

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Cycle Gear, Inc.		09/17/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Bank of America, N.A.		
Street Address:	100 Federal Street		
Internal Address:	9th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02110		
Entity Type:	Association: UNITED STATES		
PROPERTY NUMBERS Total: 25			
Property Type	Number	Word Mark	
Registration Number:	3552183	BILT	
Registration Number:	3459786	BLACK STAR	
Registration Number:	2667838	CYCLE GEAR	
Registration Number:	1862887	CYCLE GEAR GOOD STUFF FOR MOTORBIKES	
Registration Number:	1749027	CYCLE GEAR MOTORCYCLE PARTS & ACCESSORIES	
Registration Number:	3750779	DOUBLE TOUGH	
Registration Number:	3036848	DURA BOOST	
Registration Number:	2479455	IT'S THE RIDE	
Registration Number:	3353271	MEGABOOST	
Registration Number:	2828808	MOTOBOSS	
Registration Number:	3209141	MOTOCREDIT	
Registration Number:	3260573	MOTOGUARD	
Registration Number:	3236410	MOTO PRO	

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Registration Number:	3726649	RIDE THE LIFE
Registration Number:	3796085	RIDE THE LIFE
Registration Number:	3364687	LL
Registration Number:	3378552	S STREET & STEEL CLASSICAL MOTORCYCLE APPAREL AND ACCESSORIES
Registration Number:	2530555	STREETSTEEL
Registration Number:	2621844	STREETSTEEL
Registration Number:	3514262	VAULT
Serial Number:	77373436	BLOOD ALLEY
Serial Number:	77793507	RIDE THE LIFE
Serial Number:	77373419	SEVEN ZERO SEVEN
Serial Number:	77980111	SEVEN ZERO SEVEN
Serial Number:	77274436	STREET&STEEL

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	696648-005
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	03/03/2011

Total Attachments: 13

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TRADEMARK

REEL: 004489 FRAME: 0596

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Cycle Gear, Inc.

- Individual(s)
- General Partnership
- Corporation- State: CA.
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) September 17, 2010

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A

Internal Address: 9th Floor

Street Address: 100 Federal St.

City: Boston

State: MA

Country: USA Zip: 02110

Association Citizenship USA

General Partnership Citizenship _____

Limited Partnership Citizenship _____

Corporation Citizenship _____

Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

Please see Schedule A

B. Trademark Registration No.(s)

Please see Schedule A

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Corporation Service Company

Internal Address: Suite 210

Street Address: 1180 Avenue of the Americas

City: New York

State: NY Zip: 10036

Phone Number: 212-299-5600

Fax Number: 212-299-5656

Email Address: ORDER#

6. Total number of applications and registrations involved:

27

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Laura A. Cadogan
Signature

3/3/11
Date

Laura A. Cadogan
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 13

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS

September 17, 2010

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, CYCLE GEAR, INC., a California corporation with an address at 4705 Industrial Way, Benicia, California 94510 (the "Grantor"), hereby grants to BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9th Floor, Boston, Massachusetts 02110 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of September 17, 2010 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement").

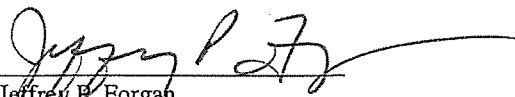
This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Signature Page - Grant of Security Interest In U.S. Trademarks

**TRADEMARK
REEL: 004489 FRAME: 0598**

IN WITNESS WHEREOF, the undersigned has executed this Grant of Security Interest in United States Trademarks as of the date first set forth above.

CYCLE GEAR, INC., as Grantor

By: 
Name: Jeffrey P. Forgan
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By: _____
Name: Mark Twomey
Title: Senior Vice President—Director

Signature Page - Grant of Security Interest In U.S. Trademarks


TRADEMARK
REEL: 004489 FRAME: 0599

IN WITNESS WHEREOF, the undersigned has executed this Grant of Security Interest in United States Trademarks as of the date first set forth above.

