

OMB No. 0651-0011 (exp. 4/94)

TRADEMARKS ONLY

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To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof

1. Name of conveying party(ies):
 Klein Bicycle Corporation, a Washington corp.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies)
 Name: Bank One, Wisconsin

Internal Address: 111 East Wisconsin Avenue,
 Milwaukee, Wisconsin 53202

Street Address: Same as above

City: _____ State: _____ Zip: _____

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other: Wisconsin State Banking Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
 (Designations must be a separate document from assignment)
 Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: July 26, 1999

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)
 N/A

B. Trademark Registration No.(s)
1,275,047

Additional numbers attached? Yes No

8.23.99

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kathleen D. Mintner, Paralegal

Internal Address: c/o Reinhart, Boerner, Van Deuren,
 Norris & Rieselbach, s.c.
 1000 North Water Street, Suite 2100
 Milwaukee, WI 53202

Street Address: Same as above

City: _____ State: _____ Zip: _____

6. Total number of applications and registrations involved:.....1

7. Total fee (37 CFR 3.41).....\$40

Enclosed
 Authorized to be charged to deposit account
 Any Deficiencies in Enclosed Fee should be charged to our Deposit Account.

8. Deposit account number:
18-0882
 (Attach duplicate copy of this page if paying by deposit account)

08/26/1999 MTHA11 00000183 1275047

DO NOT USE THIS SPACE

01 FC948 Statement and signature. 40.00 DP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

Kathleen D. Mintner
Name of Person Signing

Kathleen D. Mintner
Signature

August 18, 1999
Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents & Trademarks, Box Assignments
Washington, D.C. 20231

08-27-1999
101130184

NOTICE OF SECURITY INTEREST IN TRADEMARKS

THIS NOTICE OF SECURITY INTEREST IN TRADEMARKS is by and between KLEIN BICYCLE CORPORATION, a Washington corporation (the "Company"), and BANK ONE, WISCONSIN, as collateral agent for the Benefited Parties (as defined in the Security Agreement referred to below) (the "Secured Party").

The Company and the Secured Party acknowledge the following:

A. The Company has executed a Subsidiary Guarantor Security Agreement, dated as of July 26, 1999 (the "Security Agreement"), in favor of the Secured Party.

B. The Company has executed an Intercompany Security Agreement, dated as of July 26, 1999 (the "Intercompany Security Agreement"), in favor of Trek Bicycle Corporation, who assigned all of its right title and interest under the Intercompany Security Agreement to Trek Corporation, who assigned all of its right, title and interest under the Intercompany Security Agreement to the Secured Party.

C. The Company has adopted, used and is using the trademarks (the "Trademarks") listed on Exhibit A attached hereto, which Trademarks are registered with the United States Patent and Trademark Office.

D. Pursuant to the Security Agreement (and the Intercompany Security Agreement by virtue of the subsequent assignments thereof), the Company has granted to the Secured Party, for the benefit of the Benefited Parties, a security interest in and to all of the Trademarks, service marks, applications therefor and associated goodwill therein, now owned or from time to time after the date hereof owned or acquired by the Company, and in and to all proceeds and benefits thereof.

Dated as of July 26, 1999.

Address:

118 Klein Road
Chehalis, Washington 98532

KLEIN BICYCLE CORPORATION

BY Joseph R. Sieffes
Its TREASURER

BANK ONE, WISCONSIN, as collateral
agent for the Benefited Parties

BY [Signature]
Its _____

Address:

111 East Wisconsin Avenue
Milwaukee, WI 53202

EXHIBIT A

KLEIN CORPORATION

Registered Trademarks

<u>Country</u>	<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
USA	Klein	1,275,047	8/24/84