

4/7/04

04-08-2004



U.S. DEPARTMENT OF COMMERCE  
U.S. Patent and Trademark Office

Form PTO-1594  
(Rev. 10/02)  
OMB No. 0651-0027 (exp. 6/30/2005)  
Tab settings ⇌ ⇌ ⇌ ▼

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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):

Interstate Leather, Inc.

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: Carroll Companies, Inc.

Internal Address: P.O. Box 1549

Street Address: 4002 Hwy. 421 South

City: Boone State: NC Zip: 28607

Individual(s) citizenship \_\_\_\_\_  
 Association \_\_\_\_\_  
 General Partnership \_\_\_\_\_  
 Limited Partnership \_\_\_\_\_  
 Corporation-State North Carolina  
 Other \_\_\_\_\_

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: April 2, 2004

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

A. Trademark Application No.(s) 75729358  
75-727,133, 75-879,715 and 76466132

B. Trademark Registration No.(s) \_\_\_\_\_

Additional number(s) attached  Yes  No

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

Name: George B. Erwin, III

Internal Address: \_\_\_\_\_

Street Address: 2300 North Mayfair Road  
Suite 1175

City: Milwaukee State: WI Zip: 53226

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 160.00

Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_

OFFICE OF PUBLIC RECORDS  
2004 APR -7 PM 2:39  
FINANCE SECTION

DO NOT USE THIS SPACE

9. Signature.

LNUELLER 00000006 75729358

Daryl Pilgreen  
Name of Person Signing

*Daryl Pilgreen*  
Signature

April 2, 2004  
Date

16

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

04/08/2004  
01 FC:0521  
02 FC:0522

Refund Ref  
04/08/2004 LNUELLER 0000135447

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

CHECK Refund Total: \$45.00

TRADEMARK  
REEL: 002944 FRAME: 0978

## BILL OF SALE

THIS BILL OF SALE made this 2 day of April, 2004 by and between Interstate Leather, Inc. a Wisconsin corporation, hereinafter called "Seller" and Carroll Companies, Inc., a North Carolina corporation, hereinafter called "Buyer."

### WITNESSETH:

Seller, for the consideration of closing its Asset Purchase Agreement and other good and valuable consideration, have bargained and sold and by these presents do bargain, sell, and convey unto the Buyer, its successors and assigns, with warranty of title, free and clear of all encumbrances, all right, title and interest of Seller in and to the trademarks, trade names and other goodwill identification including Seller's logos using the phrase "Milwaukee Motorcycle Clothing Company", "Interstate Leather" and "Highway Leather" and the federally trademarked logos (except as to Highway Leather), phrases and all goodwill applicable to the aforementioned and all of Seller's intellectual property rights (statutory or at common law) applicable to the aforementioned. A copy of the trademarks and logos are attached hereto. The trademarks being sold are further identified as:

- 1) USPTO Serial Number 75-729,358 and registration number 2657586 originally registered on December 10, 2002 by Milwaukee Motorcycle Clothing Company, Inc., sold to COD Co., Inc. on June 25, 2002, with the federally registered trademark assigned to COD Co., Inc. with the USPTO by letter dated December 15, 2003, and subsequently sold to Interstate Leather, Inc. on February 16, 2004, an assignment of which was filed with the USPTO on March 1, 2004, and
- 2) USPTO Serial Number 76/466132 applied for on November 12, 2002 by COD Co., Inc.
- 3) USPTO Serial Number 75-879,315 filed on December 27, 1999 and registered on February 6, 2001, registration number 2,426,734 for Highway Leather
- 4) USPTO Serial Number 75-727,133 filed on June 10, 1999 and registered on July 11, 2000, registration number 2,366,213 for Interstate Leather

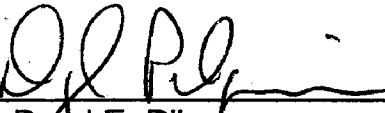
**TO HAVE AND TO HOLD** said property to the Buyer, and its successors and assigns in feesimple.

**AND THE SELLER** covenants that it is the owner of said property and has the right to convey the same, that the same is free and clear of all encumbrances whatsoever, that no debt or liabilities of Interstate Leather, Inc. are being transferred to or being assumed by Buyer in connection with such Purchased Assets other than as provided in the Asset

Purchase Agreement, and that it will warrant and defend the title thereto against the lawful claims of all persons.

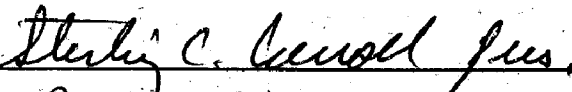
**IN TESTIMONY WHEREOF**, Seller has caused this Bill of Sale to be signed the day and year first above written.

Interstate Leather, Inc.

By:   
Daryl E. Pilgreen  
President

Accepted:

Carroll Companies, Inc.

By:   
Title: President

Int. Cl.: 25

Prior U.S. Cls.: 22 and 39

United States Patent and Trademark Office

Reg. No. 2,657,586

Registered Dec. 10, 2002

TRADEMARK  
PRINCIPAL REGISTER



MILWAUKEE MOTORCYCLE CLOTHING COM-  
PANY, INC. (ARIZONA CORPORATION)  
7900 EAST GREENWAY  
SUITE 210  
SCOTTSDALE, AZ 85260

NO CLAIM IS MADE TO THE EXCLUSIVE  
RIGHT TO USE "MILWAUKEE MOTORCYCLE  
CLOTHING CO." AND "AUTHENTIC QUALITY",  
APART FROM THE MARK AS SHOWN.

FOR: CLOTHING, NAMELY, LEATHER JACK-  
ETS, FOOTWEAR AND PANTS, IN CLASS 25 (U.S.  
CLS. 22 AND 39).

SER. NO. 75-729,358, FILED 6-10-1999.

FIRST USE 1-0-1997; IN COMMERCE 1-0-1997.

DANIEL CAPSHAW, EXAMINING ATTORNEY