

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	10/26/2012

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
H-D Michigan, LLC		10/26/2012	LIMITED LIABILITY COMPANY: MICHIGAN

RECEIVING PARTY DATA

Name:	H-D U.S.A., LLC
Street Address:	3700 West Juneau Avenue
City:	Milwaukee
State/Country:	WISCONSIN
Postal Code:	53208
Entity Type:	LIMITED LIABILITY COMPANY: WISCONSIN

PROPERTY NUMBERS Total: 292

Property Type	Number	Word Mark
Registration Number:	507163	HARLEY-DAVIDSON
Registration Number:	508160	HARLEY-DAVIDSON
Registration Number:	508942	HARLEY-DAVIDSON
Registration Number:	518062	HARLEY-DAVIDSON
Registration Number:	519875	HARLEY-DAVIDSON
Registration Number:	522500	HARLEY-DAVIDSON
Registration Number:	522501	HARLEY-DAVIDSON
Registration Number:	526750	HARLEY-DAVIDSON
Registration Number:	539805	HARLEY-DAVIDSON
Registration Number:	799442	ELECTRA GLIDE
Registration Number:	879827	TOUR-PAK
Registration Number:	912532	SPORTSTER

CH \$7315.00 507163

Registration Number:	947170	HARLEY-DAVIDSON
Registration Number:	1078871	HARLEY-DAVIDSON
Registration Number:	1161806	WIDE GLIDE
Registration Number:	1205380	MOTOR HARLEY-DAVIDSON COMPANY
Registration Number:	1219955	HARLEY-DAVIDSON
Registration Number:	1223355	HARLEY-DAVIDSON
Registration Number:	1224868	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1230734	HARLEY-DAVIDSON
Registration Number:	1234404	HARLEY-DAVIDSON
Registration Number:	1239313	H-D
Registration Number:	1255091	HARLEY-DAVIDSON
Registration Number:	1260886	STURGIS
Registration Number:	1263936	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1311457	HARLEY-DAVIDSON
Registration Number:	1311460	HARLEY-DAVIDSON
Registration Number:	1315672	SUPER GLIDE
Registration Number:	1316538	HARLEY-DAVIDSON MOTOR COMPANY
Registration Number:	1316576	EAGLE IRON
Registration Number:	1317592	H-D
Registration Number:	1344224	SOFTAIL
Registration Number:	1345492	SCREAMIN' EAGLE
Registration Number:	1352679	HARLEY
Registration Number:	1387456	SPORT GLIDE
Registration Number:	1406876	HARLEY
Registration Number:	1432866	SOFTAIL
Registration Number:	1434821	WILLIE G
Registration Number:	1436034	LADIES OF HARLEY
Registration Number:	1450348	HARLEY-DAVIDSON
Registration Number:	1455825	HARLEY OWNERS GROUP
Registration Number:	1455826	HOG HARLEY OWNERS GROUP
Registration Number:	1458778	H.O.G.
Registration Number:	1459152	EVOLUTION
Registration Number:	1465034	BUELL
Registration Number:	1471644	HARLEY-DAVIDSON
Registration Number:	1477667	HOG TALES

	1490127	HD
Registration Number:	1510786	HARLEY-DAVIDSON
Registration Number:	1511060	
Registration Number:	1524329	HD
Registration Number:	1531875	HERITAGE SOFTAIL
Registration Number:	1534200	HOG
Registration Number:	1534449	HD
Registration Number:	1542425	FAT BOB
Registration Number:	1564334	LOW RIDER
Registration Number:	1571032	MOTOR HARLEY-DAVIDSON CLOTHES
Registration Number:	1590042	HARLEY-DAVIDSON
Registration Number:	1594104	FAT BOY
Registration Number:	1594879	HARLEY-DAVIDSON
Registration Number:	1596518	H D
Registration Number:	1597427	HD
Registration Number:	1602474	HARLEY-DAVIDSON
Registration Number:	1603741	HARLEY-DAVIDSON
Registration Number:	1606282	HARLEY-DAVIDSON
Registration Number:	1610377	HARLEY-DAVIDSON
Registration Number:	1610396	HARLEY-DAVIDSON
Registration Number:	1611159	ULTRA CLASSIC
Registration Number:	1621383	HARLEY-DAVIDSON
Registration Number:	1640258	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1654280	HD
Registration Number:	1660539	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1683455	HARLEY
Registration Number:	1688264	HARLEY-DAVIDSON USA
Registration Number:	1692178	MOTOR HARLEY-DAVIDSON CYCLES
Registration Number:	1708362	HARLEY
Registration Number:	1708418	HARLEY-DAVIDSON
Registration Number:	1710643	HOG LADIES OF HARLEY
Registration Number:	1710653	HOG HARLEY OWNERS GROUP
Registration Number:	1711882	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1714559	HD
Registration Number:	1716992	HOG

