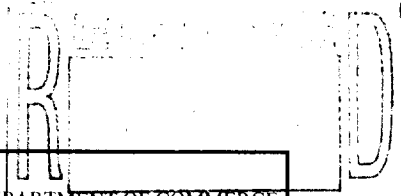


08-27-1999



FOF (Rev. 6-7-97)

101130183

APPLICATION FORM COVER SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

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

PATENTS ONLY

Attorney Docket No. 4722

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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):
1. Klein Bicycle Corporation, a Washington corporation.
Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)
Name: Bank One, Wisconsin, a Wisconsin State Banking corporation
Internal Address: 111 East Wisconsin Avenue Milwaukee, WI 53202
8-2399

3. Nature of conveyance:
[X] Assignment [] Merger
[] Security Agreement [] Change of Name
[] Other _____
Execution Date: July 26, 1999

Street Address: SAME AS ABOVE
City: _____ State: _____ ZIP: _____
Additional name(s) & address(es) attached? [] Yes [X] No

4. Application number(s) or patent number(s):
If this document is being filed together with a new application, the execution date of the application is: N/A
A. Patent Application No.(s) N/A
Additional Numbers attached? [] Yes [X] No

B. Patent No.(s): 5,586,780 5,018,758
5,405,159 4,500,103

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Kathleen D. Mintner, Paralegal
Internal Address: 1000 North Water Street Suite 2100 Milwaukee, WI 53202
Street Address: Reinhart, Boerner, Van Deuren, Norris & Rieselbach, s.c. 1000 North Water Street P.O. Box 514000 City: Milwaukee State: WI ZIP: 53203-3400

6. Total number of applications and patents involved: [4]

7. Total fee (37 CFR 3.41).....\$ 160.00
[X] Enclosed
[] Authorized to be charged to deposit account
[x] Any deficiencies in enclosed fee should be charged to Deposit Account.

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

08/26/1999 MTHAI1 00000184 5586780
01 FC:581 160.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.
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 17, 1997
Date

Total number of pages including cover sheet, attachments, and document: [3]

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

NOTICE OF SECURITY INTEREST IN PATENTS

THIS NOTICE OF SECURITY INTEREST IN PATENTS 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 owns the patents (the "Patents") listed on Exhibit A attached hereto, which Patents have been granted by, or applications therefor are pending before, 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 Patents and applications therefor, 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. Sieffkes
Its TREASURER

Address:

111 East Wisconsin Avenue
Milwaukee, Wisconsin 53202

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

BY [Signature]
Its [Signature]

EXHIBIT A

KLEIN CORPORATION

Issued Patents

<u>Country</u>	<u>Patent No.</u>	<u>Issue Date</u>	<u>Inventor(s)</u>	<u>Title</u>
USA	5,586,780	12/24/96	Klein	High EFF bicycle frame suspension
USA	5,405,159	4/11/95	Klein	High EFF bicycle frame suspension
USA	5,018,758	5/28/91	Klein	High EFF bicycle frame suspension
USA	4,500,103	2/19/85	Klein	High EFF bicycle frame suspension