

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

**Doc. ID# 700353838**

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

**1. Name of conveying party(ies):**

FOX RACING, INC

- Individual(s)
- General Partnership
- Corporation- State: California
- Other \_\_\_\_\_
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

**3. Nature of conveyance /Execution Date(s) :**

Execution Date(s) December 30, 2006

- Assignment
- Security Agreement
- Other \_\_\_\_\_
- Merger
- Change of Name

**2. Name and address of receiving party(ies)**

Additional names, addresses, or citizenship attached?  Yes  No

Name: FOX HEAD, INC.

Internal

Address: Legal Affairs Department

Street Address: 18400 Sutter Blvd.

City: Morgan Hill

State: California

Country: USA Zip: 95037

- Association Citizenship \_\_\_\_\_
- General Partnership Citizenship \_\_\_\_\_
- Limited Partnership Citizenship \_\_\_\_\_
- Corporation Citizenship California
- Other \_\_\_\_\_ Citizenship \_\_\_\_\_

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)

**4. Application number(s) or registration number(s) and identification or description of the Trademark.**

A. Trademark Application No.(s)

SEE ATTACHED SHEETS

B. Trademark Registration No.(s)

SEE ATTACHED SHEETS

Additional sheet(s) attached?  Yes  No

**C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):**

SEE ATTACHED SHEETS

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

Name: FOX HEAD, INC.

Internal Address: Legal Affairs Department

Street Address: 18400 Sutter Blvd.

City: Morgan Hill

State: California Zip: 95037

Phone Number: 408-776-8633

Fax Number: 408-776-8637

Email Address: timnaylor@foxracing.com

**6. Total number of applications and registrations involved:**

64

**7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1615.00**

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

**8. Payment Information:**

a. Credit Card Last 4 Numbers 6775  
Expiration Date 10/2008

b. Deposit Account Number \_\_\_\_\_

Authorized User Name Tim Naylor Fox Racing

**9. Signature:**

Gary S. Mesdjan  
Signature

11/13/2007

Date

Gary S. Mesdjan, Chief Financial Officer

Name of Person Signing

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

11

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

### Trademark List

| Trademark              | Case Number/Subcase<br>Country Name | Status<br>Class(es)   | Application<br>Number/Date | Registration<br>Number/Date |
|------------------------|-------------------------------------|-----------------------|----------------------------|-----------------------------|
| 259                    | United States of America            | Registered<br>09 Int. | 76/396349<br>17-Apr-2002   | 2,823,877<br>16-Mar-2004    |
| 259                    | United States of America            | Pending<br>16 Int.    | 76/396346<br>17-Apr-2002   |                             |
| 259                    | United States of America            | Pending<br>18 Int.    | 76/396341<br>17-Apr-2002   |                             |
| 259                    | United States of America            | Pending<br>25 Int.    | 76/397646<br>17-Apr-2002   |                             |
| DIRTY BEAUTIFUL        | United States of America            | Published<br>25 Int.  | 76/470643<br>29-Nov-2002   |                             |
| DIRTY BEAUTIFUL        | United States of America            | Pending<br>41 Int.    | 76/470680<br>29-Nov-2002   |                             |
| FOX (New Blitz Design) | United States of America            | Published<br>09 Int.  | 78/774490<br>15-Dec-2005   |                             |
| FOX (New Blitz Design) | United States of America            | Published<br>16 Int.  | 78/774550<br>15-Dec-2005   |                             |
| FOX (New Blitz Design) | United States of America            | Published<br>18 Int.  | 78/774576<br>15-Dec-2005   |                             |
| FOX (New Blitz Design) | United States of America            | Published<br>25 Int.  | 78/774602<br>15-Dec-2005   |                             |
| FOX ATHLETICS          | United States of America            | Pending<br>18 Int.    | 76/470676<br>29-Nov-2002   |                             |
| FOX ATHLETICS          | United States of America            | Pending<br>25 Int.    | 76/470699<br>29-Nov-2002   |                             |

