

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
MotorcycleUSA.com, Inc.		07/23/2004	CORPORATION: OREGON
RECEIVING PARTY DATA			
Name:	Motorcycle USA, LLC		
Street Address:	1575 E. McAndrews Rd., Suite 100		
City:	Medford		
State/Country:	OREGON		
Postal Code:	97504		
Entity Type:	LIMITED LIABILITY COMPANY: OREGON		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2794846	MOTORCYCLEUSA.COM	
CORRESPONDENCE DATA			
Fax Number:	(503)972-3873		
Phone:	503-221-1440		
Email:	lisa.gabel@tonkon.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Tonkon Torp LLP		
Address Line 1:	888 SW Fifth Avenue		
Address Line 2:	1600 Pioneer Tower		
Address Line 4:	Portland, OREGON 97204		
ATTORNEY DOCKET NUMBER:	MOTORCYCLEUSA.COM		
NAME OF SUBMITTER:	Christopher D. Erickson		
Signature:	/Christopher D. Erickson/		

Date:

02/06/2012

Total Attachments: 3

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Phone: (503) 595-5555  
Fax: (503) 579-4551  
Secretary of State  
Corporation Division  
250 Capitol St. NE, Suite 104  
Salem, OR 97310-1357  
FileHighOregon.com

## Articles of Conversion—Business Entities

FILED

JUL 23 2004

OREGON  
SECRETARY OF STATERegistration Number: **743847-86**

In accordance with Oregon Revised Statute 122.410-122.450, the information on this application is public record.  
We must release this information to all parties upon request and it will be posted on our website.

For other use only

Please Type or Print Legibly in Block Ink.

## 1) NAME OF BUSINESS ENTITY PRIOR TO CONVERSION

Motorcycle USA.com, Inc.

## 2) TYPE OF BUSINESS ENTITY PRIOR TO CONVERSION

Corporation

## 3) NAME OF BUSINESS ENTITY AFTER CONVERSION

Motorcycle USA, LLC

## 4) TYPE OF BUSINESS ENTITY AFTER CONVERSION

Limited liability company5) ☒ A COPY OF THE PLAN OF CONVERSION IS ATTACHED.

## 6) PROVIDE ADDITIONAL INFORMATION REQUIRED FOR NEW ENTITY TYPE

See attached Plan of Conversion7) EXECUTION  
Signature

Printed Name

Donald M. Becklin

Title

President

## 8) CONTACT NAME (To resolve questions with this filing)

Darcy M. Norville

DAYTIME PHONE NUMBER (Please give code)

(503) 802-2036

## FEES

Required Filing Fee \$50  
Certificate Copy (Optional) \$5  
Processing Fees are non-refundable.

Please make check payable to  
Corporation Division.

NOTE:  
Fees may be paid with VISA or  
MasterCard. The card number and  
expiration date should be submitted  
on a separate sheet for your  
reference.

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*Adm*  
*7/23*

MOTORCYCLE USA, LLC



74384786-7242626

CNV

TRADEMARK  
REEL: 004711 FRAME: 0308

## PLAN OF CONVERSION

1. **Pre-conversion Entity.** The business entity prior to conversion is MotorcycleUSA.com, Inc., an Oregon corporation (the "Corporation").

2. **Post-conversion Entity.** The business entity after conversion is Motorcycle USA, LLC, an Oregon limited liability company (the "Company").

3. **Terms and Conditions.** The terms and conditions of the conversion are as set forth in this Plan of Conversion. The conversion will have the force and effect set forth in Sections 60.478 and 63.479 of the Oregon Revised Statutes.

4. **Effective Date.** The conversion will become effective as of 11:59 p.m. on July 23, 2004, the date the Articles of Conversion of the Corporation are filed with the Oregon Secretary of State (the "Effective Date").

5. **Conversion of Shares.** Each share of the Corporation that is outstanding immediately before the Effective Date (collectively, the "Shares") will without further action be converted on the Effective Date into one unit of ownership in the Company.

6. **Company Organization Matters.**

(a) The name of the Company's initial registered agent and the address of the Company's initial registered office is:

TT Administrative Services, LLC  
888 SW Fifth Avenue, Suite 1600  
Portland, Oregon 97204

97504. (b) The Company's mailing address is 1904 Sky Park Drive, Medford, Oregon

(c) The Company will be managed by a manager or managers.

(d) The Company's duration will be perpetual.

(e) The name and address of the Company's organizer are:

Darcy M. Norville  
888 SW Fifth Avenue, Suite 1600  
Portland, Oregon 97204

Managers:

Donald M. Becklin  
1904 Sky Park Dr.  
Medford, OR 97504

Dennis M. Becklin  
1904 Sky Park Dr.  
Medford, OR 97504

Kenneth Hutchison  
1904 Sky Park Dr.  
Medford, OR 97504

Ted Bennett  
1904 Sky Park Dr.  
Medford, OR 97504

743847-86

(f) The Company will indemnify to the fullest extent permitted by law any person who is made or threatened to be made a party to, witness in, or otherwise involved in, any action, suit or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Company) by reason of the fact that the person (i) is or was a manager of the Company, (ii) was a director, officer or shareholder of the Corporation, (iii) is or was a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to any employee benefit plan of the Company, or (iv) serves or served at the request of the Company as a director, officer, manager or as a fiduciary of an employee benefit plan, corporation, limited liability company, partnership, joint venture, trust, or other enterprise. No indemnification provided pursuant to this section will be exclusive of any rights to which the person indemnified may be entitled under any provision of this plan of conversion, articles of conversion, the Company's operating agreement, or under any other agreement, statute, policy of insurance, vote of shareholders or board of directors or otherwise.

(g) To the fullest extent permitted by law, no manager of the Company will be personally liable to the Company or its members for monetary damages for conduct as a manager. Neither the amendment or repeal of this section, nor the adoption of any provision inconsistent with this section will adversely affect any right or protection of a manager based upon this section and existing at the time of such amendment or repeal. Without limiting the generality of the preceding, if the Oregon Revised Statutes are amended after this section becomes effective to authorize action further eliminating or limiting the personal liability of the Company's managers, then the liability of the Company's managers will be eliminated or limited to the fullest extent permitted by the Oregon Revised Statutes, as so amended. No change in the law will reduce or eliminate the rights set forth in this section unless the change in the law specifically requires the reduction or elimination of rights.

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