

Form PTO-1595
(Rev. 10/02)

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

OMB No. 0651-0027 (exp. 6/30/2005)

Tab settings ⇌ ⇌ ⇌

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

1. Name of conveying party(ies):

Schwinn Cycling & Fitness, Inc
217 North Jefferson
Chicago, IL 60661

2. Name and address of receiving party(ies)

Name: Schwinn Acquisition, LLC

Internal Address: _____

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

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Street Address: 4902 Hammerlsey Rd

City: Madison State: WI Zip: 53711

Execution Date: 8/2/2004

Additional name(s) & address(es) attached? Yes 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: _____

A. Patent Application No.(s) _____

B. Patent No.(s) 5782479, 5762095,
5983920, 5947706, 5921699, 6264351,

Additional numbers attached? Yes No

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

Name: Shelley Kemp

Internal Address: _____

Street Address: 4902 Hammersley Rd

City: Madison State: WI Zip: 53711

6. Total number of applications and patents involved:

7. Total fee (37 CFR 3.41).....\$ 1040

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

DO NOT USE THIS SPACE

9. Signature.

Shelley Kemp
Name of Person Signing


Signature

8/2/2004
Date

Total number of pages including cover sheet, attachments, and documents: 6 7

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

OP \$1040.00 5782479

Additional Patent Numbers

6227688, 6568838, D405549, 6102421, 6076845, 5476278, D370647, 5927738, D330877,
D337974, D331378, D329625, D331898, D337748, 4807856, D312052, d312588, 5497919,
D370123, D436560

ASSET PURCHASE AGREEMENT

This ASSET PURCHASE AGREEMENT (this "Agreement") is made and entered into as of September 6, 2001 by and among Schwinn/GT Corp., a Delaware corporation ("Schwinn") and certain affiliated companies of Schwinn set forth on Schedule A hereto (together with Schwinn, "Sellers"), and Pacific Cycle, LLC, a Delaware limited liability company, and Schwinn Acquisition LLC (together, "Purchaser"). Capitalized terms used in this Agreement shall have the meanings set forth in Article I or otherwise specified in this Agreement.

RECITALS

WHEREAS, Sellers are engaged in the Business;

WHEREAS, Purchaser desires to purchase from Sellers, and Sellers desire to sell to Purchaser, certain assets associated with the Business, and Purchaser desires to assume certain liabilities of the Business, all on the terms and subject to the conditions set forth herein; and

WHEREAS, on July 16, 2001, Sellers filed voluntary petitions initiating cases under chapter 11 of the Bankruptcy Code (the "Cases") to, among other things, effect the sale of certain assets of the Business to Purchaser pursuant to Section 363 of the Bankruptcy Code.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties, covenants and agreements herein contained, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Purchaser and Sellers, intending to be legally bound, hereby agree as follows:

ARTICLE I DEFINITIONS

Section 1.1 Definitions. The terms defined in particular sections of this Agreement shall have the respective meanings specified therein, and the following terms shall have the meanings specified below:

"Accounts Receivable" means all domestic trade accounts receivable (which means trade accounts receivable from customers domiciled in the United States) and other rights to payment from and to bill customers domiciled in the United States for products sold or shipped or services rendered up to and including the Closing Date.

"Adjustment Escrow" means that account that is established pursuant to the Adjustment Escrow Agreement for the purpose of funding any purchase price adjustments that may be payable to Purchaser pursuant to Section 2.4.

"Adjustment Escrow Amount" means \$5 million of the Purchase Price.

"Adjustment Escrow Agreement" means the escrow agreement in the form attached hereto as Exhibit H.

Schedule A

Affiliated Companies of Schwinn

Schwinn Cycling & Fitness Inc.

GT Bicycles, Inc.

GT BMX, Inc.

Riteway Distribution, Inc.

SCHWINN CYCLING, INC.:

