Electronic Version v1.1

Stylesheet Version v1.2

BUBMISSION TYPE: NEW ASSIGNMENT	
NATURE OF CONVEYANCE:	Second Lien Trademark Security Agreement
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Motorsport Aftermarket Group, Inc.		05/14/2014	CORPORATION: DELAWARE
DFR Acquisition Corporation		05/14/2014	CORPORATION: DELAWARE
Kuryakyn Holdings, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
J&P Cycles, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
Progressive Suspension, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
V&H Performance, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
Mustang Motorcycle Products, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
Performance Machine, LLC		05/14/2014	LIMITED LIABILITY COMPANY: DELAWARE
Motorcycle USA, LLC		05/14/2014	LIMITED LIABILITY COMPANY: OREGON
Motorcycle Superstore, Inc.		05/14/2014	CORPORATION: OREGON

RECEIVING PARTY DATA

Name:	Credit Suisse AG	
Street Address:	Eleven Madison Avenue	
City:	New York	
State/Country:	NEW YORK	
Postal Code:	10010	
Entity Type:	Bank: SWITZERLAND	

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark	
Registration Number:	4411598	FIREBREATHER	
Registration Number:	3989451	J&P CYCLES	
Registration Number:	2024131	KEEPING THE WORLD ON 2 WHEELS	
Registration Number:	2027275	J&P CYCLES	
Registration Number:	2028995	J & P CYCLES TRADEMARK	

RFFL: 005284 FRAME: 0167 900289807

Registration Number: 4485640 TECH-CONNECT Registration Number: 3673886 AIRMASTER Registration Number: 2892561 KURYAKYN Registration Number: 3870585 KURYAKYN Registration Number: 3870585 KURYAKYN Registration Number: 3990659 PERFECT STORM Registration Number: 39932143 STREET SLEEPER Registration Number: 3932301 VELOCIRAPTOR Registration Number: 3932301 VELOCIRAPTOR Registration Number: 4440144 MOTORCYCLE SUPERSTORE Registration Number: 4440144 MOTORCYCLE USA Registration Number: 447317 MOTORCYCLE USA Registration Number: 447317 MOTORCYCLE USA Registration Number: 2794846 MOTORCYCLE USA Registration Number: 4199156 POWERSPORTSU Registration Number: 4199157 POWERSPORTSU Registration Number: 3938789 MOTOCENTRIC Registration Number: 3938782 MOTOCENTRIC Regis	Property Type	Number	Word Mark
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Registration Number: 1900357 PORKER	Registration Number:	2763839	PROGRESSIVE SUSPENSION
Registration Number: 1900357 PORKER TRADEMARK	Registration Number:	3215744	FUELPAK
	Registration Number:	1900357	PORKER TRADEMARK

REEL: 005284 FRAME: 0168

Property Type	Number	Word Mark
Registration Number:	2693185	VANCE & HINES
Serial Number:	85615068	PYROPAK
Serial Number:	85615078	ROCKSOLID
Serial Number:	85469597	RACEPACE
Serial Number:	85371453	
Serial Number:	85371482	DRAGONFIRE
Serial Number:	85371309	FACTIONMX
Serial Number:	85371426	FEEL THE HEAT
Serial Number:	86108131	BIKER'S SELECT
Serial Number:	85827844	MILWAUKEE TWINS
Serial Number:	85936268	KINETIC
Serial Number:	85733420	MUSTANG
Serial Number:	85780714	MUSTANG
Serial Number:	85952508	CONTRAST CUT
Serial Number:	85477264	PERFORMANCE MACHINE
Serial Number:	86117634	BURLY BRAND

CORRESPONDENCE DATA

Fax Number: 9177777373

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

Phone: 212-735-3000

Email: andrew.patrick@skadden.com

Correspondent Name: Skadden Arps Slate Meagher & Flom LLP

Address Line 1: Four Times Square
Address Line 2: Attn: Elaine Ziff, Esq.