	1716993	HARLEY-DAVIDSON
Registration Number:	1725918	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	1735699	HD
Registration Number:	1741456	
Registration Number:	1775905	H-D
Registration Number:	1793137	HARLEY OWNERS GROUP
Registration Number:	1810475	HOG
Registration Number:	1870474	ROAD KING
Registration Number:	1913992	
Registration Number:	1924572	ALUMINATOR
Registration Number:	1928870	TALON
Registration Number:	1933724	BADLANDER
Registration Number:	1940070	THE LEGEND ROLLS ON
Registration Number:	1953335	LOW RIDER
Registration Number:	1953337	SPORT GLIDE
Registration Number:	1953342	SCREAMIN' EAGLE CHILI
Registration Number:	1953343	SPORTSTER
Registration Number:	1953344	DYNA
Registration Number:	1956267	DRESSER
Registration Number:	1956269	PANHEAD
Registration Number:	1957763	ROAD KING
Registration Number:	1958775	HOG CLUB
Registration Number:	1959099	STURGIS
Registration Number:	1963161	EVOLUTION
Registration Number:	1963171	STURGIS
Registration Number:	1995035	SOFT GLIDE
Registration Number:	2009573	MILWAUKEE
Registration Number:	2011337	HARLEY DAVIDSON CAFE
Registration Number:	2021686	HERITAGE
Registration Number:	2024190	H-D
Registration Number:	2031564	V-TWIN
Registration Number:	2042130	HD
Registration Number:	2067604	LIGHTNING
Registration Number:	2071422	HARLEY-DAVIDSON CUSTOM AMERICAN BLEND
Registration Number:	2084703	HOG LADIES OF HARLEY

	2098299	HERITAGE SPRINGER
Registration Number:	2113565	BUELL
Registration Number:	2118685	HARLEY HOG
Registration Number:	2118687	HARLEY
Registration Number:	2120748	HARLEY
Registration Number:	2143093	HARLEY OWNERS GROUP
Registration Number:	2205489	FXRG
Registration Number:	2212815	ROAD ZEPPELIN
Registration Number:	2221687	HARLEY-DAVIDSON.COM
Registration Number:	2226972	DIAMOND BACK
Registration Number:	2230532	HARLEY DAVIDSON MOTOR CYCLES POLICE 1
Registration Number:	2250283	ROAD GLIDE
Registration Number:	2267283	HARLEY-DAVIDSON
Registration Number:	2281489	HARLEY-DAVIDSON
Registration Number:	2305867	HOG HARLEY OWNERS GROUP
Registration Number:	2309928	SUNWASH
Registration Number:	2315877	HD
Registration Number:	2325715	HARLEY-DAVIDSON
Registration Number:	2328061	HARLEY-DAVIDSON USA
Registration Number:	2344680	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	2351324	PROFILE
Registration Number:	2376674	
Registration Number:	2386246	HOG TIES
Registration Number:	2386959	STREET STALKER
Registration Number:	2403456	PROTECTING THE EXPERIENCE
Registration Number:	2406156	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND
Registration Number:	2444763	H-DNET.COM
Registration Number:	2496088	HARLEY-DAVIDSON
Registration Number:	2530093	FXRG
Registration Number:	2534583	RIDER'S EDGE
Registration Number:	2535179	TWIN CAM 88
Registration Number:	2546583	HARLEY-DAVIDSON AUTHORIZED RENTALS
Registration Number:	2602506	V-ROD
Registration Number:	2657252	FIREBOLT