CYCLE GEAR, INC., as Grantor

By: _____
Name: Jeffrey P. Forgan
Title: Chief Financial Officer

BANK OF AMERICA, N.A.,
as Collateral Agent and Grantee

By: 
Name: Mark Twomey
Title: Senior Vice President—Director

Signature Page - Grant of Security Interest In U.S. Trademarks

TRADEMARK
REEL: 004489 FRAME: 0600

SCHEDULE A

Schedule A - Grant of Security Interest In U.S. Trademarks


TRADEMARK
REEL: 004489 FRAME: 0601

IV-A


Cycle Gear, Inc.
Active Trademark Matters

VMM File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1027US1	BILT	78/980303 10/14/2005	3,552,183 12/23/2008	REGISTERED Affidavit of use due 12/23/2014 Renewal due 12/23/2018 Class 25/motorcycle clothing and apparel, namely, pants, jerseys, gloves, and socks
CYGR-1029US1	BLACK STAR	78/980329 10/18/2005	3,459,786 7/01/2008	REGISTERED Affidavit of use due 7/01/2014 Renewal due 7/01/2018 Class 12/motorcycle parts, namely, brake pads
CYGR-1053US0	BLOOD ALLEY	77/373436 1/16/2008		PENDING Notice of Allowance 8/19/2008; Statement of Use (or 4th Extension Request) due 8/19/2010 Class 25/Clothing and accessories, namely, hats, caps, beanies, scarves, bandanas, t-shirts, sweatshirts, socks, boots, jeans, pants, leather pants, gloves, leather gloves, jackets, leather jackets, leather vests, leather chaps
CYGR-1014US0	CYCLE GEAR	76/131671 9/20/2000	2,667,838 12/31/2002	REGISTERED Renewal due 12/31/2012 Class 35/On-line retail store services featuring clothing and motorcycle parts and accessories; Retail store services featuring clothing and motorcycle parts and accessories

Cycle Gear, Inc.
Active Trademark Matters

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1004US0	CYCLE GEAR (State of California)	20759	20759	REGISTERED Renewal due 8/21/2014 Class 101/supply and/or install and/or service motorcycle parts and accessories
CYGR-1014CT0	CYCLE GEAR	9.009.011 4/7/2010		PENDING Refusal of CTM application, response due 6/20/10 Class 9/motorcycle helmets Class 25/motorcycle clothing, accessories and apparel, namely, pants, jerseys, gloves, socks, boots, hats, caps, beanies, scarves, bandanas, jackets, vests, chaps, sweatshirts, T-shirts; casual sportswear in the nature of pants, jerseys, hats, caps, beanies, scarves, bandanas, jackets, sweatshirts, T-shirts Class 35/retail store services and online retail store services featuring clothing, and motorcycle parts and accessories
CYGR-1003US0	CYCLE GEAR Logo Good Stuff for Motorbikes 	74/421516 8/6/1993	1,862,887 11/15/1994	REGISTERED Renewal due 11/15/2014 Class 42/wholesale and retail stores featuring motorcycle parts and accessories

Cycle Gear, Inc.
Active Trademark Matters

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1002US0	CYCLE GEAR Logo Motorcycle Parts & Accessories 	74/215085 10/24/1991	1,749,027 1/26/93	REGISTERED Renewal due 1/26/2013 Class 42/retail stores featuring motorcycle parts and accessories
CYGR-1035US0	DOUBLE TOUGH	78/821036 2/22/2006	3,750,779 2/16/2010	REGISTERED Affidavit of use due 2/16/2016 Renewal due 2/16/2020 Class 12/ Inner tubes for motorcycle tires
CYGR-1022US0	DURA BOOST	78/462250 8/04/2004	3,036,848 12/27/2005	REGISTERED Affidavit of use due 12/27/2011 Renewal due 12/27/2015 Class 4/ lubricants for motorcycles
CYGR-1015US0	IT'S THE RIDE	75/918267 2/14/2000	2,479,455 8/21/2001	REGISTERED Renewal due 8/21/2011 Class 35/On-line retail store services featuring clothing and motorcycle parts and accessories; Retail store services featuring clothing and motorcycle parts and accessories

Cycle Gear, Inc.
Active Trademark Matters

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1023US0	MEGABOOST	78/462251 8/04/2004	3,353,271 12/11/2007	REGISTERED Affidavit of use due 12/11/2013 Renewal due 12/11/2017 Class 4/ lubricants for motorcycles
CYGR-1016US0	MOTOBOSS	76/079260 6/27/2000	2,828,808 4/6/2004	REGISTERED Renewal due 4/06/2014 Class 25/ motorcycle clothing and apparel, namely, gloves, non-leather jackets, neck warmers, balaclavas, and rain suits; all of the foregoing for sale in retail stores, mail order catalogs and websites all specializing in motorcycle clothing, parts and accessories and not for sale in high-end retail stores, department stores and designer boutiques
CYGR-1036US0	MOTOCREDIT	78/873917 5/01/2006	3,209,141 2/13/2007	REGISTERED Affidavit of use due 2/13/2013 Renewal due 2/13/2017 Class 36/ credit card services
CYGR-1037US0	MOTOGUARD	78/873912 5/01/2006	3,260,573 4/24/2007	REGISTERED Affidavit of use due 7/10/2013 Renewal due 7/10/2017 Class 36/ Providing extended warranties and extended road-hazard warranties on tires