Address Line 4: New York, NEW YORK 10036

ATTORNEY DOCKET NUMBER:	217730/2614
NAME OF SUBMITTER:	Elaine D. Ziff
SIGNATURE:	/eziff/
DATE SIGNED:	05/21/2014

Total Attachments: 10

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TRADEMARK

REEL: 005284 FRAME: 0169

SECOND LIEN TRADEMARK SECURITY AGREEMENT

This SECOND LIEN TRADEMARK SECURITY AGREEMENT (as amended, amended and restated, supplemented or otherwise modified from time to time, this "Trademark Security Agreement") dated May 14, 2014, is made by Motorsport Aftermarket Group, Inc., a Delaware corporation located at 17771 Mitchell North, Irvine, CA 92614, DFR Acquisition Corporation, a Delaware corporation located at 2330 W. Broadway Rd. #112, Mesa, AZ 85202, Kuryakyn Holdings, LLC, a Delaware limited liability company located at 454 County Road 35/64, Somerset, WI 54025, J&P Cycles, LLC, 13225 Circle Drive, PO Box 138, Anamosa, IA 52205, a Delaware limited liability company located at , Progressive Suspension, LLC, a Delaware limited liability company located at 6911 Marlin Circle, La Palma, CA 90623, V&H Performance, LLC, a Delaware limited liability company located at 13861 Rosecrans Avenue Santa Fe Springs, CA 90670, Mustang Motorcycle Products, LLC, a Delaware limited liability company located at 278 Town Hill Road, Terryville, CT 06786, Performance Machine, LLC, a Delaware limited liability company located at 6892 Marlin Circle, La Palma, CA 90623, Motorcycle USA, LLC, an Oregon limited liability company located at 1555 E. McAndrews, Suite 200, Medford, OR 97504, and Motorcycle Superstore, Inc., an Oregon corporation located at 1555 E. McAndrews, Suite 200, Medford, OR 97504 (together, the "Grantors") in favor of Credit Suisse AG, as administrative agent (the "Administrative Agent") for the Secured Parties (as defined in the Credit Agreement referred to below).

Reference is made to the Second Lien Credit Agreement, dated as of May 14, 2014, 2014 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "Credit Agreement"), by and among Velocity Pooling Vehicle, LLC, a Delaware limited liability company ("Velocity Pooling"), Ralco Holdings, Inc., a Delaware corporation ("Ralco"), Motorsport Aftermarket Group, Inc., a Delaware corporation ("MAG"), Motorcycle Superstore, Inc., an Oregon corporation ("MSI"), Renthal America, Inc., a California corporation ("Renthal"), Ed Tucker Distributor, Inc., a Texas corporation ("Ed Tucker" and, together with Velocity Pooling, Ralco, MAG, MSI and Renthal, are sometimes referred to herein collectively as the "Borrowers" and individually as a "Borrower"), Velocity Holding Company, Inc., an Indiana corporation ("Holdings"), Velocity Pooling, as Borrower Representative, the Lenders party thereto from time to time and Credit Suisse AG, as Administrative Agent for the Secured Parties. The Lenders have agreed to extend credit to the Borrowers subject to the terms and conditions set forth in the Credit Agreement, on the terms and conditions set forth in the Credit Agreement.

Whereas, as a condition precedent to the Lenders extension of such credit, each Grantor has executed and delivered that certain Second Lien Security Agreement dated May 14, 2014, 2014, made by the Grantors to the Administrative Agent (as amended, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement").

Whereas, under the terms of the Security Agreement, the Grantors have granted to the Administrative Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain intellectual property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the U.S. Patent and Trademark Office.

TRADEMARK
REEL: 005284 FRAME: 0170

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. <u>Terms</u>. Terms defined in the Credit Agreement and Security Agreement and not otherwise defined herein are used herein as defined in the Credit Agreement and Security Agreement.

