

## PATENT ASSIGNMENT COVER SHEET

Electronic Version v1.1  
 Stylesheet Version v1.2

EPAS ID: PAT2848203

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY AGREEMENT		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>			<b>Execution Date</b>
HAYES BICYCLE GROUP, INC.			05/08/2014
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	BMO HARRIS BANK N.A., SUCCESSOR-BY-MERGER TO M&I MARSHALL & ILSLEY BANK		
<b>Street Address:</b>	770 NORTH WATER STREET		
<b>City:</b>	MILWAUKEE		
<b>State/Country:</b>	WISCONSIN		
<b>Postal Code:</b>	53202		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>		
<b>Application Number:</b>	13481109		
<b>Application Number:</b>	61869589		
<b>Application Number:</b>	61899142		
<b>Application Number:</b>	61880825		
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(414)978-8675		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	414 277 5675		
<b>Email:</b>	marta.levine@quarles.com		
<b>Correspondent Name:</b>	MARTA S. LEVINE		
<b>Address Line 1:</b>	QUARLES & BRADY LLP		
<b>Address Line 2:</b>	411 EAST WISCONSIN AVENUE		
<b>Address Line 4:</b>	MILWAUKEE, WISCONSIN 53202		
<b>ATTORNEY DOCKET NUMBER:</b>	630027.00416		
<b>NAME OF SUBMITTER:</b>	MARTA S. LEVINE		
<b>SIGNATURE:</b>	/MartaLevine/		
<b>DATE SIGNED:</b>	05/08/2014		
<b>Total Attachments: 4</b>			
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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 8th day of May, 2014 by and from Hayes Bicycle Group, Inc. (the "Grantor"), a Delaware corporation, whose principal address is 5800 West Donges Bay Road, Mequon, Wisconsin 53092, to and in favor of BMO HARRIS BANK N.A., successor-by-merger to M&I Marshall & Ilsley Bank, for itself and as Agent for the Lenders (as defined in the Security Agreement referenced below) and their affiliates (BMO Harris Bank N.A., for itself and as Agent for the Lenders and their affiliates, is hereinafter referred to as the "Grantee").

WHEREAS, Grantor and Grantee have entered into that certain Security Agreement dated as of May 20, 2011, by and among HB HK Holdings, Inc., the Grantor, HB Specialty Products Group, Inc., HB Powersports Group, Inc., HB Performance Systems, Inc. and Grantee (such Security Agreement, as may from time to time be amended, amended and restated, or replaced, whether in connection with the refinancing or modification of the debt and other obligations secured thereby or otherwise, is hereinafter referred to as 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:

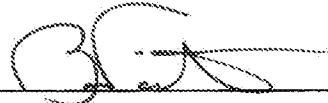
- 1) Definitions. All capitalized terms not defined herein shall have the respective meaning given to them in the Security Agreement.
- 2) The Security Interest.
  - (a) This Confirmatory Grant is made to secure the satisfactory performance and payment of all the Obligations of Grantor and the other Debtors (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.

(signature page follows)

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

HAYES BICYCLE GROUP, INC.

By: \_\_\_\_\_

Name: Rod Foster

Title: Chief Financial Officer

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

U.S. Patents/Patent and Applications	Patent (App.) No.	Issue (Filing) Date
Rubber Isolation System Incorporated Between The Compression Rod And The Gas Spring Assembly Of A Bicycle Fork	(13481109)	(05/25/2012)
Suspension System	(61869589)	(08/23/2013)
Axle Assembly	(61899142)	(01/01/2013)
Brake System	(61880825)	(09/20/2013)