

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
Fox Factory, Inc.		01/14/2008	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

Name:	Compass Group Diversified Holdings LLC
Street Address:	Sixty One Wilton Road
Internal Address:	Second Floor
City:	Westport
State/Country:	CONNECTICUT
Postal Code:	06880
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 23

Property Type	Number	Word Mark
Registration Number:	3249949	BOOST VALVE
Serial Number:	78929111	BRASSMASS
Registration Number:	3093977	DHX
Registration Number:	2464300	FLOAT
Registration Number:	3036706	40
Registration Number:	2321069	FOX
Registration Number:	2321107	FOX
Registration Number:	2550398	FOX FORX
Serial Number:	78239008	FOX RACING SHOX
Serial Number:	78841788	OWN THE TRAIL
Serial Number:	78874190	OWN THE TRAIL
Registration Number:	2949629	PODIUM
Registration Number:	3193046	PODIUM

CH \$590.00 3249949

Registration Number:	3001642	PROPEDAL
Registration Number:	3213279	PROTUNE
Registration Number:	3215652	RP23
Registration Number:	2851501	TALAS
Registration Number:	2929593	TERRALOGIC
Registration Number:	3036707	36
Registration Number:	2306184	TWIN-CLICKER
Registration Number:	2323775	VANILLA
Serial Number:	78841790	WHEREVER YOU RIDE
Serial Number:	78874200	WHEREVER YOU RIDE

CORRESPONDENCE DATA

Fax Number: (703)720-7802
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 703-720-7800
Email: ipgeneraltyc@ssd.com
Correspondent Name: Douglas H. Goldhush8
Address Line 1: 8000 Towers Crescent Drive
Address Line 2: 14th Floor
Address Line 4: Tysons Corner, VIRGINIA 22182

ATTORNEY DOCKET NUMBER:	052292.00131
NAME OF SUBMITTER:	Douglas H. Goldhush
Signature:	/Douglas H. Goldhush/
Date:	02/11/2008

Total Attachments: 9
source=FOX IP SECURITY AGREEMENT#page1.tif
source=FOX IP SECURITY AGREEMENT#page2.tif
source=FOX IP SECURITY AGREEMENT#page3.tif
source=FOX IP SECURITY AGREEMENT#page4.tif
source=FOX IP SECURITY AGREEMENT#page5.tif
source=FOX IP SECURITY AGREEMENT#page6.tif
source=FOX IP SECURITY AGREEMENT#page7.tif
source=FOX IP SECURITY AGREEMENT#page8.tif
source=FOX IP SECURITY AGREEMENT#page9.tif

INTELLECTUAL PROPERTY SECURITY AGREEMENT

THIS INTELLECTUAL PROPERTY SECURITY AGREEMENT (as from time to time amended, modified, restated, supplemented and in effect, this "Security Agreement") is entered into as of January 4, 2008, by Fox Factory, Inc., a California corporation ("Grantor"), to and in favor of Compass Group Diversified Holdings LLC, a Delaware limited liability company ("Secured Party"), pursuant to the terms of (i) that certain Credit Agreement (as the same may be amended, restated, supplement or otherwise modified from time to time, the "Credit Agreement") among the Secured Party, as lender, Fox Factory, Inc., as borrower ("Borrower"), and Fox Factory Holding Corp., as co-borrower ("Co-Borrower"), dated of even date herewith, and (ii) that certain Guarantee and Collateral Agreement (as the same may be amended, supplemented or otherwise modified from time to time, the "Collateral Agreement") among the Secured Party, Borrower, Co-Borrower, Grantor and those other signatories a party thereto, dated of even date herewith.

Pursuant to the Collateral Agreement, Grantor has granted a security interest in its Collateral (as defined therein) to the Secured Party, which Collateral includes the Trademarks and Patents identified herein.

For good and valuable consideration, the receipt of which is hereby acknowledged, Grantor and Secured Party agree as follows:

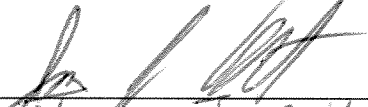
Section 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Security Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Collateral Agreement.

Section 2. Grant of Security Interest. As security for the full and timely payment, observance and performance of the obligations pursuant to the Collateral Agreement, Grantor hereby grants to Secured Party a continuing security interest in and a right of setoff against, all of Grantors' right, title and interest in the Trademarks (including, without limitation, those items listed on Schedule A hereto) and the Patents (including, without limitation, those items listed on Schedule B hereto).

