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

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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):

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

2. Name and address of receiving party(ies)

Name: Schwinn Acquisition, LLC

Internal Address: _____

Street Address: 4902 Hammerley Rd

City: Madison State: WI Zip: 53711

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

3. Nature of conveyance:

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

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) D312485,5269552
5259637,5306036,5409249, 5441292Additional 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).....\$ 1080

- ☒ 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


Signature8/2/04
Date

Total number of pages including cover sheet, attachments, and documents: 18

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

OP \$1040.00 D312485

700103006

PATENT
REEL: 014926 FRAME: 0571

Conveying parties continued

GT Bicycle, Inc
3100 W. Segerstrom Ave
Santa Ana, CA 92704

Additional Patent Numbers

D379164, D372002, 5803476, 5876054, 6264878, 5649693, 5749615, 5797613, 5865456, 5947499, 6092823, D393432, 5901974, 6056307, 6036213, 6079726, 6029990, 6155585, 6189905, 52442244, 5184874,

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.

GT BICYCLES, INC./GT BMX:

Registered U.S. Patents

Patent No.	Description	Issued	Renewal	Holder
D297,925	Freestyle Bicycle Handle Bar	10-4-88		GT/BMX
D284,646	Bike Frame	7-15-86		GT/BMX
D312,485	Scooter Frame Design	11-27-90		GT Bicycles, Inc.
D379,164	Aerodynamic Bicycle "Superbike"	5-13-97	5-13-2011	GT Bicycles, Inc.
5,797,613	Bicycle Flex Joint	8-25-98		GT Bicycles, Inc.
D393,432	Bicycle Frame (Superbike 2)	4-14-98	4-14-2012	GT Bicycles, Inc.
D372,002	Bicycle Frame (ornamental design/TP)	7-28-96	7-23-2011	GT Bicycles, Inc.
5,269,552	Bicycle Frame Composition (elastomer TTT suspension)	9-03-92	9-03-2009	GT Bicycles, Inc.
5,259,637	Bicycle Rear Suspension (double rocker)	11-09-93	11-09-2010	GT Bicycles, Inc.
5,306,036	Bicycle Rear Suspension (continuation)	4-26-94	4-26-2011	GT Bicycles, Inc.
5,409,249	Bicycle Rear Suspension System (LTS)	4-25-95	4-25-2015	GT Bicycles, Inc.
5,441,292	Bicycle Rear Suspension System (continuation)	8-15-95	4-13-2014	GT Bicycles, Inc.
5,082,303	Changeable Dropout Assembly	1-21-92	Expired	GT Bicycles, Inc.
5,749,615	Cycling and Skating Ramp Trailer	5-12-98	11-12-2001	GT Bicycles, Inc.
5,184,874	Injection Molded Plastic Bicycle Wheel	2-09-93	2-09-2003	Kirk G. Jones, Paul Olson
5,649,693	Position Sensitive Friction Damper	7-22-97	7-22-2017	GT Bicycles, Inc.
5,803,476	Composite Bicycle Frame & Method of Mfg. (single tube technology)	9-08-98		GT Bicycles, Inc.
5,244,224	Rocker Arm and Rear Suspension Bicycle	9-14-93	9-14-2010	GT Bicycles, Inc.
5,876,054	Composite Bicycle Frame & Method of Mfg. (CIP) (single tube technology)	9-8-99		GT Bicycles, Inc.
5,947,449	Bicycle Flex Joint (2 nd CIP)	9-7-99		GT Bicycles, Inc.
5,865,456	Bicycle Flex Joint w/ non-torsional encasement	2-2-99		GT Bicycles, Inc.
6,092,823	Bicycle Flex Joint (3 rd CIP)	7-25-00		GT Bicycles, Inc.
5,901,974	Bicycle Anti-Dive Braking System	5-11-99		GT Bicycles, Inc.
6,056,306	Bicycle Anti-Dive Braking System	5-2-00		GT Bicycles, Inc.
6,036,213	Bicycle w/Rear Suspension w/Common Shock Chain Stay Bracket Mounting (LOBO)	3-14-00		GT Bicycles, Inc.
6,079,726	Direct Drive (Gearbox)	6-27-00		GT Bicycles, Inc.
6,029,990	Direct Drive CIP (Gearbox)	2-29-00		GT Bicycles, Inc.
6,155,585	Direct Drive Bicycle Con	12-5-00		GT Bicycles, Inc.
6,073,950	Bicycle w/Crank Assembly Suspension System	6-13-00		GT Bicycles, Inc.
6,099,010	Bicycle with Crank Assembly Suspension System	8-8-00		James S. Busby
6,189,905	Pressurized Air Supplying Front Fork	2-20-01		

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Pending U.S. Patents

App. No.	Description	Filed	Holder
29/059,658	Bicycle Frame (SB2)	9-03-96	GT Bicycles, Inc.
08/712,441	Bicycle Trailer (Tag-A-Long)	9-11-96	
29/043,245	Composite Bicycle Frame	8-23-95	GT Bicycles, Inc.
08/890,389	Composite Bicycle Frame & Method of Mfg. (multi-tube technology)	7-09-97	
08/887,106	Four-Bar Linkage Suspension System w/Flex Link	10-97	GT Bicycles, Inc.
08/519,567	Position Sensitive Friction Damper	8-25-95	GT Bicycles, Inc.
08/922,848	Single Tube Adjustable Wheelchair	9-03-97	GT Bicycles, Inc.

Foreign Registered and Pending Patents

Country	Patent No.	Description	Issued/ Filed	Renewal/ Fees Due	Holder
European Patent	97100811.6	Bicycle flex joint with non-torsional encasement	3-30-97	Pending	GT Bicycles, Inc.
European Patent	97100809.4	Bicycle flex joint	3-30-97	Pending	GT Bicycles, Inc.
European Patent	97303748.4	Bicycle anti-drive brake system	6-3-97	Pending	GT Bicycles, Inc.
European Patent	98306366.0	Bicycle with crank assembly suspension system	10-10-98	Pending	GT Bicycles, Inc.
European Patent		Shock absorbing bicycle with pressurized air supply	1-7-00	Pending	GT Bicycles, Inc.
France	971377	Bicycle frame	2-28-97	3-2-2002	GT Bicycles, Inc.
Germany	M9702066.4	Bicycle frame	6-25-97		GT Bicycles, Inc.
Italy	RM9700000 063	Bicycle frame	2-3-97	Pending	
Japan	1018566	Composite Bicycle Frame	6-5-98	6-05-2013	GT Bicycles, Inc.
Taiwan	84307207	Bicycle frame		Pending	GT Bicycles, Inc.
Taiwan	85112215	Bicycle flex joint with non-torsional encasement	10-5-96	Pending	GT Bicycles, Inc.
Taiwan	85112217	Bicycle flex joint	10-5-96	Pending	GT Bicycles, Inc.
Taiwan	85111288	Bicycle anti-drive brake system		Pending	GT Bicycles, Inc.
United Kingdom	2063763	Bicycle frame	6-23-97	3-4-2002	GT Bicycles, Inc.

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