Registration Number:	2660205	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	2675384	LIFE STARTS AT THE EDGE
Registration Number:	2817659	MOTORCLOTHES
Registration Number:	2834098	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2834099	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2834100	MOTOR HARLEY-DAVIDSON CYCLES SHERIFF 1
Registration Number:	2834717	REVOLUTION
Registration Number:	2835864	TALON2
Registration Number:	2868754	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2868755	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2868756	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2869571	DETONATOR
Registration Number:	2873756	MOTOR HARLEY-DAVIDSON CYCLES FIREFIGHTER
Registration Number:	2892609	
Registration Number:	2921245	HARLEY-DAVIDSON
Registration Number:	2938208	DEALLINK
Registration Number:	2966933	ROAD KING
Registration Number:	2970310	SYN3
Registration Number:	2973501	1 HARLEY-DAVIDSON
Registration Number:	2979002	1 HARLEY-DAVIDSON
Registration Number:	3012264	REACH
Registration Number:	3014141	BRAWLER
Registration Number:	3015217	HOG
Registration Number:	3018481	1 HARLEY DAVIDSON
Registration Number:	3022069	RALLYRUNNER
Registration Number:	3037770	HARLEY-DAVIDSON
Registration Number:	3040225	C.U.S.T.O.M.
Registration Number:	3040628	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3040629	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3044788	SPORTSTER
Registration Number:	3046197	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3051722	TALLBOY
Registration Number:	3054502	HARLEY CHROME
Registration Number:	3058720	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3065215	HARLEY-DAVIDSON MOTORCYCLES

TRADEMARK

REEL: 004905 FRAME: 0665

	3074276	1 HARLEY-DAVIDSON
Registration Number:	3082869	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3082870	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3089507	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3092323	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3097410	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3098916	ULYSSES
Registration Number:	3099073	STRIPPER
Registration Number:	3101990	SUN RAY
Registration Number:	3108661	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3110597	STREET BOB
Registration Number:	3121492	ULYSSES
Registration Number:	3127701	SIDEKICK
Registration Number:	3155818	DYNA
Registration Number:	3166914	CUSTOM COVERAGE
Registration Number:	3185946	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3199679	NIGHT ROD
Registration Number:	3215275	HARLEY-DAVIDSON DEALER EXCHANGE
Registration Number:	3252987	CHROME COMING
Registration Number:	3265923	STREET GLIDE
Registration Number:	3284396	ROAD FOOD
Registration Number:	3284962	HARLEY
Registration Number:	3291620	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS.
Registration Number:	3296168	H.O.G.
Registration Number:	3304863	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3304864	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3305358	I AM NOT A BACKREST
Registration Number:	3305359	I AM NOT A BACKREST
Registration Number:	3305360	I AM NOT A BACKREST
Registration Number:	3305361	I AM NOT A BACKREST
Registration Number:	3319257	FUEL FOR THE WIDE-OPEN ROAD
Registration Number:	3333266	HARLEY-DAVIDSON UNIVERSITY
Registration Number:	3344901	NIGHTSTER
Registration Number:	3344909	HARLEY HEROES
Registration Number:	3349571	DESTROYER

	3349572	SCREAMIN' EAGLE DESTROYER
Registration Number:	3353432	CRUISE DRIVE
Registration Number:	3358093	HARLEY-DAVIDSON MOTORCYCLES
Registration Number:	3393839	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3393840	HARLEY-DAVIDSON
Registration Number:	3412648	FAT BOB
Registration Number:	3445749	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3447304	HARLEY-DAVIDSON MOTOR CLOTHES AN AMERICAN LEGEND
Registration Number:	3454356	ROCKERTAIL
Registration Number:	3455472	PHD SERVICE HARLEY-DAVIDSON MOTOR CYCLES TRAINED TECHNICIAN
Registration Number:	3485520	HARLEY-DAVIDSON
Registration Number:	3490890	HARLEY-DAVIDSON
Registration Number:	3497890	EVOLUTION
Registration Number:	3509187	SIGNATURE SERIES
Registration Number:	3525970	· HARLEY-DAVIDSON · MOTORCYCLES
Registration Number:	3528318	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	3528897	MOTOR
Registration Number:	3529174	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE. WIS.
Registration Number:	3539093	1125R
Registration Number:	3541745	HARLEY-DAVIDSON MUSEUM
Registration Number:	3548003	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3551467	H-D
Registration Number:	3558739	HARLEY-DAVIDSON
Registration Number:	3559365	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3577095	HELICON
Registration Number:	3577658	CAFE RACER
Registration Number:	3588409	V-ROD MUSCLE
Registration Number:	3640579	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3640580	CROSS BONES
Registration Number:	3658879	HARLEY-DAVIDSON MOTOR CYCLES

