

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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|------------------------------|----------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | MERGER |
| EFFECTIVE DATE: | 10/26/2012 |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|-------------------|----------|----------------|-------------------------------------|
| H-D Michigan, LLC | | 10/26/2012 | LIMITED LIABILITY COMPANY: MICHIGAN |

RECEIVING PARTY DATA

| | |
|------------------------|--------------------------------------|
| Name: | H-D U.S.A., LLC |
| Street Address: | 3700 West Juneau Avenue |
| City: | Milwaukee |
| State/Country: | WISCONSIN |
| Postal Code: | 53208 |
| Entity Type: | LIMITED LIABILITY COMPANY: WISCONSIN |

PROPERTY NUMBERS Total: 292

| Property Type | Number | Word Mark |
|----------------------|--------|-----------------|
| Registration Number: | 507163 | HARLEY-DAVIDSON |
| Registration Number: | 508160 | HARLEY-DAVIDSON |
| Registration Number: | 508942 | HARLEY-DAVIDSON |
| Registration Number: | 518062 | HARLEY-DAVIDSON |
| Registration Number: | 519875 | HARLEY-DAVIDSON |
| Registration Number: | 522500 | HARLEY-DAVIDSON |
| Registration Number: | 522501 | HARLEY-DAVIDSON |
| Registration Number: | 526750 | HARLEY-DAVIDSON |
| Registration Number: | 539805 | HARLEY-DAVIDSON |
| Registration Number: | 799442 | ELECTRA GLIDE |
| Registration Number: | 879827 | TOUR-PAK |
| Registration Number: | 912532 | SPORTSTER |

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|----------------------|---------|-------------------------------|
| Registration Number: | 947170 | HARLEY-DAVIDSON |
| Registration Number: | 1078871 | HARLEY-DAVIDSON |
| Registration Number: | 1161806 | WIDE GLIDE |
| Registration Number: | 1205380 | MOTOR HARLEY-DAVIDSON COMPANY |
| Registration Number: | 1219955 | HARLEY-DAVIDSON |
| Registration Number: | 1223355 | HARLEY-DAVIDSON |
| Registration Number: | 1224868 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1230734 | HARLEY-DAVIDSON |
| Registration Number: | 1234404 | HARLEY-DAVIDSON |
| Registration Number: | 1239313 | H-D |
| Registration Number: | 1255091 | HARLEY-DAVIDSON |
| Registration Number: | 1260886 | STURGIS |
| Registration Number: | 1263936 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1311457 | HARLEY-DAVIDSON |
| Registration Number: | 1311460 | HARLEY-DAVIDSON |
| Registration Number: | 1315672 | SUPER GLIDE |
| Registration Number: | 1316538 | HARLEY-DAVIDSON MOTOR COMPANY |
| Registration Number: | 1316576 | EAGLE IRON |
| Registration Number: | 1317592 | H-D |
| Registration Number: | 1344224 | SOFTAIL |
| Registration Number: | 1345492 | SCREAMIN' EAGLE |
| Registration Number: | 1352679 | HARLEY |
| Registration Number: | 1387456 | SPORT GLIDE |
| Registration Number: | 1406876 | HARLEY |
| Registration Number: | 1432866 | SOFTAIL |
| Registration Number: | 1434821 | WILLIE G |
| Registration Number: | 1436034 | LADIES OF HARLEY |
| Registration Number: | 1450348 | HARLEY-DAVIDSON |
| Registration Number: | 1455825 | HARLEY OWNERS GROUP |
| Registration Number: | 1455826 | HOG HARLEY OWNERS GROUP |
| Registration Number: | 1458778 | H.O.G. |
| Registration Number: | 1459152 | EVOLUTION |
| Registration Number: | 1465034 | BUELL |
| Registration Number: | 1471644 | HARLEY-DAVIDSON |
| Registration Number: | 1477667 | HOG TALES |