SECTION 2. Grant of Security. As security for the payment or performance, as the case may be, in full of the Secured Obligations, each Grantor hereby grants to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties a continuing security interest in all of such Grantor's right, title and interest in, to and under the Trademarks (including, for the avoidance of doubt, the goodwill of the business symbolized thereby or associated therewith), including the Trademarks set forth on Schedule A attached hereto whether now owned or at any time hereafter acquired by such Grantor or in which such Grantor now has or at any time in the future may acquire, any right, title or interest and, to the extent not otherwise included, all proceeds and products of any and all of the foregoing; provided, that, in no event shall any security interest be granted in any "intent-to-use" application for registration of a Trademark filed pursuant to Section 1(b) of the Lanham Act, 15 U.S.C. § 1051, prior to the filing of a "Statement of Use" pursuant to Section 1(d) of the Lanham Act or an "Amendment to Allege Use" pursuant to Section 1(c) of the Lanham Act with respect thereto, to the extent that, and during the period, if any, in which, the grant of a security interest therein would impair the validity or enforceability of any registration that issues from such intent-to-use application under applicable federal law (it being understood that after such period such intent-to-use application shall be automatically subject to the security interest granted herein).

For purposes of this Trademark Security Agreement, "Trademarks" means: All of the following now owned or hereafter acquired by any Grantor: (a) all trademarks, service marks, trade names, corporate names, company names, business names, fictitious business names, trade styles, trade dress, logos, other source or business identifiers, designs and general intangibles of like nature, the goodwill of the business symbolized thereby or associated therewith, all registrations and recordings thereof, and all registration and recording applications filed in connection therewith, including registrations and registration applications in the United States Patent and Trademark Office or any similar offices in any State of the United States or any other country or any political subdivision thereof, and all extensions or renewals thereof, including those listed on Schedule 12(a) to the Perfection Certificate, (b) all rights and privileges arising under applicable Law with respect to such Grantor's use of any trademarks, (c) all extensions and renewals thereof and amendments thereto, (d) all income, fees, royalties, damages and payments now and hereafter due and/or payable with respect to any of the foregoing, including damages, claims and payments for past, present or future infringements thereof, (e) all rights corresponding thereto throughout the world and (f) all rights to sue for past, present and future infringements or dilutions thereof or other injuries thereto.

SECTION 3. <u>Security for Obligations</u>. The grant of a security interest in the Trademarks by each Grantor under this Trademark Security Agreement is made to secure the payment or performance, as the case may be, in full of the Secured Obligations.

TRADEMARK REEL: 005284 FRAME: 0171 SECTION 4. <u>Recordation</u>. Each Grantor authorizes and requests that the Commissioner for Trademarks record this Trademark Security Agreement.

SECTION 5. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original but all of which taken together shall constitute one and the same instrument. Delivery of an executed signature page to this Trademark Security Agreement by telecopier or electronic .pdf copy of an executed counterpart shall be as effective as delivery of an original executed counterpart of this Trademark Security Agreement.

SECTION 6. Security Agreement. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Administrative Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event that any provision of this Trademark Security Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

SECTION 7. Governing Law. THIS TRADEMARK SECURITY AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAW OF THE STATE OF NEW YORK WITHOUT GIVING EFFECT TO THE CONFLICTS OF LAWS PRINCIPLES THEREOF, BUT INCLUDING SECTION 5-1401 OF THE NEW YORK GENERAL OBLIGATIONS LAW.

