

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
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SUBMISSION TYPE:	CORRECTIVE ASSIGNMENT		
NATURE OF CONVEYANCE:	Corrective Assignment to correct the lenders' identification in the previous filing and indicate the refinancing of the obligation previously recorded on Reel 004205 Frame 0401. Assignor(s) hereby confirms the grant of security interest in trademarks.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
HB Performance Systems, Inc.		05/20/2011	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: 7			
Property Type	Number	Word Mark	
Serial Number:	77176650	HB AFTERMARKET PRODUCTS	
Serial Number:	77176634	HB CUSTOM PRODUCTS	
Registration Number:	2755494	HAYES BRAKE LLC HB	
Registration Number:	3342801	HBPSI	
Registration Number:	3429291	HB PERFORMANCE SYSTEMS	
Registration Number:	3661270	HB	
Registration Number:	3673080	HB PERFORMANCE SYSTEMS	
CORRESPONDENCE DATA			
Fax Number:	(414)978-8675		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	414 277 5675		
Email:	marta.levine@quarles.com		
Correspondent Name:	Marta S. Levine		

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TRADEMARK  
 REEL: 004556 FRAME: 0068

CH \$190.00 77176650

Address Line 1: Quarles & Brady LLP  
Address Line 2: 411 East Wisconsin Avenue  
Address Line 4: Milwaukee, WISCONSIN 53202

ATTORNEY DOCKET NUMBER: 630027.00321

NAME OF SUBMITTER: Marta S. Levine

Signature: /MartaLevine/

Date: 06/07/2011

**Total Attachments: 4**

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AMENDMENT TO CONFIRMATORY GRANT OF SECURITY INTEREST  
IN UNITED STATES TRADEMARKS

THIS AMENDMENT TO CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (the "Amendment") is made effective as of the 20th day of May, 2011 by and from HB PERFORMANCE SYSTEMS, 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 previously entered into a Security Agreement dated June 10, 2005, as amended by Amendment No. 1 to Security Agreements dated as of May 3, 2010 (the "Prior Security Agreement").

WHEREAS, in connection with the Prior Security Agreement, Grantor previously executed and delivered to Grantee a Confirmatory Grant of Security Interest in United States Trademarks dated as of May 3, 2010 (the "Confirmatory Grant"), which was recorded in the United States Patent and Trademark Office on May 13, 2010 at Reel 004205, Frame 0401 related to the property described in Exhibit A hereto.

WHEREAS, on the date hereof the debt and other obligations secured by the Prior Security Agreement has been refinanced and, in connection with such refinancing, Grantor and Grantee have entered into that certain Security Agreement dated as of the date hereof, by and among HB HK Holdings, Inc., Hayes Bicycle Group, Inc., HB Specialty Products Group, Inc., HB Powersports Group, Inc., Grantor and Grantee (such Security Agreement, as it may from time to time be amended, amended and restated, or replaced, whether in connection with the refinancing or modification of the debt and other obligations secured thereby or otherwise, is hereinafter referred to as the "New Security Agreement").

WHEREAS, Grantor has executed and delivered this Amendment in conjunction with the security interest granted to Grantee under the New Security Agreement. The rights and remedies of Grantee with respect to the security interest granted in the Confirmatory Grant, as amended by this Amendment, are without prejudice to and are in addition to those set forth in the New Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of the Confirmatory Grant, as amended by this Amendment, are deemed to conflict with the New Security Agreement, the provisions of the New 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) References to "Security Agreement". All references in the Confirmatory Grant to the "Security Agreement" shall mean the New Security Agreement.

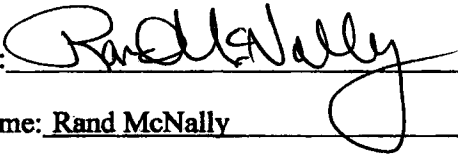
2) Amendment of Section 2(a). The word "Borrowers" in the first sentence of Section 2(a) of the Confirmatory Grant is hereby deleted and replaced with the word "Debtors."

3) Other Terms. Except as may be otherwise specifically set forth herein, all other provisions of the Confirmatory Grant shall remain unmodified and in full force and effect.

(signature page follows)

IN WITNESS WHEREOF, Grantor has executed this document effective as of the above-indicated date.




HB PERFORMANCE SYSTEMS, INC.

By:   
Name: Rand McNally  
Title: President and CEO

United States Trademarks - HB Performance Systems, Inc.

EXHIBIT A

Schedule of U.S. Intellectual Property  
HB Performance Systems, Inc.

U.S. Trademarks HB Performance Systems, Inc.	Reg. (App.) No.	Issue (Filing) Date
HB AFTERMARKET PRODUCTS	(77176650)	(April 22, 2008)
HB CUSTOM PRODUCTS	(77176634)	(May 9, 2007)
HAYES BRAKE LLC HB and Design 	2755494	August 26, 2003 *
HBPSI	3342801	November 27, 2007
HB PERFORMANCE SYSTEMS and Design 	3429291	May 20, 2008
HB and Design 	3661270	July 28, 2009
HB PERFORMANCE SYSTEMS	3673080	August 25, 2009

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