

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Hayes Bicycle Group, Inc.		05/03/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	M&I Marshall & Ilsley Bank
Street Address:	770 North Water Street
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
Entity Type:	Banking Corporation: WISCONSIN

PROPERTY NUMBERS Total: 32

Property Type	Number	Word Mark
Serial Number:	78960926	H
Serial Number:	78960904	H HAYES BICYCLE GROUP
Serial Number:	77811435	TPC
Registration Number:	1194279	SUN
Registration Number:	1205128	SUN
Registration Number:	1401109	W
Registration Number:	1753800	RINGLE
Registration Number:	1764635	MANITOU
Registration Number:	1768572	HYPERLITE
Registration Number:	2009670	SUN RIMS
Registration Number:	2073318	MANITOU
Registration Number:	2181639	TWIN PISTON CHAMBER
Registration Number:	2312256	DISC BRAKES HAYES
Registration Number:	2339319	HAYES

CH \$815.00 78960926

Registration Number:	2339320	
Registration Number:	2343931	DISC BRAKES HAYES
Registration Number:	2394239	MRD
Registration Number:	2425060	SUN RINGLE
Registration Number:	2432569	SUN RINGLE
Registration Number:	2772034	DORADO
Registration Number:	2819487	MANITOU
Registration Number:	2888513	M MANITOU
Registration Number:	2922907	WHEELSMITH
Registration Number:	3029746	M MANITOU
Registration Number:	3029747	M MANITOU
Registration Number:	3168646	HAYES
Registration Number:	3168792	EC
Registration Number:	3472168	S SUN
Registration Number:	3472169	S
Registration Number:	3507616	SUNRINGLE
Registration Number:	3507617	SUN RINGLE
Registration Number:	3599015	STROKER

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
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Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER:	630027.00255
NAME OF SUBMITTER:	Marta S. Levine
Signature:	/MartaLevine/
Date:	05/13/2010

Total Attachments: 7
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CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Confirmatory Grant") is made effective as of the 3rd day of May, 2010 by and from Hayes Bicycle Group, Inc. (the "Grantor"), a Delaware corporation, whose principal address is 5800 West Donges Bay Road, Mequon, Wisconsin 53092, to and in favor of M&I MARSHALL & ILSLEY BANK, for itself and as Agent for the Lenders (as defined in the Security Agreement referenced below) (M&I Marshall & Ilsley Bank, for itself and as Agent for the Lenders, is hereinafter referred to as the "Grantee").

WHEREAS, Grantor and Grantee have entered into a Security Agreement dated June 10, 2005, as amended by Amendment No. 1 to Security Agreements dated of even date herewith (as further amended from time to time, the "Security Agreement").

WHEREAS, the Grantor has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered or pending registration with the United States Patent and Trademark Office.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

- 1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.
- 2) The Security Interest.
 - (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations of Grantor and the other Borrowers (as defined in the Security Agreement), pursuant to the Security Agreement. Upon the payment in full of all Obligations, Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to Grantor an instrument in writing releasing the security interest in the Trademarks acquired under this Confirmatory Grant.

- (b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Trademarks set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Trademarks, (3) the goodwill of the businesses with which the Trademarks are associated, and (4) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the above-indicated date.

Hayes Bicycle Group, Inc.

By: 

Name: ROD FOSTER






Title: CEO, Secretary and
Treasurer

Signature Page for Grant of
Security Interest in United States Trademarks - Hayes Bicycle





CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
Exhibit A - SCHEDULE OF TRADEMARKS

Attached

**Schedule of U.S. Intellectual Property
Hayes Bicycle Group, Inc.**

U.S. Trademarks Hayes Bicycle Group, Inc.	Reg. (App.) No.	Issue (Filing) Date
H Stylized Letters 	(78960926)	(August 25, 2006)
H HAYES BICYCLE GROUP Stylized Letters 	(78960904)	(August 25, 2006)
TPC	(77811435)	(August 24, 2009)
SUN and Design 	1194279	April 27, 1982
SUN	1205128	August 17, 1982
W and Design 	1401109	July 15, 1986
RINGLE Stylized Letters Ringle	1753800	February 23, 1993
MANITOU	1764635	April 13, 1993
HYPERLITE and Design HYPERLITE	1768572	May 4, 1993
SUN RIMS and Design 	2009670	October 22, 1996
MANITOU	2073318	June 24, 1997
TWIN PISTON CHAMBER	2181639	August 11, 1998

U.S. Trademarks Hayes Bicycle Group, Inc.	Reg. (App.) No.	Issue (Filing) Date
DISC BRAKES HAYES and Design 	2312256	January 25, 2000
HAYES	2339319	April 4, 2000
Design Only 	2339320	April 4, 2000
DISC BRAKES HAYES and Design 	2343931	April 18, 2000
MRD	2394239	October 10, 2000
SUN RINGLE	2425060	January 30, 2001
SUN RINGLE	2432569	March 6, 2001
DORADO	2772034	October 7, 2003
MANITOU	2819487	March 2, 2004
M MANITOU Vertical Design 	2888513	September 28, 2004
WHEELSMITH	2922907	February 1, 2005
M MANITOU Design 	3029746	December 13, 2005
M MANITOU Vertical Design 	3029747	December 13, 2005
HAYES	3168646	November 7, 2006
EC and Design 	3168792	November 7, 2006

U.S. Trademarks Hayes Bicycle Group, Inc.	Reg. (App.) No.	Issue (Filing) Date
S SUN and Design 	3472168	July 22, 2008
S and Design 	3472169	July 22, 2008
SUNRINGLE and Design 	3507616	September 30, 2008
SUN RINGLE and Design 	3507617	September 30, 2008
STROKER	3599015	March 31, 2009