

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Assignment and Confirmation of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CITIC KA WAH BANK LIMITED, NEW YORK BRANCH		10/13/2009	Bank: HONG KONG

RECEIVING PARTY DATA

Name:	UNITED WHEELS USA CORPORATION
Street Address:	1209 Orange Street
Internal Address:	Trust Center
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 85

Property Type	Number	Word Mark
Serial Number:	73170661	BANDIT
Serial Number:	75591916	BLACKWATER
Serial Number:	75585296	B-ONE
Serial Number:	73715240	CATALINA
Serial Number:	78261676	CONTRAST
Serial Number:	71554569	D DAYTON
Serial Number:	78117059	
Serial Number:	74610900	DRASTIC
Serial Number:	75585293	ENIGMA
Serial Number:	73737971	FIRST BIKES
Serial Number:	78699593	FREE SPIRIT
Serial Number:	78140648	GREEN MACHINE
Serial Number:	75668145	H HUFFY

CH \$2140.00 73170661

Serial Number:	75558590	HEART STYLE
Serial Number:	71594642	HUFFY
Serial Number:	73715722	HUFFY
Serial Number:	75421449	HUFFY
Serial Number:	75772860	HUFFY
Serial Number:	78216343	HUFFY KIDS
Serial Number:	74588301	HUFFY ONE ON ONE
Serial Number:	73720960	HUFFY SPORTS
Serial Number:	74648001	HUFFY SPORTS
Serial Number:	74479896	HUFFY TUFF
Serial Number:	74559967	HUFFY TUFF
Serial Number:	78853755	JUST MY SIZE
Serial Number:	74233132	MAIN STREET
Serial Number:	75809614	MICRO
Serial Number:	78117461	MICRO
Serial Number:	75596158	MOJAVE GULCH
Serial Number:	73411993	OLYMPIA
Serial Number:	73747374	PULSAR
Serial Number:	78609515	ROCK IT
Serial Number:	72076289	ROYCE UNION
Serial Number:	73348163	SANTA FE
Serial Number:	78106527	SAVOY
Serial Number:	78609520	SEA STAR
Serial Number:	78117060	SPINOUT
Serial Number:	74400574	STREET STOCK
Serial Number:	75586429	SUPERCHARGER
Serial Number:	75555544	TANTRUM
Serial Number:	75596159	WARP DRIVE
Serial Number:	78768821	BAY POINTE
Serial Number:	75639014	BUZZ
Serial Number:	74546400	CYCLONE
Serial Number:	75762014	DSX
Serial Number:	76155955	EVADE
Serial Number:	76155953	FUSE
Serial Number:	75586418	HALF TON

Serial Number:	76254947	HUFFY
Serial Number:	76255376	HUFFY
Serial Number:	73676718	HUFFY SLAM JAM
Serial Number:	75555547	LIVE WIRE
Serial Number:	78099124	LOWDOWN
Serial Number:	76111556	MAXX MOUNTAIN
Serial Number:	73718433	MISS ROCKER
Serial Number:	74710678	MTN FURY
Serial Number:	78441203	MUD SLINGER
Serial Number:	75432001	MUDSLUTS
Serial Number:	74653560	POP STAR
Serial Number:	75555542	PRIMUS
Serial Number:	78971070	SAVANNAH
Serial Number:	78441205	SECRET TREASURES
Serial Number:	75582770	SUPER DELUXE
Serial Number:	78441207	SWEET THUNDER
Serial Number:	75555543	THE SPECIAL
Serial Number:	75555962	TL88
Serial Number:	76155954	TRANSIT
Serial Number:	75585295	TWISTER
Serial Number:	76195537	ULTIMA
Serial Number:	75926162	UNION FLYER
Serial Number:	74368287	DR. SHOCK
Serial Number:	77795198	ART IN MOTION
Serial Number:	77714114	BIG DADDY
Serial Number:	77278567	BLACK WIDOW
Serial Number:	77322220	
Serial Number:	77399272	HUFFY
Serial Number:	77397121	HUFFY
Serial Number:	77278560	UNION FLYER
Serial Number:	75405442	AIRBORNE
Serial Number:	75680217	LUCKY STRIKE
Serial Number:	76008065	MISS BEHAVIN
Serial Number:	76254009	THUNDERBOLT
Serial Number:	76185282	THE MANHATTAN PROJECT