Registration Number:	3671993	HARLEY-DAVIDSON MOTOR COMPANY
Registration Number:	3673805	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3686796	
Registration Number:	3690031	HARLEY-DAVIDSON
Registration Number:	3697874	1 HARLEY-DAVIDSON
Registration Number:	3697875	1 HARLEY-DAVIDSON
Registration Number:	3716999	HD HARLEY-DAVIDSON ARCHIVES MILWAUKEE, WIS.
Registration Number:	3734072	SCREAMIN' EAGLE
Registration Number:	3756505	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3756506	HARLEY-DAVIDSON
Registration Number:	3793518	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	3793519	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	3793632	HARLEY-DAVIDSON MOTOR CYCLES
Registration Number:	3796013	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	3796014	SPORTSTER FAT BOY V-ROD AMERICAN LIFE WILLIE G. RIDE INTERNAL COMBUSTION 1903 A LEGEND IS BORN BIG TWIN MILWAUKEE HARLEY-DAVIDSON MUSEUM PASSION DAYTONA KNUCKLEHEAD PEASHOOTER WALTER WILLIAM S. ARTHUR WILLIAM A. THE ENTHUSIAST TWIN CAM 2008 THE EAGLE SOARS ALONE H.O.G. 1981 WIDE OPEN ROAD
Registration Number:	3796146	HARLEY-DAVIDSON
Registration Number:	3799892	TRI GLIDE
Registration Number:	3814975	ROAD KING
Registration Number:	3818854	FAT BOY
Registration Number:	3818855	HARLEY
Registration Number:	3828895	MILLION MILE MONDAY
Registration Number:	3830310	

Registration Number:	3849945	FORTY-EIGHT
Registration Number:	3883193	DECLARE YOUR INDEPENDENCE
Registration Number:	3935704	BLACKLINE
Registration Number:	3946456	SUPERLOW
Registration Number:	3957870	SCREAMIN' EAGLE
Registration Number:	3995463	SCREAMIN' EAGLE
Registration Number:	4089665	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	85125597	DAGGER
Serial Number:	85162015	REV
Serial Number:	85170037	TRUTH AND DARE
Serial Number:	85318884	HARLEY-DAVIDSON
Serial Number:	85335904	HARLEY-DAVIDSON ROADHOUSE
Serial Number:	85457630	SEVENTY-TWO
Serial Number:	85457854	BREAKOUT
Serial Number:	85462234	HARLEY-DAVIDSON CHC HARD CANDY CUSTOM
Serial Number:	85496103	SOFTAIL SLIM
Serial Number:	85513537	HARLEY-DAVIDSON STREET
Serial Number:	85547327	HARLEY-DAVIDSON MOTOR CYCLES
Serial Number:	85667745	FIREBRAND

CORRESPONDENCE DATA

Fax Number: 7037392815

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Email: iprecordals@cpaglobal.com

Correspondent Name: CPA Global Limited

Address Line 1: Liberation House

Address Line 2: Castle Street

Address Line 4: St Helier, JERSEY JE1 1BL

NAME OF SUBMITTER:

Helen Birrell

Signature:

/H/BIRRELL/IPR/PS/H-D USA LLC/

Date:

