

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

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 0420. Assignor(s) hereby confirms the grant of security interest in trademarks.		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Hayes Bicycle Group, 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: 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	

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Registration Number:	2312256	DISC BRAKES HAYES
Registration Number:	2339319	HAYES
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
 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: 6
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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 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 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 0420 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., Grantor, HB Specialty Products Group, Inc., HB Powersports Group, Inc., HB Performance Systems, Inc. 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.

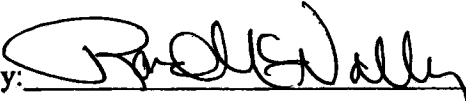
2) Amendment of Section 2(a). The word "Borrowers" in the first sentence of Section 2(a) of the Confirmatory Grant is hereby deleted and replaced with the word "Debtors."

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.

HAYES BICYCLE GROUP, INC.






By: 
Name: Rand McNally
Title: President and CEO



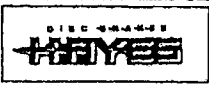




United States Trademarks - Hayes Bicycle Group, Inc.





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EXHIBIT A

**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 MANTOU 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