Serial Number:	78113953	TORCH
Serial Number:	75680222	ZEPPELIN

CORRESPONDENCE DATA

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ATTORNEY DOCKET NUMBER:	56183462-000002
NAME OF SUBMITTER:	Julia R. Talke
Signature:	/jrt/
Date:	10/13/2009

Total Attachments: 4
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**ASSIGNMENT AND CONFIRMATION OF
SECURITY INTEREST IN U.S. TRADEMARKS**


KNOW ALL MEN BY THESE PRESENTS:

THAT, pursuant to that certain Assignment and Amendment Agreement dated October 13, 2009 by and among CITIC Ka Wah Bank Limited, New York Branch, Huffly Corporation, American Sports Design Company and Huffly Sports Delaware, Inc., on one hand, and United Wheels USA Corporation, on the other hand, **UNITED WHEELS USA CORPORATION**, a Delaware corporation with its registered office at Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, has acquired from **CITIC KA WAH BANK LIMITED, NEW YORK BRANCH**, a Hong Kong banking institution with offices at 410 Park Avenue, New York, New York 10022, a security interest in all of the U.S. trademarks and the goodwill associated therewith, owned by Huffly Corporation, an Ohio corporation with its registered office at 6551 Centerville Business Parkway, Centerville, Ohio 45459, by Huffly Sports Delaware, Inc., a Delaware corporation with its registered office at 6551 Centerville Business Parkway, Centerville, Ohio 45459, and by American Sports Design Company, an Ohio corporation with its registered office at 6551 Centerville Business Parkway, Centerville, Ohio 45459, and which were pledged to CITIC Ka Wah Bank Limited, New York Branch, pursuant to that certain Credit Agreement dated September 26, 2006 and effective as of October 12, 2006 by and between CITIC Ka Wah Bank Limited, New York Branch, and Huffly Corporation. The security interest acquired by UNITED WHEELS USA CORPORATION includes, without limitation the trademark applications and registrations listed on Exhibit A attached hereto and by filing of this instrument with the U.S. Patent and Trademark Office, CITIC KA WAH BANK LIMITED, NEW YORK BRANCH hereby confirms the valid and binding nature of the aforementioned security interest.

CITIC KA WAH BANK LIMITED,
NEW YORK BRANCH


DATED: October 13, 2009

By: 
Name: Stephen Z. Hoi
Title: F.V.P.


Stephen Z. Hoi
F.V.P.

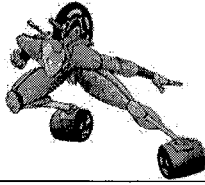
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EXHIBIT A
TRADEMARKS

	Trademark	App. Serial No.	Reg. No.
1.	BANDIT	73170661	1124461
2.	BLACKWATER	75591916	2318658
3.	B-ONE	75585296	2311332
4.	CATALINA	73715240	1507051
5.	CONTRAST	78261676	2892007
6.	D DAYTON	71554569	514533
7.	Design only 	78117059	2978203
8.	DRASTIC	74610900	2037595
9.	ENIGMA	75585293	2306065
10.	FIRST BIKES	73737971	1535193
11.	FREE SPIRIT	78699593	3428244
12.	GREEN MACHINE	78140648	2748984
13.	H HUFFY	75668145	2319496
14.	HEART STYLE	75558590	2311120
15.	HUFFY	71594642	540150
16.	HUFFY	73715722	1563004
17.	HUFFY	75421449	2336612
18.	HUFFY	75772860	2352005
19.	HUFFY KIDS	78216343	2855284
20.	HUFFY ONE ON ONE	74588301	2010783
21.	HUFFY SPORTS	73720960	1516528
22.	HUFFY SPORTS	74648001	2018352
23.	HUFFY TUFF	74479896	1930283
24.	HUFFY TUFF	74559967	1915193
25.	JUST MY SIZE	78853755	3267963
26.	MAIN STREET	74233132	1771326
27.	MICRO	75809614	2435957
28.	MICRO	78117461	2729179
29.	MOJAVE GULCH	75596158	2370195
30.	OLYMPIA	73411993	1393948
31.	PULSAR	73747374	1603622
32.	ROCK IT	78609515	3079474
33.	ROYCE UNION	72076289	695557