Section 3. Purpose. This Security Agreement has been executed and delivered by Grantor for the purpose of recording with the United States Patent and Trademark Office ("UPTO") the grant of a security interest in the Trademarks and the Patents pursuant to the Collateral Agreement. The Collateral Agreement (and all rights and remedies of Secured Party thereunder) shall remain in full force and effect in accordance with its respective terms. In the event of any conflict between this Security Agreement and the Collateral Agreement, the Collateral Agreement shall prevail.

Section 4. Acknowledgment. Grantor hereby further acknowledges and affirms that the rights and remedies of Secured Party with respect to the security interest in the Trademarks and the Patents granted hereby are more fully set forth in Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECURED PARTY:
COMPASS GROUP DIVERSIFIED
HOLDINGS LLC
as Secured Party

By: 
Name: James J. Bottiglieri
Title: CFO

STATE OF Connecticut)
) SS
COUNTY OF Fairfield)

On this 4th day of January, 2008, there appeared before me James J. Bottiglieri, personally known to me, who acknowledged that he signed the foregoing Intellectual Property Security Agreement as his voluntary act and deed on behalf and with full authority of Compass Group Diversified Holdings LLC.


Notary Public

My Commission Expires: 4.30.2011

Jonlynn Vancho
35 Kohary Drive
Middford, CT 06450

SCHEDULE A

TRADEMARKS

Trademark	Jurisdiction	Status	Class	Goods and Services	Application/ Regis. #	Filing Date
BOOST VALVE	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,249,949	May 14, 2004
BRASSMASS	U.S. Federal	PUBLISHED (PENDING) Intent to Use	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	78/929,111	July 13, 2006
DHX	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,093,977	March 8, 2004
FLOAT	U.S. Federal	REGISTERED	12	BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	2,464,300	December 29, 1998
40	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,036,706	December 27, 2005
FOX	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS; BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	2,321,069	December 16, 1998
FOX (Design)	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,321,107	December 29, 1998
FOX FORX	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS; BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	2,550,398	December 29, 1998
FOX RACING SHOX	U.S. Federal	PUBLISHED (PENDING)	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS; BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	78/239,008	April 17, 2003
OWN THE TRAIL	U.S. Federal	ABANDONED* *See Sec. 2.8(d)	12	BICYCLE PARTS, NAMELY SHOCK ABSORBERS	78/841,788	March 20, 2006
OWN THE TRAIL	U.S. Federal	PUBLISHED (PENDING) Intent to Use	12	VEHICLE PARTS, NAMELY SHOCK ABSORBERS	78/874,190	May 2, 2006
PODIUM (stylized letters)	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,949,629	July 24, 2002

TRADEMARK

REEL: 003717 FRAME: 0366

Trademark	Jurisdiction	Status	Class	Goods and Services	Application/ Regis. #	Filing Date
PODIUM	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,193,046	February 9, 2006
PROPEDAL	U.S. Federal	REGISTERED	12	BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	3,001,642	August 6, 2004
PROTUNE	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,213,279	May 8, 2006
RP23	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,215,652	May 8, 2006
TALAS	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,851,501	May 10, 2002
TERRALOGIC	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,929,593	July 24, 2002
36	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,036,707	April 1, 2004
TWIN- CLICKER	U.S. Federal	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,306,184	December 29, 1998
VANILLA	U.S. Federal	REGISTERED	12	BICYCLE PARTS, NAMELY, SHOCK ABSORBERS	2,323,775	December 29, 1998
WHEREVER YOU RIDE	U.S. Federal	ABANDONED* * See Sec. 2.8(d)	12	BICYCLE PARTS, NAMELY SHOCK ABSORBERS	78/841,790	March 20, 2006
WHEREVER YOU RIDE	U.S. Federal	PUBLISHED (PENDING) Intent to Use	12	VEHICLE PARTS, NAMELY SHOCK ABSORBERS	78/874,200	May 2, 2006
BOOST VALVE	European Union	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,809,051	May 14, 2004
BRASS MASS	European Union	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,809,043	May 14, 2004
40	European Union	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,737,996	April 7, 2004
FOX (Design)	European Union	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	2,237,568	May 30, 2001
PROPEDAL	European Union	REGISTERED	12	VEHICLE PARTS,NAMELY, SHOCK ABSORBERS	3,993,375	August 23, 2004

Trademark	Jurisdiction	Status	Class	Goods and Services	Application/ Regis. #	Filing Date
36	European Union	REGISTERED	12	VEHICLE PARTS, NAMELY, SHOCK ABSORBERS	3,737,962	April 7, 2004
FOX RACING SHOX	South Korea	REGISTERED	12	Various products, including SHOCK ABSORBING SPRINGS FOR VEHICLES and SPRING-ASSISTED HYDRAULIC SHOCK ABSORBERS FOR VEHICLES	400645205000 0	October 30, 2003