U.S. Patents

Cycling Patents

| Country | Patent No. | Issue Date | Inventor(s) | Title | Serial No. | Filing Date | Exp. Date | Status |
|---------------|------------|------------|-------------------|--|------------|-------------|-----------|---------|
| United States | 4,383,625 | 5/17/83 | | Adjustable Connection for Bicycle Rear Carrier | | | | Current |
| United States | D292,221 | 10/8/87 | | Seatlet | | | | Current |
| United States | D331,898 | 12/22/92 | | Bicycle Frame | | | | Current |
| United States | D337,748 | 7/27/93 | | Bicycle Handlebar | | | | Current |
| United States | 5,927,738 | 7/27/99 | | Bicycle Seat Suspension System | | | | Current |
| United States | 4,838,570 | 8/26/90 | Seymour, Marz | Box Beam Bicycle Type Frame | 489940 | 3/8/90 | 6/26/02 | Current |
| United States | 5,946,728 | 8/4/91 | Seymour, Marz | Box Beam Bicycle Type Frame | | | | Current |
| United States | 5,497,919 | 3/12/96 | Klinger | Carrying Case for Use with a Bicycle | 29030579 | 11/2/94 | 5/28/10 | Current |
| United States | D370,123 | 6/28/96 | Klinger | Carrying Case for Use with a Bicycle | 797888 | 11/14/85 | | Expired |
| United States | 4,839,240 | 1/27/87 | Lu | Chainguard | 635,861 | 4/22/96 | 6/9/18 | Current |
| United States | 5,762,095 | 6/9/98 | Gapsinski | Combination Pump Head | | | | Current |
| United States | 5,983,920 | 11/16/99 | Schwinn | Combination Pump Head | 08/834651 | 4/11/97 | | Current |
| United States | 5,921,699 | 7/13/99 | Schwinn | Convertible Orientation Bicycle Lamp | 08/823140 | 3/25/97 | | Current |
| United States | 6,227,698 | 5/8/01 | Taylor, Klinger | Convertible Orientation Bicycle Lamp | 09/602898 | 6/23/00 | | Current |
| United States | D405,549 | 2/9/99 | Taylor, Klinger | Convertible Orientation Bicycle Lamp | | | | Current |
| United States | D312,052 | 1/13/90 | | Cycle Computer | | | | Current |
| United States | D312,588 | 12/4/90 | | Cycle Computer Mounting Assembly | | | | Current |
| United States | D436,560 | 1/23/01 | | Dual Arch Tricycle | 014075 | 2/22/79 | 2/22/99 | Current |
| United States | 4,293,141 | 10/8/81 | Birlando | Frame for Lightweight Bicycle | | | | Current |
| United States | 4,571,748 | 2/25/86 | | Frameless Goggle and Method of Making the Same | | | | Current |
| United States | 5,947,706 | 9/7/99 | | Hand Operated Floor Pump with Retractable Stand | | | | Current |
| United States | D330,877 | 11/10/92 | Muller, Florin | Lug for a Bicycle Frame for Connecting Seat Tube to Top Tube | 763052 | 9/18/91 | 12/1/06 | Current |
| United States | D337,974 | 8/3/93 | Muller, Florin | Lug for a Bicycle Frame for Connecting Seat Tube to Top Tube | | | | Current |
| United States | 5,957,473 | 9/29/99 | Lamwit | Rear Suspension Bicycle | 08/616591 | 3/15/96 | | Current |
| United States | 6,102,421 | 8/15/00 | Lamwit, Schroeder | Rear Suspension for a Bicycle | 08/919,564 | 8/29/97 | | Current |
| United States | 6,076,045 | 6/20/00 | | Rear Suspension for a Bicycle Having a Flexible Chain Stay | | | | Current |
| United States | D284,165 | 6/10/86 | | Retaining Nut | | | | Current |

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| | | | | |
|---------------|-----------|---------|----------------------------------|-----------------|
| United States | D329,625 | 9/22/92 | Scouter | Current |
| United States | 5,476,278 | 12/1/95 | Seat Stays for a Bicycle Frame | Current |
| United States | D370,647 | 6/11/96 | Seat Stays for a Bicycle Frame | Current |
| United States | 5,782,479 | 7/21/98 | Steering Mechanism Safety System | 7/20/18 Current |

Pending U.S. Patents

| Country | Serial No. # | Filing Date | Inventor(s) | Title | Status |
|---------------|--------------|-------------|-------------|--|---------|
| United States | 09/351274 | 7/12/99 | | Convertible Orientation Bicycle Lamp | Pending |
| United States | 09/819533 | 3/27/01 | | Convertible Orientation Bicycle Lamp | Pending |
| United States | 09/846413 | 5/1/01 | | Bicycle with Rear Suspension | |
| United States | 09/523531 | 3/1/00 | | Rear Triangle Suspension for a Bicycle | |

Foreign Registered Patents

| Country | Patent No. | Issue Date | Inventor(s) | Title | Serial No. | Filing Date | Exp. Date | Status |
|---|------------|------------|---|--|------------|-------------|-----------|---------|
| Benelux | 22246 | 7/23/92 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Head Tube to Top Tube | 05172 | 3/16/92 | 3/16/07 | Current |
| Benelux, Canada, China, France, Germany, Italy, Japan, Taiwan, United Kingdom | D330877 | 11/1/02 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Head Tube to Top Tube | 760217 | 9/16/91 | 11/1/06 | Current |
| Benelux, France, Germany | D331378 | 12/1/92 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Seat Tube to Top Tube | 760253 | 9/16/91 | 12/1/06 | Current |
| Canada | 1242133 | 9/20/88 | Szymanski | Locking Attachment for Adjustable Height Bicycle-Type Saddle | 456953 | 6/19/84 | 9/20/05 | Current |
| Canada | 71740 | 10/20/92 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Head Tube to Top Tube | 160492-1 | 4/16/92 | 10/20/02 | Current |
| Canada, Germany, United Kingdom | 4036570 | 6/26/90 | Szymanski, Muller, Fiorini, Norris, Mueller | Box-Beam Bicycle-Type Frame | 846466 | 12/29/85 | 6/26/97 | Current |
| France | 921644 | 3/16/92 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Seat Tube to Top Tube | 921644s | 3/16/92 | 3/16/2042 | Current |
| France | 921628 | 3/16/92 | Muller, Fiorini, Norris, Mueller | Lug for a Bicycle Frame for Connecting Seat Tube to Top Tube | 921628 | 3/16/92 | 3/16/2042 | Current |
| Germany | G9210298.0 | 9/24/92 | Muller, Fiorini, Norris, Mueller | Bicycle Frame Lug with Integral Cable Guide | G9210298.0 | 7/31/92 | 7/31/02 | Current |
| Italy | 1301208 | 7/18/00 | Kesinger | Free wheel clutch mechanism | | | | Current |
| Taiwan | 085917 | 8/13/97 | Kesinger | Bicycle Seat Suspension System | 85100673 | 1/25/96 | 1/24/2016 | Current |

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