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|----------------------|---------|-------------------------------|
| | 1490127 | HD |
| Registration Number: | 1510786 | HARLEY-DAVIDSON |
| Registration Number: | 1511060 | |
| Registration Number: | 1524329 | HD |
| Registration Number: | 1531875 | HERITAGE SOFTAIL |
| Registration Number: | 1534200 | HOG |
| Registration Number: | 1534449 | HD |
| Registration Number: | 1542425 | FAT BOB |
| Registration Number: | 1564334 | LOW RIDER |
| Registration Number: | 1571032 | MOTOR HARLEY-DAVIDSON CLOTHES |
| Registration Number: | 1590042 | HARLEY-DAVIDSON |
| Registration Number: | 1594104 | FAT BOY |
| Registration Number: | 1594879 | HARLEY-DAVIDSON |
| Registration Number: | 1596518 | H D |
| Registration Number: | 1597427 | HD |
| Registration Number: | 1602474 | HARLEY-DAVIDSON |
| Registration Number: | 1603741 | HARLEY-DAVIDSON |
| Registration Number: | 1606282 | HARLEY-DAVIDSON |
| Registration Number: | 1610377 | HARLEY-DAVIDSON |
| Registration Number: | 1610396 | HARLEY-DAVIDSON |
| Registration Number: | 1611159 | ULTRA CLASSIC |
| Registration Number: | 1621383 | HARLEY-DAVIDSON |
| Registration Number: | 1640258 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1654280 | HD |
| Registration Number: | 1660539 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1683455 | HARLEY |
| Registration Number: | 1688264 | HARLEY-DAVIDSON USA |
| Registration Number: | 1692178 | MOTOR HARLEY-DAVIDSON CYCLES |
| Registration Number: | 1708362 | HARLEY |
| Registration Number: | 1708418 | HARLEY-DAVIDSON |
| Registration Number: | 1710643 | HOG LADIES OF HARLEY |
| Registration Number: | 1710653 | HOG HARLEY OWNERS GROUP |
| Registration Number: | 1711882 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1714559 | HD |
| Registration Number: | 1716992 | HOG |

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|----------------------|---------|---------------------------------------|
| | 1716993 | HARLEY-DAVIDSON |
| Registration Number: | 1725918 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 1735699 | HD |
| Registration Number: | 1741456 | |
| Registration Number: | 1775905 | H-D |
| Registration Number: | 1793137 | HARLEY OWNERS GROUP |
| Registration Number: | 1810475 | HOG |
| Registration Number: | 1870474 | ROAD KING |
| Registration Number: | 1913992 | |
| Registration Number: | 1924572 | ALUMINATOR |
| Registration Number: | 1928870 | TALON |
| Registration Number: | 1933724 | BADLANDER |
| Registration Number: | 1940070 | THE LEGEND ROLLS ON |
| Registration Number: | 1953335 | LOW RIDER |
| Registration Number: | 1953337 | SPORT GLIDE |
| Registration Number: | 1953342 | SCREAMIN' EAGLE CHILI |
| Registration Number: | 1953343 | SPORTSTER |
| Registration Number: | 1953344 | DYNA |
| Registration Number: | 1956267 | DRESSER |
| Registration Number: | 1956269 | PANHEAD |
| Registration Number: | 1957763 | ROAD KING |
| Registration Number: | 1958775 | HOG CLUB |
| Registration Number: | 1959099 | STURGIS |
| Registration Number: | 1963161 | EVOLUTION |
| Registration Number: | 1963171 | STURGIS |
| Registration Number: | 1995035 | SOFT GLIDE |
| Registration Number: | 2009573 | MILWAUKEE |
| Registration Number: | 2011337 | HARLEY DAVIDSON CAFE |
| Registration Number: | 2021686 | HERITAGE |
| Registration Number: | 2024190 | H-D |
| Registration Number: | 2031564 | V-TWIN |
| Registration Number: | 2042130 | HD |
| Registration Number: | 2067604 | LIGHTNING |
| Registration Number: | 2071422 | HARLEY-DAVIDSON CUSTOM AMERICAN BLEND |
| Registration Number: | 2084703 | HOG LADIES OF HARLEY |

