

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Trademark Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
S&S Cycle, Inc.		10/31/2008	CORPORATION: WISCONSIN

RECEIVING PARTY DATA

Name:	Wells Fargo Bank, National Association, acting through its Wells Fargo Business Credit operating division
Street Address:	100 East Wisconsin Avenue, Suite 1400
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3459749	FRAME LOCK
Registration Number:	3421045	FRAME LOCK
Registration Number:	3270552	QUICK SET UP KIT
Registration Number:	3093174	DEALER FOCUS
Registration Number:	3097962	PERFORMANCE TIMES
Registration Number:	3179468	HOT SET UP KIT
Registration Number:	3410134	EZFI
Registration Number:	3339115	G EXTREME
Registration Number:	3339114	G-EXTREME
Registration Number:	3429649	IST
Registration Number:	3297166	SPO
Registration Number:	2950933	S&S PROVEN PERFORMANCE
Registration Number:	2945530	PROVEN PERFORMANCE
Registration Number:	2427779	

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Registration Number:	2964425	SIDEWINDER
Registration Number:	2234796	BODY PARTS
Registration Number:	2067394	S&S SUPER STOCK
Registration Number:	1324371	S & S
Serial Number:	77367488	FLATHEAD POWER
Serial Number:	77143890	E EXTREME
Serial Number:	77088428	XWEDGE
Serial Number:	77088397	X-WEDGE
Serial Number:	77143635	E-EXTREME

CORRESPONDENCE DATA

Fax Number: (414)273-5198

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 414-273-3500

Email: khinner@gklaw.com

Correspondent Name: Kristi J. Hinner; Godfrey & Kahn, S.C.

Address Line 1: 780 N. Water Street

Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	008988-0215
NAME OF SUBMITTER:	Kristi J. Hinner
Signature:	/Kristi J. Hinner/
Date:	11/17/2008

Total Attachments: 3
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NOTICE OF TRADEMARK SECURITY AGREEMENT
(FOR RECORDATION PURPOSES)

This Notice of Trademark Security Agreement, dated as of October 31, 2008, is made with regard to S&S CYCLE, INC., a Wisconsin corporation, whose address and principal place of business is 235 Causeway Boulevard, La Crosse, Wisconsin 54603 (collectively, the "Debtor"), by WELLS FARGO BANK, NATIONAL ASSOCIATION, acting through its Wells Fargo Business Credit operating division, with an address of 100 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202 (the "Secured Party").

R E C I T A L S:

The Debtor and the Secured Party have entered into a Credit and Security Agreement dated as of October __, 2008 (as the same may hereafter be amended, supplemented or restated from time to time, the "Credit Agreement") setting forth the terms on which the Secured Party may now or hereafter make certain loans or other financial accommodations to or for the account of the Debtor.

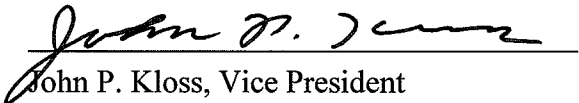
As a further condition to making any loan or other financial accommodation under the Credit Agreement or otherwise, the Secured Party has required the execution and delivery of a Patent and Trademark Security Agreement (the "Trademark Security Agreement") by the Debtor.

ACCORDINGLY, in consideration of the mutual covenants contained in the Credit Agreement, the Trademark Security Agreement, and herein, the undersigned gives notice as follows:

Pursuant to the terms of the Trademark Security Agreement, Debtor has granted a security interest in favor of the Secured Party in and with respect to the entire right, title, and interest of Debtor in the trademarks identified in the attached schedule (the "Trademarks"), together with the goodwill of the business symbolized by said Trademarks.


IN WITNESS WHEREOF, the undersigned has executed this Notice of Trademark Security Agreement as of the date written above.

WELLS FARGO BANK, NATIONAL
ASSOCIATION

By: 
John P. Kloss, Vice President

STATE OF WISCONSIN)
)
COUNTY OF MILWAUKEE)

The foregoing instrument was acknowledged before me this ^{11th} ~~1~~ day of ^{November} ~~October~~, 2008, by John P. Kloss, a Vice President of Wells Fargo Bank, National Association, on behalf of the national association.


Notary Public, State of Wisconsin
My commission expires 7-31-2011

SCHEDULE

UNITED STATES TRADEMARKS

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS
FRAME LOCK and Design	3,459,749	07/01/2008	Registered
FRAME LOCK	3,421,045	04/29/2008	Registered
QUICK SET UP KIT	3,270,552	07/24/2007	Registered
DEALER FOCUS	3,093,174	05/16/2006	Registered
PERFORMANCE TIMES	3,097,962	05/30/2006	Registered
HOT SET UP KIT	3,179,468	12/05/2006	Registered
EZFI	3,410,134	04/08/2008	Registered
G EXTREME Stylized	3,339,115	11/20/2007	Registered
G-EXTREME	3,339,114	11/20/2007	Registered
IST	3,429,649	05/20/2008	Registered
SPO	3,297,166	09/25/2007	Registered
S&S PROVEN PERFORMANCE and Design	2,950,933	05/17/2005	Registered
PROVEN PERFORMANCE	2,945,530	05/03/2005	Registered
Design	2,427,779	02/13/2001	Registered
SIDEWINDER	2,964,425	07/05/2005	Registered
BODY PARTS	2,234,796	03/23/1996	Registered
S&S SUPER STOCK and Design	2,067,394	06/03/1997	Registered
S&S	1,324,371	03/12/1985	Registered

UNITED STATES PENDING TRADEMARK REGISTRATIONS

MARK	SERIAL NO./REG. NO.	FILING DATE/REG. DATE	STATUS
FLATHEAD POWER	77/367,488	01/09/2008	Pending
E EXTREME Stylized	77/143,890	03/29/2007	Pending
XWEDGE Stylized	77/088,428	01/22/2007	Pending
X-WEDGE	77/088,397	01/22/2007	Pending
E-EXTREME	77/143,635	03/29/2007	Pending