	Trademark	App. Serial No.	Reg. No.
34.	SANTA FE	73348163	1219055
35.	SAVOY	78106527	2764181
36.	SEA STAR	78609520	3079475
37.	SPINOUT	78117060	2751432
38.	STREET STOCK	74400574	1828217
39.	SUPERCHARGER	75586429	2316097
40.	TANTRUM	75555544	2480363
41.	WARP DRIVE	75596159	2311472
42.	BAY POINTE	78768821	Abandoned
43.	BUZZ	75639014	2451676 - Cancelled
44.	CYCLONE	74546400	1977281 - Cancelled
45.	DSX	75762014	2464474 - Cancelled
46.	EVADE	76155955	2498313 - Cancelled
47.	FUSE	76155953	2498311 - Cancelled
48.	HALF TON	75586418	2501215 - Cancelled
49.	HUFFY	76254947	2637099 - Cancelled
50.	HUFFY	76255376	2647035 - Cancelled
51.	HUFFY SLAM JAM	73676718	1492371 - Cancelled
52.	LIVE WIRE	75555547	2553058 - Cancelled
53.	LOWDOWN	78099124	2659652 - Cancelled
54.	MAXX MOUNTAIN	76111556	2575453 - Cancelled
55.	MISS ROCKER	73718433	1520777 - Cancelled
56.	MTN FURY	74710678	1995304 - Cancelled
57.	MUD SLINGER	78441203	Abandoned
58.	MUDSLUTS	75432001	2242710 - Cancelled
59.	POP STAR	74653560	2007182 - Cancelled
60.	PRIMUS	75555542	2457857 - Cancelled
61.	SAVANNAH	78971070	Abandoned
62.	SECRET TREASURES	78441205	Abandoned
63.	SUPER DELUXE	75582770	2401331 - Cancelled
64.	SWEET THUNDER	78441207	Abandoned
65.	THE SPECIAL	75555543	2527883 - Cancelled
66.	TL88	75555962	2488143 - Cancelled
67.	TRANSIT	76155954	2498312 - Cancelled
68.	TWISTER	75585295	2590169 - Cancelled
69.	ULTIMA	76195537	2602610 - Cancelled
70.	UNION FLYER	75926162	2491481 - Cancelled

	Trademark	App. Serial No.	Reg. No.
1.	DR. SHOCK	74368287	1854129

	Trademark	App. Serial No.	Reg. No.
1.	ART IN MOTION	77795198	
2.	BIG DADDY	77714114	
3.	BLACK WIDOW	77278567	
4.	Design only 	77322220	3623874
5.	HUFFY	77399272	
6.	HUFFY	77397121	
7.	UNION FLYER	77278560	

**Subsisting Trademark Properties in the Name of:
American Sports Design Company**

	Trademark	App. Serial No.	Reg. No.
1.	AIRBORNE	75405442	2295083
2.	LUCKY STRIKE	75680217	2440007
3.	MISS BEHAVIN	76008065	2437041
4.	THUNDERBOLT	76254009	2730072
5.	THE MANHATTAN PROJECT	76185282	2707651
6.	TORCH	78113953	2739146
7.	ZEPPELIN	75680222	2361882