SECTION 8. Intercreditor Agreement. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE LIEN AND SECURITY INTEREST GRANTED TO THE ADMINISTRATIVE AGENT, FOR THE BENEFIT OF THE SECURED PARTIES, PURSUANT TO THIS AGREEMENT AND THE EXERCISE OF ANY RIGHT OR REMEDY BY THE ADMINISTRATIVE AGENT AND THE OTHER SECURED PARTIES HEREUNDER ARE SUBJECT TO THE PROVISIONS OF THE INTERCREDITOR AGREEMENT. IN THE EVENT OF ANY CONFLICT OR INCONSISTENCY BETWEEN THE PROVISIONS OF THE INTERCREDITOR AGREEMENT AND THIS AGREEMENT, THE PROVISIONS OF THE INTERCREDITOR AGREEMENT SHALL GOVERN AND CONTROL.

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TRADEMARK
REEL: 005284 FRAME: 0172

IN WITNESS WHEREOF, the undersigned have executed this Trademark Security Agreement as of the date first above written.

MOTORSPORT AFTERMARKET GROUP, INC.
A SHAME TO SHAME THE SHAME
By:
Brisin Etter
President and Chief Executive Officer
DFR ACQUISITION CORPORATION
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Chief Executive Officer
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KURYAKYN HOLDINGS, LLC
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By:
Brian Etter
Chief Executive Officer
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J&P CYCLES, LLC
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By:
Brian Etter
Chief Executive Officer
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PROGRESSIVE SUSPENSION, LLC
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David James Commence
By://///
Hriah Efter*
Chief Executive Officer
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V&H PERFORMANCE, LLC
Ву:
Brian Etter
Chief Everytive Officer

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By:
Brian Ener
Chief Executive Officer

PERFORMANCE MACHINE, LLC

By:
Brian Ener
Chief Executive Officer

MOTORCYCLE USA, LLC

By:
Chief Executive Officer

MOTORCYCLE SUPERSTORE, INC.

By:
Brian Ener
Chief Executive Officer

Chief Executive Officer

[Second Lien Trademark Security Agreement]

[Second Lien Trademark Security Agreement]

TRADEMARK

REEL: 005284 FRAME: 0175

SCHEDULE A TO SECOND LIEN TRADEMARK SECURITY AGREEMENT

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
	Serial No. 85615068	Filing Date 5/2/12	DFR Acquisition Corporation
PyroPak			
	Serial No. 85615078	Filing Date 5/2/2012	DFR Acquisition Corporation
RockSolid			
	Serial No. 85469597	Filing Date 11/10/2011	DFR Acquisition Corporation
Race Pace			
g	Serial No. 85371453	Filing Date 7/14/2011	DFR Acquisition Corporation
Drayonfire.	Serial No. 85371482	Filing Date 7/14/2011	DFR Acquisition Corporation
FACTIONMX	Serial No. 85371309	Filing Date 7/14/2011	DFR Acquisition Corporation
FEEL THE HEAT	Serial No. 85371426	Filing Date 7/14/2011	DFR Acquisition Corporation
FireBreather	Serial No. 85469611	Filing Date 11/10/2011	DFR Acquisition Corporation
	Reg. No. 4411598		
Biker's Select	Serial No. 86108131	Filing Date 11/1/2013	J&P Cycles, LLC
Milwaukee Twins	Serial No. 85827844	Filing Date 1/21/2013	J&P Cycles, LLC
J&P Cycles	Serial No. 85174317 Reg. No. 3989451	Filing Date 11/11/2010 Reg. Date 7/5/2011	J&P Cycles, LLC
KEEPING THE WORLD ON 2 WHEELS	Serial No. 75065337 Reg. No. 2024131	Filing Date 2/29/1996 Reg. Date 12/17/1996	J&P Cycles, LLC
WATER TO THE PARTY OF THE PARTY	Serial No. 75065354 Reg. No. 2027275	Filing Date 2/29/1996 Reg. Date 12/31/1996	J&P Cycles, LLC
J & P CYCLES	Serial No. 75067115 Reg. No. 2028995	Filing Date 3/4/1996 Reg. Date 1/7/1997	J&P Cycles, LLC