11/24/2012

Total Attachments: 4

source=Certified Copies of Articles of Merger MI#page1.tif

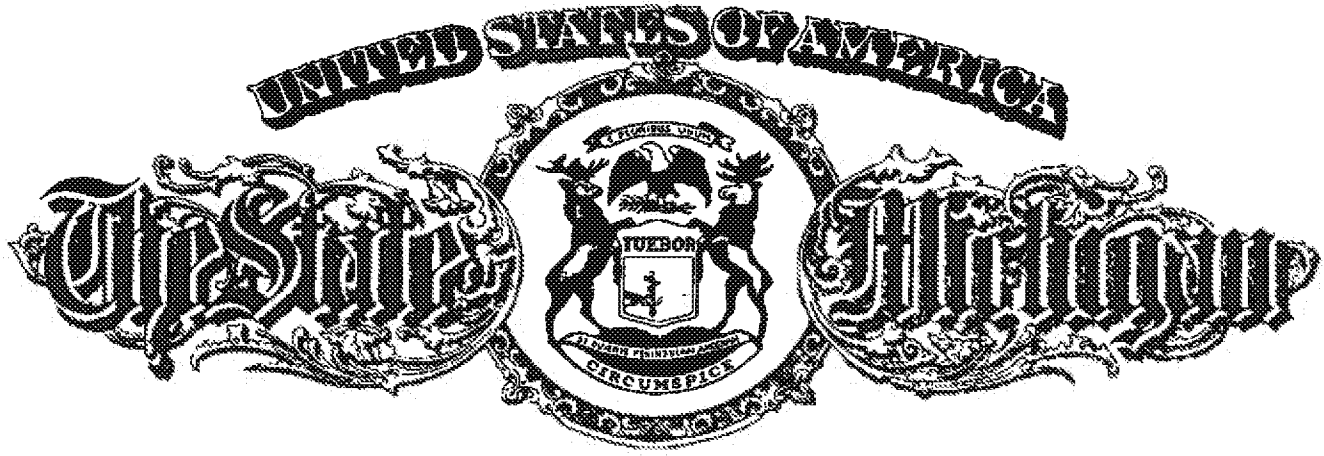
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TRADEMARK

REEL: 004905 FRAME: 0669



Department of Licensing and Regulatory Affairs
Lansing, Michigan

This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 2nd day of November, 2012

 Director

Bureau of Commercial Services



150 OCT 26 2012

FILED

OCT 26 2012

ADMINISTRATOR
BUREAU OF COMMERCIAL SERVICES

**CERTIFICATE OF MERGER
MERGING
H-D MICHIGAN, LLC
(a Michigan limited liability company)
INTO
H-D U.S.A., LLC
(a Wisconsin limited liability company)**

Pursuant to Section 450.4705 of the Michigan Limited Liability Company Act, the undersigned parties to a Plan of Merger, dated as of October 26, 2012 (the "Plan of Merger"), by and between H-D Michigan, LLC, a Michigan limited liability company, and H-D U.S.A., LLC, a Wisconsin limited liability company, hereby adopt the following Certificate of Merger.

FIRST: The names of each constituent limited liability company to the merger that the Plan of Merger contemplates and their identification numbers are as follows:

<u>Name of Corporation</u>	<u>Identification Number</u>
H-D U.S.A., LLC	Not Applicable
H-D Michigan, LLC	E16387

SECOND: The name of the limited liability company surviving the merger is H-D U.S.A., LLC, with its principal place of business located at 3700 West Juneau Avenue, Milwaukee, WI 53208.

THIRD: There are no changes to be made to the Articles of Organization of the surviving limited liability company.

FOURTH: The Plan of Merger was approved by the sole member of H-D U.S.A., LLC in accordance with Section 183.1202 of the Wisconsin Statutes and was approved by the sole member of H-D Michigan, LLC in accordance with Section 450.4702(1) of the Michigan Limited Liability Company Act.

FIFTH: The merger is permitted by the Wisconsin Statutes and H-D U.S.A., LLC has complied with that law in effecting the merger.

SIXTH: This Certificate of Merger shall be effective, and the merger shall take effect, in accordance with the Plan of Merger, at 11:59 p.m., Central Time, on October 26, 2012.

4836-1948-4721.1

\$150.00 vs Hg 164097
 20.00 vs Hg 164098

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GOLD SEAL APPEARS ONLY ON ORIGINAL

TRADEMARK
REEL: 004905 FRAME: 0671

IN WITNESS WHEREOF, each of the constituent limited liability companies has caused this Certificate of Merger to be executed in its name, as of the 26th day of October, 2012.

H-D Michigan, LLC

H-D U.S.A., LLC

By: Paul J. Jones
Name: Paul J. Jones
Title: Manager

By: Paul J. Jones
Name: Paul J. Jones
Title: Manager

This document was drafted by, and after filing should be returned to, James M. Reeves, Foley & Lardner, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202-5306 (daytime phone number 414-319-7334).

[Certificate of Merger]

4836-1948-4721.1

DOCUMENT WILL BE RETURNED TO NAME AND MAILING ADDRESS
INDICATED IN THE BOX BELOW. Include name, street and number
(or P.O. box), City, State and ZIP code.

CT Corporation System
208 South LaSalle Street
Suite 814
Chicago, IL 60604



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RECORDED: 11/24/2012

TRADEMARK
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