Cycle Gear, Inc.
Active Trademark Matters

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1032US0	MOTO PRO	78/774884 12/16/2005	3,236,410 5/01/2007	REGISTERED Affidavit of use due 5/01/2013 Renewal due 5/01/2017 Class 3/ cleaners and polishes for motorcycles Class 4/ lubricants for motorcycles
CYGR-1049US2	RIDE THE LIFE	77/978249 7/30/2009	3,726,649 12/15/2009	REGISTERED Affidavit of use due 12/15/2015 Renewal due 12/15/2019 Class 9/motorcycle helmets
CYGR-1049US1	RIDE THE LIFE	77/793507 7/30/2009		PENDING. Notice of Allowance 3/23/2010; Statement of Use (or 1st Extension Request) due 9/23/2010 Class 35/ On-line retail store services featuring clothing and motorcycle parts and accessories; Retail store services featuring clothing and motorcycle parts and accessories

Cycle Gear, Inc.
Active Trademark Matters

CYGR-1049US0	RIDE THE LIFE	77/278955 9/13/2007	3,796,085 6/1/2010	REGISTERED Affidavit of Use due 6/1/2016 Renewal due 6/1/2020 Class 25/motorcycle clothing, accessories and apparel, namely, pants, jerseys, gloves, socks, boots, hats, caps, beanies, scarves, bandanas, jackets, vests, chaps, sweatshirts, T-shirts; casual sportswear in the nature of pants, jerseys, hats, caps, beanies, scarves, bandanas, jackets, sweatshirts, T-shirts
CYGR-1052US0	SEVEN ZERO SEVEN	77/373419 1/16/2008		PENDING Notice of Allowance 2/3/2009. Statement of Use (or 4th Extension Request) due 2/3/2011. Class 25/motorcycle clothing, accessories and apparel, namely, pants, jerseys, gloves, socks, boots, hats, caps, beanies, scarves, bandanas, jackets, vests, chaps, sweatshirts, t-shirts, and casual sportswear in the nature of pants, jerseys, hats, caps, beanies, scarves, bandanas, jackets, sweatshirts, t-shirts, all sold exclusively through specialty retail stores featuring motorcycle-related goods and services
CYGR-1052US2	SEVEN ZERO SEVEN	77/980111 1/16/2008		PENDING Notice of Allowance 2/3/2009. Statement of Use filed due 8/6/2010. Class 9/motorcycle helmets
CYGR-1008US0	STREET & STEEL	78/774889 12/16/2005	3,365,687 1/08/2008	REGISTERED Affidavit of use due 1/08/2014 Renewal due 1/08/2018 Class 25/ leather motorcycle jackets, leather motorcycle vests and leather motorcycle chaps

**Cycle Gear, Inc.
Active Trademark Matters**

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1033US0	STREET & STEEL Logo Classic Motorcycle Apparel and Accessories 	78/774897 12/16/2005	3,378,552 2/05/2008	REGISTERED Affidavit of use due 2/05/2014 Renewal due 2/05/2018 Class 25/ leather motorcycle jackets, leather motorcycle vests and leather motorcycle chaps
CYGR-1048US0	STREET & STEEL Logo 	77/274436 9/07/2007		PENDING Notice of Allowance 12/30/2008; Statement of Use filed 12/30/2009, but objected to in action 2/16/2010; further response due by 8/16/2010 Class 9/motorcycle helmets Class 25/motorcycle clothing, accessories and apparel, namely, pants, jerseys, gloves, socks, boots, hats, caps, beanies, scarves, bandanas, jackets, vests, chaps, sweatshirts, t-shirts, and casual sportswear in the nature of pants, jerseys, hats, caps, beanies, scarves, bandanas, jackets, sweatshirts, t-shirts, all sold exclusively through specialty retail stores featuring motorcycle-related goods and services

Cycle Gear, Inc.
Active Trademark Matters

VMMD File	Mark	App. No. Date	Reg. No. Date	Status/Comments
CYGR-1047US1	STREETSTEEL	75/890475 1/10/2000	2,530,555 1/15/2002	REGISTERED Renewal due 1/15/2012 Class 9/eyewear and other optical devices namely, eyeglasses, eyeglass frames, eyeglass cases, eyeglass lenses; sunglasses, sunglass frames, sunglass cases, sunglass lenses, binoculars, contact lenses, contact lens cases, face shields, optical filters, telescopic gunsights, magnifying glasses, optical filters, optical lens sights, safety goggles, optical or telescopic sights, spectacles, telescopes and telescopic lens sights
CYGR-1047US0	STREETSTEEL	75/890466 1/10/2000	2,621,844 9/17/2002	REGISTERED Affidavit of use and Renewal due 9/17/2012 Class 25/athletic and casual clothing and footwear for men, women and children-namely, shirts, pants, shorts, coats, jackets, uniforms (athletic) warm-up suits, swimwear, tenniswear, skirts, sweaters, underwear, headwear, socks, sneakers, boots, shoes, sneakers and wristbands
CYGR-1039US0	VAULT	78/887765 5/19/2006	3,514,262 10/07/2008	REGISTERED Affidavit of use due 10/07/2014 Renewal due 10/07/2018 Class 12/ Security and anti-theft systems for motorcycles, namely, anti-theft locks for motorcycles