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|----------------------|---------|--|
| | 2098299 | HERITAGE SPRINGER |
| Registration Number: | 2113565 | BUELL |
| Registration Number: | 2118685 | HARLEY HOG |
| Registration Number: | 2118687 | HARLEY |
| Registration Number: | 2120748 | HARLEY |
| Registration Number: | 2143093 | HARLEY OWNERS GROUP |
| Registration Number: | 2205489 | FXRG |
| Registration Number: | 2212815 | ROAD ZEPPELIN |
| Registration Number: | 2221687 | HARLEY-DAVIDSON.COM |
| Registration Number: | 2226972 | DIAMOND BACK |
| Registration Number: | 2230532 | HARLEY DAVIDSON MOTOR CYCLES POLICE 1 |
| Registration Number: | 2250283 | ROAD GLIDE |
| Registration Number: | 2267283 | HARLEY-DAVIDSON |
| Registration Number: | 2281489 | HARLEY-DAVIDSON |
| Registration Number: | 2305867 | HOG HARLEY OWNERS GROUP |
| Registration Number: | 2309928 | SUNWASH |
| Registration Number: | 2315877 | HD |
| Registration Number: | 2325715 | HARLEY-DAVIDSON |
| Registration Number: | 2328061 | HARLEY-DAVIDSON USA |
| Registration Number: | 2344680 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 2351324 | PROFILE |
| Registration Number: | 2376674 | |
| Registration Number: | 2386246 | HOG TIES |
| Registration Number: | 2386959 | STREET STALKER |
| Registration Number: | 2403456 | PROTECTING THE EXPERIENCE |
| Registration Number: | 2406156 | HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND |
| Registration Number: | 2444763 | H-DNET.COM |
| Registration Number: | 2496088 | HARLEY-DAVIDSON |
| Registration Number: | 2530093 | FXRG |
| Registration Number: | 2534583 | RIDER'S EDGE |
| Registration Number: | 2535179 | TWIN CAM 88 |
| Registration Number: | 2546583 | HARLEY-DAVIDSON AUTHORIZED RENTALS |
| Registration Number: | 2602506 | V-ROD |
| Registration Number: | 2657252 | FIREBOLT |

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| Registration Number: | 2660205 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 2675384 | LIFE STARTS AT THE EDGE |
| Registration Number: | 2817659 | MOTORCLOTHES |
| Registration Number: | 2834098 | MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1 |
| Registration Number: | 2834099 | MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1 |
| Registration Number: | 2834100 | MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1 |
| Registration Number: | 2834717 | REVOLUTION |
| Registration Number: | 2835864 | TALON2 |
| Registration Number: | 2868754 | MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER |
| Registration Number: | 2868755 | MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER |
| Registration Number: | 2868756 | MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER |
| Registration Number: | 2869571 | DETONATOR |
| Registration Number: | 2873756 | MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER |
| Registration Number: | 2892609 | |
| Registration Number: | 2921245 | HARLEY-DAVIDSON |
| Registration Number: | 2938208 | DEALLINK |
| Registration Number: | 2966933 | ROAD KING |
| Registration Number: | 2970310 | SYN3 |
| Registration Number: | 2973501 | 1 HARLEY-DAVIDSON |
| Registration Number: | 2979002 | 1 HARLEY-DAVIDSON |
| Registration Number: | 3012264 | REACH |
| Registration Number: | 3014141 | BRAWLER |
| Registration Number: | 3015217 | HOG |
| Registration Number: | 3018481 | 1 HARLEY DAVIDSON |
| Registration Number: | 3022069 | RALLYRUNNER |
| Registration Number: | 3037770 | HARLEY-DAVIDSON |
| Registration Number: | 3040225 | C.U.S.T.O.M. |
| Registration Number: | 3040628 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3040629 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3044788 | SPORTSTER |
| Registration Number: | 3046197 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3051722 | TALLBOY |
| Registration Number: | 3054502 | HARLEY CHROME |
| Registration Number: | 3058720 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3065215 | HARLEY-DAVIDSON MOTORCYCLES |

