

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY AGREEMENT
CONVEYING PARTY DATA	
Name	Execution Date
HB Powersports Group, Inc.	06/10/2005
RECEIVING PARTY DATA	
Name:	M&I Marshall & Ilsley Bank
Street Address:	770 North Water Street
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53202
PROPERTY NUMBERS Total: 2	
Property Type	Number
Patent Number:	6648104
Application Number:	60555842
CORRESPONDENCE DATA	
Fax Number:	(414)978-8675
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	414.277.5675
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Correspondent Name:	Marta S. Levine
Address Line 1:	Quarles & Brady LLP
Address Line 2:	411 East Wisconsin Avenue
Address Line 4:	Milwaukee, WISCONSIN 53202
NAME OF SUBMITTER:	Marta S. Levine
Total Attachments: 5 source=SecIntPatentHBPowersports#page1.tif source=SecIntPatentHBPowersports#page2.tif source=SecIntPatentHBPowersports#page3.tif source=SecIntPatentHBPowersports#page4.tif	

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CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES PATENTS

THIS CONFIRMATORY GRANT OF SECURITY INTEREST IN UNITED STATES PATENTS (the "Confirmatory Grant") is made effective as of the 10th day of June, 2005 by and from HB Powersports Group, Inc. (the "Grantor"), a Delaware corporation, whose principal address is 5800 West Donges Bay Road, Mequon, Wisconsin 53092, to and in favor of M&I MARSHALL & ILSLEY BANK, for itself and as Agent for the Lenders (as defined in the Security Agreement referenced below) (M&I Marshall & Ilsley Bank, for itself and as Agent for the Lenders, is hereinafter referred to as the "Grantee").

WHEREAS, Grantor and Grantee have entered into a Security Agreement of even date herewith (as amended from time to time, the "Security Agreement").

WHEREAS, the Grantor owns the patents and patent applications with the U.S. Patent and Trademark Office (the "Patents") listed on Exhibit A attached hereto.

WHEREAS, this Confirmatory Grant has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of Grantee with respect to the security interest granted herein are without prejudice to and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Confirmatory Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.


NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, it is hereby agreed that:

- 1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.
- 2) The Security Interest.
 - (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations of Grantor and the other Borrowers (as defined in the Security Agreement), pursuant to the Security Agreement. Upon the payment in full of all Obligations, Grantee shall, upon such satisfaction, execute, acknowledge, and deliver to Grantor an instrument in writing releasing the security interest in the Patents acquired under this Confirmatory Grant.

- (b) The Grantor hereby grants to Grantee a security interest in (1) all of Grantor's right, title and interest in and to the Patents set forth in Exhibit A now owned or from time to time after the date hereof owned or acquired by the Grantor, together with (2) all proceeds and products of the Patents, and (3) all causes of action arising prior to or after the date hereof for infringement of any of the Patents.

IN WITNESS WHEREOF, the Grantor has executed this Confirmatory Grant of Security Interest effective as of the above-indicated date.

HB POWERSPORTS GROUP, INC.

By: 
Name: Rod Fostner
Title: Chief Financial Officer

STATE OF WISCONSIN)
MILWAUKEE COUNTY)

Rod Fostner, known to me to be the Chief Financial Officer of HB POWERSPORTS GROUP, INC., personally came before me this 8th day of June, 2005, and executed or acknowledged to me that he executed the foregoing Confirmatory Grant of Security Interest in United States Patents on behalf of said corporation and pursuant to authority duly received .



(SEAL)

Notary Public, State of Wisconsin

My Commission Expires: 1-8-06

Notary Page for Confirmatory Grant of
Security Interest in United States Patents

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CONFIRMATORY GRANT OF SECURITY INTEREST
IN UNITED STATES PATENTS
Exhibit A - SCHEDULE OF PATENTS

Serial No.	Filed	Title	Patent No.	Issued	Owner/Assignee
10/000,871	Nov. 2, 2001	Water Cooled Single Piece Brake Caliper	6,648,104	Nov. 18, 2003	HB Powersports Group, Inc.
60/555,842	Mar. 24, 2005	Floating Disc Brake Assembly with Interlocking Hub and Rotor			HB Powersports Group, Inc.
	Mar. 24, 2005	Floating Disc Brake Assembly with Interlocking Hub and Rotor - PCT Application			HB Powersports Group, Inc.
	Oct. 5, 2004	Hydraulic Park Pawl Brake System			HB Powersports Group, Inc.

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RECORDED: 06/14/2005

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