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12/03/2018

900476250 12/03/2018

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM500437

<b>SUBMISSION TYPE:</b>	RESUBMISSION		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL		
<b>RESUBMIT DOCUMENT ID:</b>	900467377		
<b>SEQUENCE:</b>	2		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Schwinn Acquisition LLC		09/24/2018	Limited Liability Company: <del>UNITED STATES</del>
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Terra Sol Mar LLC		
<b>Doing Business As:</b>	DBA Powerlite Industries		
<b>Street Address:</b>	PO Box 2716		
<b>City:</b>	Rancho Santa Fe		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92067		
<b>Entity Type:</b>	Limited Liability Company: <del>UNITED STATES</del> CALIFORNIA		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1852340	POWERLITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	8582294442		
<b>Email:</b>	info@powerliteindustries.com		
<b>Correspondent Name:</b>	J. David Franklin		
<b>Address Line 1:</b>	PO Box 2716		
<b>Address Line 4:</b>	Rancho Santa Fe, CALIFORNIA 92067		
<b>NAME OF SUBMITTER:</b>	J David Franklin		
<b>SIGNATURE:</b>	/J David Franklin/		
<b>DATE SIGNED:</b>	12/03/2018		
<b>Total Attachments: 5</b>			
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# PACIFICCYCLE

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4902 Hammersley Road  
Madison, WI 53711

P. 608.268.2468  
www.pacific-cycle.com

## TRADEMARK ASSIGNMENT

This TRADEMARK ASSIGNMENT ("Assignment") is made effective as of the last date indicated in the signature blocks below, by and between, on the one hand, Schwinn Acquisition, LLC and Pacific Cycle, LLC both Delaware limited liability companies having a business address at 4902 Hammersley Road, Madison, WI 53711 USA ("Assignors"), and, on the other hand, Johnny David Franklin, d/b/a Terra Sol Mar, a limited liability company having a business address at 2127 Camino Circulo Norte La Jolla, California 92037 ("Assignee").

WHEREAS, Assignors own all right, title, and interest in the trademarks listed on the attached Schedule A and any related common law rights including the goodwill associated with the foregoing (collectively the "Trademarks"); and, Assignors assert the absence of any agreements, pending warranty claims, unfulfilled commitments, or other encumbrances that may affect the rights transferred by this Trademark Assignment; and,

WHEREAS, Assignee desires to acquire all of Assignors' right, title, and interest in the Trademarks and Assignors desire to transfer to Assignee all of their right, title, and interest in the Trademarks.

NOW, THEREFORE, for the sum of twenty-two thousand five-hundred dollars (\$22,500.00) and other good and valuable consideration, the sufficiency of which is hereby acknowledged, Assignors transfer, convey, and assign unto Assignee all right, title, and interest in and to the Trademarks and any applications or registrations therefor, including the registrations and applications listed on Schedule A, together with all common law rights therein, the goodwill of the business in connection with which the Trademarks are used and which is symbolized by the

Trademarks, throughout the world, all renewals thereof, and all rights of action, powers, and benefits accrued thereto, including the right to sue for and collect damages and profits for past and future infringements thereof. Assignors agree to execute and deliver such further documents as may be necessary to effectuate and record such assignments.

IN WITNESS WHEREOF, the parties have caused their duly authorized officers to execute this Assignment effective as of the date last written below.

ASSIGNORS:

SCHWINN ACQUISITION, LLC

By: [Signature]  
Name: ROBERT KNOCH  
Title: MANAGER  
Date: 9-24-18

ASSIGNEE:

TERRA SOL MAR LLC

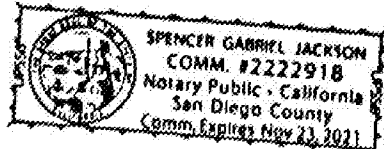
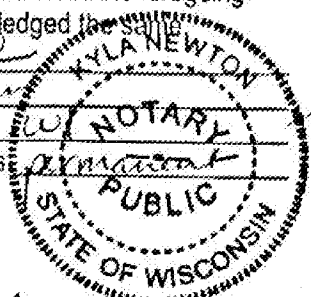
By: [Signature]  
Name: JOHN DAVID FRANKLIN  
Title: MEMBER  
Date: 9-12-2018

Personally came before me this 24<sup>th</sup> day of September, 2018, the above-named Robert Knoch, who executed the foregoing instrument and acknowledged the same.