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TRADEMARK

REEL: 005284 FRAME: 0176

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
Kinetic	Serial No. 85936268	Filing Date 5/19/2013	Kuryakyn Holdings, LLC
TECH-CONNECT	Serial No. 85495292 Reg. No. 4485640	Filing Date 12/14/2011	Kuryakyn Holdings, LLC
AIRMASTER	Serial No. 77406373 Reg. No. 3673886	Filing Date 2/26/2008 Reg. Date 8/25/2009	Kuryakyn Holdings, LLC
ISO	Serial No. 76456324 Reg. No. 3118635	Filing Date 9/30/2002 Reg. Date 7/25/2006	Kuryakyn Holdings, LLC
KURYAKYN	Serial No. 76466572 Reg. No. 2892561	Filing Date 11/4/2002 Reg. Date 10/12/2004	Kuryakyn Holdings, LLC
KURYAKYN	Serial No. 77501237 Reg. No. 3670585	Filing Date 6/17/2008 Reg. Date 8/18/2009	Kuryakyn Holdings, LLC
Liberator	Serial No. 77339142 Reg. No. 3574750	Filing Date 11/28/2007 Reg. Date 2/17/2009	Kuryakyn Holdings, LLC
Lizard	Serial No. 77743843 Reg. No. 4042508	Filing Date 5/25/2009 Reg. Date 10/18/2011	Kuryakyn Holdings, LLC
Perfect Storm	Serial No. 77825738 Reg. No. 3990659	Filing Date 9/14/2009 Reg. Date 7/5/2011	Kuryakyn Holdings, LLC
Street Sleeper	Serial No. 77876242 Reg. No. 3932143	Filing Date 11/19/2009 Reg. Date 3/15/2011	Kuryakyn Holdings, LLC
Velociraptor	Serial No. 77899525 Reg. No. 3932301	Filing Date 12/22/2009 Reg. Date 3/15/2011	Kuryakyn Holdings, LLC
Widow	Serial No. 77407279 Reg. No. 3515500	Filing Date 2/27/2008 Reg. Date 10/14/2008	Kuryakyn Holdings, LLC
MOTORCYCLE SUPERSORE	Serial No. 85908685 Reg. No. 4440144	Filing Date 4/18/2013 Reg. Date	Motorcycle Superstore, Inc.
MOTORCYCLE SUPERSTORE	Serial No. 77231969 Reg. No. 3400337	Filing Date 7/17/2007 Reg. Date 3/18/2008	Motorcycle Superstore, Inc.
MOTORCYCLE USA	Serial No. 85908688 Reg. No. 4447317	Filing Date 4/18/2013 Reg. Date 9/24/2013	Motorcycle USA, LLC
MOTORCYCLE USA	Serial No. 77231973 Reg. No. 3400338	Filing Date 7/17/2007 Reg. Date 3/18/2008	Motorcycle USA, LLC
MOTORCYCLEU SA.COM	Serial No. 78193090 Reg. No. 2794846	Filing Date 12/10/2002 Reg. Date 12/16/2003	Motorcycle USA, LLC