TRADEMARK

REEL: 003696 FRAME: 0453

## Trademark List

| Trademark      | Case Number/Subcase<br>Country Name | Status<br>Class(es)   | Application<br>Number/Date | Registration<br>Number/Date |
|----------------|-------------------------------------|-----------------------|----------------------------|-----------------------------|
| FOX DELUXE     | United States of America            | Published             | 78/894684<br>26-May-2006   |                             |
| FOX DENIM      | United States of America            | Pending<br>25 Int.    | 76/440489<br>14-Aug-2002   |                             |
| FOX FOOTWEAR   | United States of America            | Pending<br>25 Int.    | 76/440528<br>14-Aug-2002   |                             |
| FOX RACING     | United States of America            | Suspended<br>25 Int.  | 76/331234<br>29-Oct-2001   |                             |
| FOX RACING     | United States of America            | Registered<br>09 Int. | 78/473230<br>25-Aug-2004   | 3,276,324<br>07-Aug-2007    |
| FOX RACING     | United States of America            | Registered<br>09 Int. | 78/473142<br>25-Aug-2004   | 3,276,323<br>07-Aug-2007    |
| FOX SHOES      | United States of America            | Pending<br>25 Int.    | 76/440526<br>14-Aug-2002   |                             |
| FOX SPORTSWEAR | United States of America            | Pending<br>25 Int.    | 76/440493<br>14-Aug-2002   |                             |
| FOYGIRL        | United States of America            | Registered<br>16 Int. | 76/440532<br>14-Aug-2002   | 2,781,483<br>11-Nov-2003    |
| FOYGIRL        | United States of America            | Pending<br>25 Int.    | 76/443623<br>26-Aug-2002   |                             |
| FOYGIRL        | United States of America            | Pending<br>25 Int.    | 76/443155<br>23-Aug-2002   |                             |
| JAMES STEWART  | United States of America            | Pending<br>09 Int.    | 76/397643<br>17-Apr-2002   |                             |

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|-------------------------|--------------------------|---------------------------|-------------|--------------|
|                         | Country Name             | Class(es)                 | Number/Date | Number/Date  |
| JAMES STEWART           | United States of America | Pending                   | 76/396340   |              |
|                         | United States of America | 16 Int.                   | 17-Apr-2002 |              |
| JAMES STEWART           | United States of America | Pending                   | 76/397645   |              |
|                         | United States of America | 18 Int.                   | 17-Apr-2002 |              |
| JAMES STEWART           | United States of America | Pending                   | 76/396344   |              |
|                         | United States of America | 25 Int.                   | 17-Apr-2002 |              |
| MISC. DESIGN (F Head X) | United States of America | Registered                | 75/170434   | 2,232,648    |
|                         | United States of America | 09 Int.                   | 23-Sep-1996 | 16-Mar-1999  |
| MISC. DESIGN (F Head X) | United States of America | Registered                | 75/170435   | 2,189,804    |
|                         | United States of America | 16 Int.                   | 23-Sep-1996 | 15-Sep-1998  |
| MISC. DESIGN (F Head X) | United States of America | Registered                | 75/170437   | 2,192,660    |
|                         | United States of America | 18 Int.                   | 23-Sep-1996 | 29-Sep-1998  |
| MISC. DESIGN (F Head X) | United States of America | Registered                | 75/170440   | 2,181,243    |
|                         | United States of America | 25 Int.                   | 23-Sep-1996 | 11-Aug-1998  |
| MISC. DESIGN (F Head X) | United States of America | Registered                | 73/401867   | 1,318,236    |
|                         | United States of America | 25 Int.                   | 08-Nov-1982 | 05-Feb-1985  |
| MISC. DESIGN (FOX Head) | United States of America | Registered                | 73/771424   | 1,568,070    |
|                         | United States of America | 09 Int., 16 Int., 25 Int. | 27-Dec-1988 | 28-Nov-1989  |
| MISC. DESIGN (FOX Head) | United States of America | Registered                | 75/169848   | 2,234,764    |
|                         | United States of America | 09 Int., 18 Int.          | 23-Sep-1996 | 23-Mar-1999  |
| MISC. DESIGN (FOX Head) | United States of America | Registered                | 75/170436   | 2,194,132    |
|                         | United States of America | 16 Int.                   | 23-Sep-1996 | 06-Oct-1998  |
| MISC. DESIGN (FOX Head) | United States of America | Registered                | 75/170438   | 2,192,661    |
|                         | United States of America | 18 Int.                   | 23-Sep-1996 | 29-Sep-1998  |