Personally came before me this 12<sup>th</sup> day of September, 2018, the above-named John David Franklin, who executed the foregoing instrument and acknowledged the same.

Name: Kyla Newton  
Notary Public, State of WI  
My Commission Expires: permanent

Name: Spencer Gabriel Jackson  
Notary Public, State of California  
My Commission Expires: 11-23-21

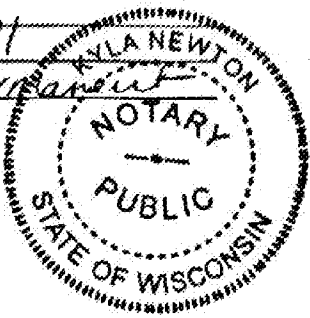


PACIFIC CYCLE, LLC


By: [Signature]  
Name: ROBERT KNOCH  
Title: MANAGER  
Date: 9-24-18

Personally came before me this 24<sup>th</sup> day of September, 2018, the above-named Robert Knoch, who executed the foregoing instrument and acknowledged the same.

Name: Kyla Newton  
Notary Public, State of WI  
My Commission Expires: permanent



**SCHEDULE A - TRADEMARKS**

Mark	Country	Registration No.
POWERLITE	CA	TMA643,130
POWERLITE	EM	4594719
POWERLITE	US	1,852,340
POWERLITE	JP	5152739
POWERLITE	US	4,490,373
	AU	710169

**Domain Names:**

1. powerlitebikes.com
2. powerlite.com.cn

19239122.1

**Electronic Trademark Assignment System****Confirmation Receipt**

Your assignment has been received by the USPTO.  
The coversheet of the assignment is displayed below:

**TRADEMARK ASSIGNMENT COVER SHEET**

Electronic Version v1.1  
Stylesheet Version v1.2

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Schwinn Acquisition LLC		09/24/2018	Limited Liability Company: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Terra Sol Mar LLC		
<b>Doing Business As:</b>	Powerlite Industries		
<b>Street Address:</b>	PO Box 2716		
<b>City:</b>	Rancho Santa Fe		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92067		
<b>Entity Type:</b>	Limited Liability Company: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	1852340	POWERLITE	
<b>CORRESPONDENCE DATA</b>			
<b>Phone:</b>	8582294442		
<b>Email:</b>	info@powerliteindustries.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	J. David Franklin		
<b>Address Line 1:</b>	PO Box 2716		
<b>Address Line 4:</b>	Rancho Santa Fe, CALIFORNIA 92067		
<b>NAME OF SUBMITTER:</b>	J David Franklin		
<b>Signature:</b>	/J David Franklin/		
<b>Date:</b>	09/25/2018		
<b>Total Attachments: 3</b> source=pliteuspto#page1.tif source=pliteuspto1#page1.tif source=pliteuspto2#page1.tif			
<b>RECEIPT INFORMATION</b>			
<b>ETAS ID:</b>	TM491254		
<b>Receipt Date:</b>	09/25/2018		
<b>Fee Amount:</b>	\$40		

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<b>NATURE OF CONVEYANCE:</b>	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Schwinn Acquisition LLC		09/24/2018	Limited Liability Company: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Terra Sol Mar		
<b>Doing Business As:</b>	Powerlite Industries		
<b>Street Address:</b>	PO Box 2716		
<b>City:</b>	Rancho Santa Fe		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	92067		
<b>Entity Type:</b>	Limited Liability Company: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	4490373	POWERLITE	
<b>CORRESPONDENCE DATA</b>			
<b>Phone:</b>	8582294442		
<b>Email:</b>	info@powerliteindustries.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Correspondent Name:</b>	J. David Franklin		
<b>Address Line 1:</b>	PO Box 2716		
<b>Address Line 4:</b>	Rancho Santa Fe, CALIFORNIA 92067		
<b>NAME OF SUBMITTER:</b>	J David Franklin		
<b>Signature:</b>	/J David Franklin/		
<b>Date:</b>	09/25/2018		
<b>Total Attachments: 3</b> source=pliteuspto#page1.tif source=pliteuspto1#page1.tif source=pliteuspto2#page1.tif			
<b>RECEIPT INFORMATION</b>			
<b>ETAS ID:</b>	TM491263		
<b>Receipt Date:</b>	09/25/2018		
<b>Fee Amount:</b>	\$40		

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