TRADEMARK

REEL: 004905 FRAME: 0665

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| | 3074276 | 1 HARLEY-DAVIDSON |
| Registration Number: | 3082869 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3082870 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3089507 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3092323 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3097410 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3098916 | ULYSSES |
| Registration Number: | 3099073 | STRIPPER |
| Registration Number: | 3101990 | SUN RAY |
| Registration Number: | 3108661 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3110597 | STREET BOB |
| Registration Number: | 3121492 | ULYSSES |
| Registration Number: | 3127701 | SIDEKICK |
| Registration Number: | 3155818 | DYNA |
| Registration Number: | 3166914 | CUSTOM COVERAGE |
| Registration Number: | 3185946 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3199679 | NIGHT ROD |
| Registration Number: | 3215275 | HARLEY-DAVIDSON DEALER EXCHANGE |
| Registration Number: | 3252987 | CHROME COMING |
| Registration Number: | 3265923 | STREET GLIDE |
| Registration Number: | 3284396 | ROAD FOOD |
| Registration Number: | 3284962 | HARLEY |
| Registration Number: | 3291620 | HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS. |
| Registration Number: | 3296168 | H.O.G. |
| Registration Number: | 3304863 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3304864 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3305358 | I AM NOT A BACKREST |
| Registration Number: | 3305359 | I AM NOT A BACKREST |
| Registration Number: | 3305360 | I AM NOT A BACKREST |
| Registration Number: | 3305361 | I AM NOT A BACKREST |
| Registration Number: | 3319257 | FUEL FOR THE WIDE-OPEN ROAD |
| Registration Number: | 3333266 | HARLEY-DAVIDSON UNIVERSITY |
| Registration Number: | 3344901 | NIGHTSTER |
| Registration Number: | 3344909 | HARLEY HEROES |
| Registration Number: | 3349571 | DESTROYER |

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| | 3349572 | SCREAMIN' EAGLE DESTROYER |
| Registration Number: | 3353432 | CRUISE DRIVE |
| Registration Number: | 3358093 | HARLEY-DAVIDSON MOTORCYCLES |
| Registration Number: | 3393839 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3393840 | HARLEY-DAVIDSON |
| Registration Number: | 3412648 | FAT BOB |
| Registration Number: | 3445749 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3447304 | HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND |
| Registration Number: | 3454356 | ROCKERTAIL |
| Registration Number: | 3455472 | PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES TRAINED TECHNICIAN |
| Registration Number: | 3485520 | HARLEY-DAVIDSON |
| Registration Number: | 3490890 | HARLEY-DAVIDSON |
| Registration Number: | 3497890 | EVOLUTION |
| Registration Number: | 3509187 | SIGNATURE SERIES |
| Registration Number: | 3525970 | · HARLEY-DAVIDSON · MOTORCYCLES |
| Registration Number: | 3528318 | SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD |
| Registration Number: | 3528897 | MOTOR |
| Registration Number: | 3529174 | HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE. WIS. |
| Registration Number: | 3539093 | 1125R |
| Registration Number: | 3541745 | HARLEY-DAVIDSON MUSEUM |
| Registration Number: | 3548003 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3551467 | H-D |
| Registration Number: | 3558739 | HARLEY-DAVIDSON |
| Registration Number: | 3559365 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3577095 | HELICON |
| Registration Number: | 3577658 | CAFE RACER |
| Registration Number: | 3588409 | V-ROD MUSCLE |
| Registration Number: | 3640579 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3640580 | CROSS BONES |
| Registration Number: | 3658879 | HARLEY-DAVIDSON MOTOR CYCLES |

