FORM PTO-1618A Expires 06/30/99 OMB 0651-0027

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Conveying Party	Mark if additional names of conveying parties attached Execution Date		
Name James Felt d/b/a Felt	Month Day Year		
Name James Felt d/b/a Felt			
Formerly 75753743			
Individual General Partnership Limited Partnership Corporation Association			
Other			
Citizenship/State of Incorporation/Organization			
Receiving Party Mark if additional names of receiving parties attached			
Name Felt GmbH			
DBA/AKA/TA			
Composed of			
Address (Gae 1) Industriestrasse 39			
Address (tine 2)			
Address (line 3) Edewecht	Germany D-26188		
Individual General Partnership	State/Country Limited Partnership If document to be recorded is an		
not domiciled in the United States, an			
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Name	Henry Klein			
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Henry Kl Nam	ne of Person Signing Signature	Date Signed		

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UNITED STATES OF AMERICA A S S I G N M E N T

WHEREAS, JAMES FELT, a citizen of the United States of America, d/b/a FELT RACING, located at 5990 Upper Ridge Way, Auburn, California 95602, United States of America, [hereinafter called the ASSIGNOR] has adopted, used and is using the following Trademark[s] for which application(s) for registration have been filed in the United States Patent and Trademark Office:

Trademark FELT BICYCLES, Appln. No. 75/753293
Trademark FELT BICYCLES, Appln. No. 75/753294
Trademark FELT BICYCLING, Appln. No. 75/753295

AND WHEREAS, **FELT GmbH**, a corporation organized and existing under the laws of Germany, located at Industriestrasse 39, D-26188, Edewecht, Germany, [hereinafter called the ASSIGNEE] is desirous of acquiring the right, title and interest in and to the said trademark[s] and the registration[s] thereof;

The Agreement between Mr. Jim Felt, Mr. Bill Duehring and Mr. Michael Müllman regarding the establishment of Felt GmbH is hereby incorporated herein by reference, particularly §3, Paragraph (2).

Specifically, if Felt GmbH or any of its principals default in its prescribed payments to Mr. Jim Felt or any of his designees, Felt GmbH and its principals hereby agree to assign back all trademarks in this Assignment Agreement to Mr. James Felt immediately upon demand of Mr. Felt and also hereby agree to promptly execute all documents required to effect this assignment back. In addition, upon such default, Felt GmbH and its principals hereby agree that the exclusive right to use the trademarks set forth in this Assignment Agreement shall immediately revert back to Mr. Felt and any Agreement not to compete executed by Mr. Felt with

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Felt GmbH or its principals through an Employment Agreement or otherwise shall be immediately rescinded.

It is also understood that Jim Felt and James Felt are the same individual, and that the name "Jim" and the name "James" are used interchangeably in this Assignment Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, the said ASSIGNOR by these presents does sell, assign and transfer unto the said ASSIGNEE, its successors and assigns, all right, title and interest in and to the said trademark[s] and registration[s] thereof, together with that part of the goodwill of the ASSIGNOR'S business connected with the use of and symbolized by the said trademark[s].

IN WITNESS WHEREOF, the said ASSIGNOR has hereunto executed this instrument this 4^{7F} day of AIRIL, 2000.

JAMES FELT D/B/A FELT RACING

IN WITNESS WHEREOF, the said ASSIGNEE has hereunto executed this instrument this $\frac{500}{100}$ day of $\frac{100}{100}$.

2000.

FELT GmbH

- -

Gesca po futo

IN WITNESS hand and affixed	WHEREOF, the said ASSIGNEE has hereunto set its its corporate seal this day of
[Corporate Seal]	FELT GmbH
Attest:	Caeslefsfire

[Title]

RECORDED: 06/05/2000

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