Class 25: Clothing, namely, jackets, hats, shorts, shoes and rainwear for bicycling; Class 2	8, 12, 18, 25 & 28	United States	2258778	20-Oct-97	06-Jul-99
CANNONDALE (block letters)	Class 12: Bicycles, bicycle components, namely, brakes, crankssets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, and carrier packs for attachment to bicycles	12	United States	2531404	20-Oct-97	22-Jan-02
Cannondale Cannibal	All Terrain Vehicles	12	United States	2583734	19-Sep-01	23-Apr-02

<u>Mark Description</u>	<u>Goods/Services</u>	<u>Class</u>	<u>Country</u>	<u>Registration Number</u>	<u>Filed Date</u>	<u>Registration Date</u>
CANNONDALE FEEL IT	Class 12: Bicycles, bicycle components namely, brakes, cranks/sets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, and carrier packs for attachment to bicycles; bicycle water cages and water bottles sold there	12, 25	United States	78/587,885	15-Mar-05	
CANNONDALE SPEED	Motorcycles and all terrain vehicles	12	United States	2650652	30-Aug-01	12-Nov-02
CANNONDALE SPEED	Motorcycles and all terrain vehicles	12	United States	2650652	30-Aug-01	12-Nov-02
DAY TRIPPER	Bicycles, bicycle components namely brakes, crank sets, pedals, frames hubs, saddles, seat posts, stems, bar ends, wheels, forks and shock absorbers, and carrier packs for attachment to bicycles; bicycle water cages and water bottles sold there	12	United States	78/637,467	29-Apr-05	
ELO	Bicycle components, namely a motor driven hydraulic valve to temporarily secure a front suspension system in a fixed position	12	United States	25515021	21-Dec-00	04-Dec-01
FATTY	Bicycle shock-absorbing suspension	12	United States	1983068	31-Oct-84	25-Jun-96
FEEL IT	Class 12: Bicycles, bicycle components namely, brakes, cranks/sets, pedals, frames, hubs, saddles, seatposts, stems, bar ends, wheels, forks and shock absorbers, and carrier packs for attachment to bicycles; bicycle water cages and water bottles sold there	12, 25	United States	78/587,899	15-Mar-05	
GEMINI (plus design)	Bicycles	12	United States	2870038	01-Oct-01	03-Aug-04
GEMINI (plus design)	Bicycles	12	United States	2870038	01-Oct-01	03-Aug-04
GEMINI (plus design)	Bicycles	12	United States	2870038	01-Oct-01	03-Aug-04
GEMINI (plus design)	Bicycles	12	United States	2870038	01-Oct-01	03-Aug-04
HEAD SHOK and design	Bicycle front fork suspensions	12	United States	2102655	17-Jul-95	07-Oct-97
JEKYLL	Bicycles and bicycle frames	12	United States	2490926	21-Dec-00	18-Sep-01
JEKYLL	Bicycles and bicycle frames	12	United States	2490926	21-Dec-00	18-Sep-01
LEFTY	Bicycle suspension forks	12	United States	2490925	21-Dec-00	18-Sep-01
LEFTY	Bicycle suspension forks	12	United States	2490925	21-Dec-00	18-Sep-01
OPTIMO	Bicycles and bicycle frames	12	United States	2734576	03-Sep-02	08-Jul-03

<u>Mark Description</u>	<u>Goods/Services</u>	<u>Class</u>	<u>Country</u>	<u>Registration Number</u>	<u>Filed Date</u>	<u>Registration Date</u>
POWERPYRAMID	Bicycle front forks	12	United States	1985385	17-May-96	09-Jul-96
SCALPEL	Bicycles	12	United States	2588363	19-Sep-01	02-Jul-02
SCALPEL	Bicycles	12	United States	2588353	19-Sep-01	02-Jul-02
SLICE	Bicycles and bicycle frames	12	United States	2222672	07-Nov-97	09-Feb-99

Sugoi
Schedule of US Trademarks

<u>Mark Description</u>	<u>Goods/Services</u>	<u>Class</u>	<u>Country</u>	<u>Registration Number</u>	<u>Filed Date</u>	<u>Registration Date</u>
Sugoi	Application is pending		United States	78/639,358		
Sugoi and Design	Application is pending		United States	78/639,339		