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| Registration Number: | 3671993 | HARLEY-DAVIDSON MOTOR COMPANY |
| Registration Number: | 3673805 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3686796 | |
| Registration Number: | 3690031 | HARLEY-DAVIDSON |
| Registration Number: | 3697874 | 1 HARLEY-DAVIDSON |
| Registration Number: | 3697875 | 1 HARLEY-DAVIDSON |
| Registration Number: | 3716999 | HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS. |
| Registration Number: | 3734072 | SCREAMIN' EAGLE |
| Registration Number: | 3756505 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3756506 | HARLEY-DAVIDSON |
| Registration Number: | 3793518 | SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD |
| Registration Number: | 3793519 | SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD |
| Registration Number: | 3793632 | HARLEY-DAVIDSON MOTOR CYCLES |
| Registration Number: | 3796013 | SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD |
| Registration Number: | 3796014 | SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD |
| Registration Number: | 3796146 | HARLEY-DAVIDSON |
| Registration Number: | 3799892 | TRI GLIDE |
| Registration Number: | 3814975 | ROAD KING |
| Registration Number: | 3818854 | FAT BOY |
| Registration Number: | 3818855 | HARLEY |
| Registration Number: | 3828895 | MILLION MILE MONDAY |
| Registration Number: | 3830310 | |

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|----------------------|----------|---------------------------------------|
| Registration Number: | 3849945 | FORTY-EIGHT |
| Registration Number: | 3883193 | DECLARE YOUR INDEPENDENCE |
| Registration Number: | 3935704 | BLACKLINE |
| Registration Number: | 3946456 | SUPERLOW |
| Registration Number: | 3957870 | SCREAMIN' EAGLE |
| Registration Number: | 3995463 | SCREAMIN' EAGLE |
| Registration Number: | 4089665 | HARLEY-DAVIDSON MOTOR CYCLES |
| Serial Number: | 85125597 | DAGGER |
| Serial Number: | 85162015 | REV |
| Serial Number: | 85170037 | TRUTH AND DARE |
| Serial Number: | 85318884 | HARLEY-DAVIDSON |
| Serial Number: | 85335904 | HARLEY-DAVIDSON ROADHOUSE |
| Serial Number: | 85457630 | SEVENTY-TWO |
| Serial Number: | 85457854 | BREAKOUT |
| Serial Number: | 85462234 | HARLEY-DAVIDSON CHC HARD CANDY CUSTOM |
| Serial Number: | 85496103 | SOFTAIL SLIM |
| Serial Number: | 85513537 | HARLEY-DAVIDSON STREET |
| Serial Number: | 85547327 | HARLEY-DAVIDSON MOTOR CYCLES |
| Serial Number: | 85667745 | FIREBRAND |

CORRESPONDENCE DATA

Fax Number: 7037392815

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: iprecordals@cpaglobal.com

Correspondent Name: CPA Global Limited

Address Line 1: Liberation House

Address Line 2: Castle Street

Address Line 4: St Helier, JERSEY JE1 1BL

NAME OF SUBMITTER:

Helen Birrell

Signature:

/H/BIRRELL/IPR/PS/H-D USA LLC/

Date:

11/24/2012

Total Attachments: 4

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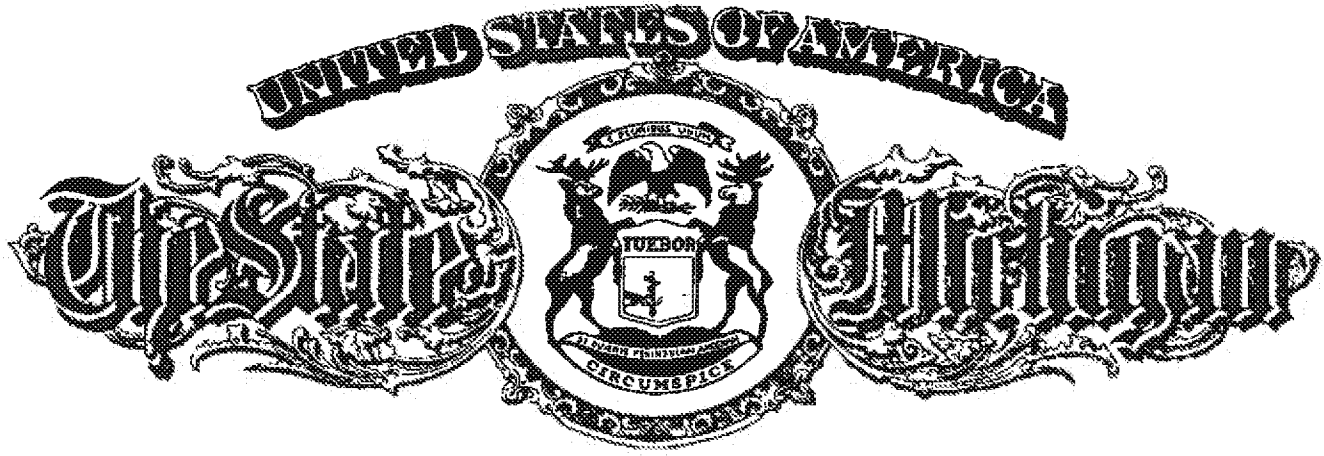
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TRADEMARK

