

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/21/2007

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Sun Components, Inc.		12/18/2007	CORPORATION: INDIANA

**RECEIVING PARTY DATA**

Name:	Hayes Bicycle Group, Inc.
Street Address:	5800 West Donges Bay Road
City:	Mequon
State/Country:	WISCONSIN
Postal Code:	53092
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 3**

Property Type	Number	Word Mark
Registration Number:	1401109	W
Registration Number:	2314550	DUALGRIP
Registration Number:	2922907	WHEELSMITH

**CORRESPONDENCE DATA**

Fax Number: (414)978-8675  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 414 277 5675  
 Email: marta.levine@quarles.com  
 Correspondent Name: Marta S. Levine  
 Address Line 1: Quarles & Brady LLP  
 Address Line 2: 411 East Wisconsin Avenue  
 Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 630027.00255

**900154397**

**TRADEMARK  
 REEL: 004147 FRAME: 0040**

**CH \$90.00 1401109**

NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	02/10/2010
<b>Total Attachments: 3</b> source=CertifiedCopyMergerSunComponentsHayesBicycleGroupInc#page1.tif source=CertifiedCopyMergerSunComponentsHayesBicycleGroupInc#page2.tif source=CertifiedCopyMergerSunComponentsHayesBicycleGroupInc#page3.tif	

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "HAYES BICYCLE GROUP, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE FOURTH DAY OF MAY, A.D. 2005, AT 1:51 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "MEQUON BIKE, INC." TO "HAYES BICYCLE GROUP, INC.", FILED THE TWENTY-FOURTH DAY OF MAY, A.D. 2005, AT 1:48 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:02 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2007, AT 11:59 O'CLOCK P.M.


AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "HAYES BICYCLE GROUP, INC.".

3961469 8100H

091146833

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7728338

DATE: 12-29-09

TRADEMARK  
REEL: 004147 FRAME: 0042

DELAWARE CERTIFICATE OF MERGER  
of  
SUN COMPONENTS, INC.  
with and into  
HAYES BICYCLE GROUP, INC.

Pursuant to Title 8, Section 252(c) of the Delaware General Corporation Law, the undersigned Corporation executed the following Certificate of Merger:

1. The Constituent Corporations:

Hayes Bicycle Group, Inc., a Delaware corporation, is the Surviving Corporation.

Sun Components, Inc., an Indiana corporation, is the Merging Corporation.

2. Agreement of Merger.

An Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by the Constituent Corporations in accordance with Section 252(c) of the Delaware General Corporation Law and, in the case of the Merging Corporation, in accordance with the laws of the State of Indiana.

3. Surviving Corporation.

The name of the Surviving Corporation is Hayes Bicycle Group, Inc., a Delaware corporation.

4. Effective Date.

This Certificate of Merger shall be effective on December 31, 2007 at 11:59 p.m.

5. Certificate of Incorporation.

The Certificate of Incorporation of the Surviving Corporation shall continue to be its Certificate of Incorporation after the merger.

6. Agreement of Merger on File.

The executed Agreement of Merger is on file at the place of business of the Surviving Corporation, located at 5800 West Donges Bay Road, Mequon, WI 53092.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:02 AM 12/21/2007  
FILED 11:02 AM 12/21/2007  
SRV 071352702 - 3961469 FILE

7. Copy of Agreement of Merger Available

A copy of the Agreement of Merger will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of the Constituent Corporations.

8. Authorized Capital Stock of Each Constituent Corporation Which is Not A Delaware Corporation

Immediately prior to the merger, the authorized capital stock of Sun Components, Inc., an Indiana corporation, was 10,000 shares of a single class designated as "Common Stock," having no par value, of which 100 were issued and outstanding.

IN WITNESS WHEREOF, said Surviving Corporation has caused this certificate to be signed by an authorized person, as of December 18, 2007.

HAYES BICYCLE GROUP, INC.

By: 

Rand McNally, President

Please return to: James R. Lowe  
Whyte Hirschboeck Dudek S.C.  
555 East Wells Street  
Suite 1900  
Milwaukee, Wisconsin 53202-3819  
(414) 273-2100  
jlowe@whdlaw.com

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