SCHEDULE B

PATENTS

Issued Patents				
<i>Patent Number</i>	<i>Filing Date</i>	<i>Country</i>	<i>Title</i>	<i>Status</i>
6592136	07/02/2001	US	Bicycle fork cartridge assembly	Issued.
6581948	01/09/2002	US	Inertia valve shock absorber	Issued.
6415895	07/26/2001	US	Position-sensitive shock absorber	Issued.
6360857	03/08/2000	US	Damping adjustment for shock absorber	Issued.
6311962	11/30/1998	US	Shock Absorber with external air cylinder spring	Issued.
6296092	10/21/1999	US	Position-sensitive shock absorber	Issued.
6135434	01/15/1999	US	Shock absorber with positive and negative gas spring chambers	Issued.
6640943	08/13/2002	US	Shock absorber with scaling ice scraper	Issued.
7163222	07/15/2003	US	Bicycle fork having lock-out, blow-off and adjustable blow-off threshold	Issued.
6604751	01/09/2002	US	Inertia valve shock absorber	Issued.
7182192	02/13/2004	US	Inertial valve shock absorber (magnetic)	Issued.
7273137	10/26/2005	US	Inertia Valve Shock Absorber	Issued.
7261194	10/12/2006	US	Bicycle Suspension Assembly With Isolated Inertia Mass	Issued.

Patent Applications and Filings				
<i>Application Number</i>	<i>Filing Date</i>	<i>Country</i>	<i>Title</i>	<i>Status</i>
10/237333	09/05/2002	US	Integrated and self-contained suspension assembly having an on-the-fly adjustable air spring	
10/378091	02/28/2003	US	Inertia valve shock absorber	

Patent Applications and Filings

<i>Application Number</i>	<i>Filing Date</i>	<i>Country</i>	<i>Title</i>	<i>Status</i>
11/261051	10/27/2005	US	Damper with pressure-sensitive compression damping	
11/291058	11/29/2005	US	Damping cylinder with annular bladder	
11/532516	09/16/2006	US	Shock Absorber With Electronic Control	
11/532524	09/16/2006	US	Bicycle Fork Having Lock-out, Blow-off, and Adjustable Blow-off Threshold	
11/548952	10/12/2006	US	Bicycle Suspension Assembly With Reservoir Positioned Pressure-Relief Valve	
11/548977	10/12/2006	US	Inertia Valve Fluid Damper For Bicycles	
11/750842	05/18/2007	US	Bicycle Suspension Assembly With Inertia Valve and G-Threshold	
11/750884	05/18/2007	US	Front Bicycle Suspension Assembly With Inertia Valve	
11/750901	05/18/2007	US	Front Bicycle Suspension Assembly With Inertia Valve	
11/750931	05/18/2007	US	Bicycle Suspension Assembly With Inertia Valve and Blow-Off	
11/852810	09/10/2007	US	Inertia Valve Vehicle Suspension Assembly	
11/852779	09/10/2007	US	Inertia Valve Vehicle Suspension Assembly	
11/852735	09/10/2007	US	Inertia Valve Vehicle Suspension Assembly	
11/852675	09/10/2007	US	Inertia Valve Vehicle Suspension Assembly	
11/771468	06/29/2007	US	Vehicle Suspension Assembly With Reservoir	
11/674471	02/13/2007	US	Axles, Such As For Bicycles	

Patent Applications and Filings

<i>Application Number</i>	<i>Filing Date</i>	<i>Country</i>	<i>Title</i>	<i>Status</i>
11/669862	01/31/2007	US	Gas Spring with Very Short Travel Modes	
11/626944	01/25/2007	US	Adjustable Body Cap	
11/617713	12/28/2006	US	Fluid Damper Having a Damping Profile Favorable for Absorbing the Full Range Of Compression Forces, Including Low-And High-Speed Compression Forces	
11/612911	12/19/2006	US	On-the-Fly Adjustable Air Spring	
11/567074	12/05/2006	US	Fluid Damper Having a Damping Profile Favorable For Absorbing The Full Range Of Compression Forces, Including Low-And High-Speed Compression Forces	
11/560403	11/16/2006	US	Gas Spring Curve Control	
11/535552	09/27/2006	US	Suspension Damper Having Inertia Valve And User-Adjustable Pressure Relief	
11/372707	03/10/2006	US	Gas Spring and Travel Control	
10/595423	12/10/2004	US	Shock Absorber With Pressure-Controlled Damping	
11/741074	04/27/2007	US	Bicycle Suspension Apparatus With External Controller	