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
CYCLE NEWS	Serial No. 72375300 Reg. No. 979960	Filing Date 11/5/1970 Reg. Date 3/5/1974	Motorsport Aftermarket Group, Inc.
PowersportsU	Serial No. 85165306	Filing Date 10/29/2010	Motorsport Aftermarket Group,
	Reg. No. 4199156	Reg. Date 8/28/2012	Inc.
Powersports	Serial No. 85165313	Filing Date 10/29/2010	Motorsport Aftermarket Group,
University	Reg. No. 4199157	Reg. Date 8/28/2012	Inc.
MOTOCENTRIC	Serial No. 77894250	Filing Date 12/16/2009	Motorsport Aftermarket Group,
	Reg. No. 3938789	Reg. Date 3/29/2011	Inc.
MOTOCENTRIC	Serial No. 77892357	Filing Date 12/14/2009	Motorsport Aftermarket Group,
	Reg. No. 3938784	Reg. Date 3/29/2011	Inc.
MOTOCENTRIC	Serial No. 77892356	Filing Date 12/14/2009	Motorsport Aftermarket Group,
	Reg. No. 3938783	Reg. Date 3/29/2011	Inc.
MOTOCENTRIC	Serial No. 77892351 Reg. No. 3938782	Filing Date 12/14/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
	Serial No. 85733420	Filing Date 9/19/2012	Mustang Motorcycle Products, LLC
	Serial No. 85780714	Filing Date 11/15/2012	Mustang Motorcycle Products, LLC
BIKER	Serial No. 77135552	Filing Date 3/20/2007	Mustang Motorcycle Products,
ESSENTIALS	Reg. No. 3561759	Reg. Date 1/13/2009	LLC
Mustang	Serial No. 74449089	Filing Date 10/21/1993	Mustang Motorcycle Products,
	Reg. No. 1882054	Reg. Date 3/7/1995	LLC
Mustang	Serial No. 74707643	Filing Date 7/28/1995	Mustang Motorcycle Products,
	Reg. No. 2162359	Reg. Date 6/2/1998	LLC
	Serial No. 74556591 Reg. No. 1913212	Filing Date 7/28/1994 Reg. Date 8/22/1995	Performance Machine, LLC
(M)	Serial No. 74558528 Reg. No. 1952532	Filing Date 8/8/1994 Reg. Date 1/30/1996	Performance Machine, LLC

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
BLACK OPS	Serial No. 85304174 Reg. No. 4079572	Filing Date 4/25/2011 Reg. Date 1/3/2012	Performance Machine, Inc.
CONTRAST CUT	Serial No. 85952508	Filing Date 6/6/2013	Performance Machine, LLC
CONTRAST CUT	Serial No. 77159018 Reg. No. 3393671	Filing Date 4/17/2007 Reg. Date 3/4/2008	Performance Machine, LLC
rokoe TEC	Serial No. 76674865 Reg. No. 3464893	Filing Date 3/30/2007 Reg. Date 7/15/2008	Performance Machine, LLC
PERFORMANCE MACHINE	Serial No. 85477264	Filing Date 11/20/2011	Performance Machine, LLC
PHATAIL	Serial No. 78338890 Reg. No. 2911115	Filing Date 12/10/2003 Reg. Date 12/14/2004	Performance Machine, LLC
SUPER GAS	Serial No. 77844338 Reg. No. 4063865	Filing Date 10/8/2009 Reg. Date 11/29/2011	Performance Machine, LLC
	Serial No. 78144038 Reg. No. 2809428	Filing Date 7/15/2002 Reg. Date 1/27/2004	Progressive Suspension, LLC
Burly Brand	Serial No. 86117634	Filing Date 11/13/2013	Progressive Suspension, LLC
BURLYBRAND	Serial No. 85049742 Reg. No. 4000912	Filing Date 5/27/2010 Reg. Date 7/26/2011	Progressive Suspension, LLC
CRUISE CONTROL	Serial No. 75024076 Reg. No. 2095831	Filing Date 11/27/1995 Reg. Date 9/9/1997	Progressive Suspension, LLC
PROGRESSIVE SUSPENSION	Serial No. 76440998 Reg. No. 2763839	Filing Date 8/16/2002 Reg. Date 9/16/2003	Progressive Suspension, LLC
FUELPAK	Serial No. 78882823 Reg. No. 3215744	Filing Date 5/12/2006 Reg. Date 3/6/2007	V&H Performance, LLC
PORKER	Serial No. 74523171 Reg. No. 1900357	Filing Date 5/4/1994 Reg. Date 6/20/1995	V&H Performance, LLC
VANCE & HINES	Serial No. 76417011 Reg. No. 2693185	Filing Date 6/4/2002 Reg. Date 3/4/2003	V&H Performance, LLC