TRADEMARK

REEL: 003696 FRAME: 0455

## Trademark List

| Trademark                 | Case Number/Subcase      | Status                | Application Number/Date  | Registration Number/Date |
|---------------------------|--------------------------|-----------------------|--------------------------|--------------------------|
|                           | Country Name             | Class(es)             |                          |                          |
| MISC. DESIGN (FOX Head)   | United States of America | Registered<br>25 Int. | 75/169847<br>23-Sep-1996 | 2,188,305<br>08-Sep-1998 |
| MISC. DESIGN (FOX Head)   | United States of America | Registered            | 76/552717<br>20-Oct-2003 | 3,117,578<br>18-Jul-2006 |
| MISC. DESIGN (F Head X)   | United States of America | Registered<br>09 Int. | 78/471337<br>20-Aug-2004 | 3,160,138<br>17-Oct-2006 |
| MISC. DESIGN (F Head X)   | United States of America | Registered<br>09 Int. | 78/471303<br>20-Aug-2004 | 3,143,175<br>12-Sep-2006 |
| MISC. DESIGN (FOX Head)   | United States of America | Registered<br>09 Int. | 78/408646<br>27-Apr-2004 | 3,151,681<br>03-Oct-2006 |
| MISC. DESIGN (FOX HEAD)   | United States of America | Registered<br>09 Int. | 78/470973<br>20-Aug-2004 | 3,151,835<br>03-Oct-2006 |
| MISC. DESIGN (SHIFT LOGO) | United States of America | Registered<br>09 Int. | 75/410712<br>24-Dec-1997 | 2,406,668<br>21-Nov-2000 |
| MISC. DESIGN (SHIFT LOGO) | United States of America | Registered<br>16 Int. | 75/410168<br>23-Dec-1997 | 2,362,788<br>27-Jun-2000 |
| MISC. DESIGN (SHIFT LOGO) | United States of America | Registered<br>18 Int. | 75/410332<br>23-Dec-1997 | 2,296,775<br>30-Nov-1999 |
| MISC. DESIGN (SHIFT LOGO) | United States of America | Registered<br>25 Int. | 75/410141<br>23-Dec-1997 | 2,298,810<br>07-Dec-1999 |
| MOTOCROSS STARTS HERE     | United States of America | Published<br>25 Int.  | 76/470640<br>29-Nov-2002 |                          |

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|--------------------------------|-------------------------------------|--|----------------------------|-----------------------------|
| MOTO-X FOX                     | United States of America            | Pending<br>09 Int., 16 Int., 18 Int.,<br>25 Int. | 78/192602<br>09-Dec-2002   |                             |
| SHIFT Logo Stylized            | United States of America            | Published<br>18 Int.                             | 78/773663<br>14-Dec-2005   |                             |
| PILOT                          | United States of America            | Registered<br>09 Int.                            | 75/486008<br>15-May-1998   | 2,419,625<br>09-Jan-2001    |
| RC4 (Stylized)                 | United States of America            | Registered<br>16 Int.                            | 76/278562<br>25-Jun-2001   | 2,944,268<br>26-Apr-2005    |
| RC4 (Stylized)                 | United States of America            | Registered<br>25 Int.                            | 76/278556<br>25-Jun-2001   | 2,845,464<br>25-May-2004    |
| RICKY CARMICHAEL<br>(STYLIZED) | United States of America            | Registered<br>18 Int.                            | 76/294222<br>03-Aug-2001   | 2,854,332<br>15-Jun-2004    |
| RIDE.RACE.LIVE.                | United States of America            | Registered<br>25 Int.                            | 76/552714<br>20-Oct-2003   | 3,032,682<br>20-Dec-2005    |
| SHIFT                          | United States of America            | Registered<br>09 Int.                            | 75/721770<br>04-Jun-1999   | 2,847,631<br>01-Jun-2004    |
| SHIFT                          | United States of America            | Registered<br>16 Int.                            | 75/721771<br>04-Jun-1999   | 2,747,575<br>05-Aug-2003    |
| SHIFT                          | United States of America            | Registered<br>18 Int.                            | 75/721263<br>04-Jun-1999   | 2,747,574<br>05-Aug-2003    |
| SHIFT                          | United States of America            | Registered<br>25 Int.                            | 76/404291<br>06-May-2002   | 2,711,103<br>29-Apr-2003    |

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|---------------------|-------------------------------------|----------------------|----------------------------|-----------------------------|
| SHIFT LOGO Stylized | United States of America            | Published<br>09 Int. | 78/773570<br>14-Dec-2005   |                             |
|                     | United States of America            | Published            | 78/773618<br>14-Dec-2005   |                             |
| SHIFT LOGO Stylized | United States of America            | Published            | 78/773701<br>14-Dec-2005   |                             |
|                     | United States of America            | 25 Int.              |                            |                             |
| SHIFT RACING        | United States of America            | Pending<br>18 Int.   | 76/331562<br>29-Oct-2001   |                             |
|                     | United States of America            | Registered           | 76/331561                  | 3,261,387<br>10-Jul-2007    |
| SHIFTMX             | United States of America            | Registered           | 76/275802                  | 3,021,302<br>29-Nov-2005    |
|                     | United States of America            | 25 Int.              | 21-Jun-2001                |                             |

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in the office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

FEB 26 2007

OF

FOX RACING, INC.

The undersigned certify that:

- 1. They are the President and Secretary, respectively, of Fox Racing, Inc.
- 2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

The name of this corporation is Fox Head, Inc.

- 3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of Common Stock of the Corporation is 280,011. The number of shares voting in favor of the amendment equaled or exceeded the vote required. The percentage vote required was more than 50% of the shares of the outstanding shares of the Corporation's capital stock.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of their own knowledge.

Dated: December 30, 2006

*Geoffrey Fox*  
\_\_\_\_\_  
President

Printed Name GEORGEY FOX

By *Anna Fox*  
\_\_\_\_\_  
Secretary

Printed Name ANNA FOX