REEL: 004905 FRAME: 0669



Department of Licensing and Regulatory Affairs

Lansing, Michigan

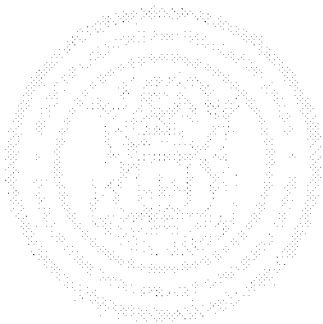
This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 2nd day of November, 2012

 Director

Bureau of Commercial Services



150 OCT 26 2012

FILED

OCT 26 2012

ADMINISTRATOR
BUREAU OF COMMERCIAL SERVICES

**CERTIFICATE OF MERGER
MERGING
H-D MICHIGAN, LLC
(a Michigan limited liability company)
INTO
H-D U.S.A., LLC
(a Wisconsin limited liability company)**

Pursuant to Section 450.4705 of the Michigan Limited Liability Company Act, the undersigned parties to a Plan of Merger, dated as of October 26, 2012 (the "Plan of Merger"), by and between H-D Michigan, LLC, a Michigan limited liability company, and H-D U.S.A., LLC, a Wisconsin limited liability company, hereby adopt the following Certificate of Merger.

FIRST: The names of each constituent limited liability company to the merger that the Plan of Merger contemplates and their identification numbers are as follows:

| <u>Name of Corporation</u> | <u>Identification Number</u> |
|----------------------------|------------------------------|
| H-D U.S.A., LLC | Not Applicable |
| H-D Michigan, LLC | E16387 |

SECOND: The name of the limited liability company surviving the merger is H-D U.S.A., LLC, with its principal place of business located at 3700 West Juneau Avenue, Milwaukee, WI 53208.

THIRD: There are no changes to be made to the Articles of Organization of the surviving limited liability company.

FOURTH: The Plan of Merger was approved by the sole member of H-D U.S.A., LLC in accordance with Section 183.1202 of the Wisconsin Statutes and was approved by the sole member of H-D Michigan, LLC in accordance with Section 450.4702(1) of the Michigan Limited Liability Company Act.

FIFTH: The merger is permitted by the Wisconsin Statutes and H-D U.S.A., LLC has complied with that law in effecting the merger.

SIXTH: This Certificate of Merger shall be effective, and the merger shall take effect, in accordance with the Plan of Merger, at 11:59 p.m., Central Time, on October 26, 2012.

4836-1948-4721.1

\$150.00 vs Hg 164077
 20.00 vs Hg 164098

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GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 004905 FRAME: 0671

IN WITNESS WHEREOF, each of the constituent limited liability companies has caused this Certificate of Merger to be executed in its name, as of the 26th day of October, 2012.

H-D Michigan, LLC

H-D U.S.A., LLC

By: Paul J. Jones
Name: Paul J. Jones
Title: Manager

By: Paul J. Jones
Name: Paul J. Jones
Title: Manager

This document was drafted by, and after filing should be returned to, James M. Reeves, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5306 (daytime phone number 414-319-7334).

[Certificate of Merger]

4836-1948-4721.1

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS
INDICATED IN THE BOX BELOW. Include name, street and number
(or P.O. box), City, State and ZIP code.

CT Corporation System
208 South LaSalle Street
Suite 814
Chicago, IL 60604



GOLD SEAL APPEARS ONLY ON ORIGINAL

RECORDED: 11/24/2012

TRADEMARK
REEL: 004905 FRAME: 0673