

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM407480

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Notice of Succession of Agency		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Credit Suisse AG		12/01/2016	Aktiengesellschaft (Ag): SWITZERLAND
RECEIVING PARTY DATA			
Name:	Wilmington Trust, National Association		
Street Address:	50 South Sixth Street		
Internal Address:	Suite 1290		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 60			
Property Type	Number	Word Mark	
Registration Number:	4411598	FIREBREATH	
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	
Registration Number:	4485640	TECH-CONNECT	
Registration Number:	3673886	AIRMASTER	
Registration Number:	3118635	ISO	
Registration Number:	2892561	KURYAKYN	
Registration Number:	3670585	KURYAKYN	
Registration Number:	3574750	LIBERATOR	
Registration Number:	4042508	LIZARD	
Registration Number:	3990659	PERFECT STORM	
Registration Number:	3932143	STREET SLEEPER	
Registration Number:	3932301	VELOCIRAPTOR	
Registration Number:	3515500	WIDOW	
Registration Number:	4440144	MOTORCYCLE SUPERSTORE	
Registration Number:	3400337	MOTORCYCLE SUPERSTORE	
TRADEMARK			

CH \$1515.00 4411598

Property Type	Number	Word Mark
Registration Number:	4447317	MOTORCYCLE USA
Registration Number:	3400338	MOTORCYCLE USA
Registration Number:	2794846	MOTORCYCLEUSA.COM
Registration Number:	979960	CYCLE NEWS
Registration Number:	4199156	POWERSPORTSU
Registration Number:	4199157	POWERSPORTS UNIVERSITY
Registration Number:	3938789	MOTOCENTRIC
Registration Number:	3938784	MOTOCENTRIC
Registration Number:	3938783	MOTOCENTRIC
Registration Number:	3938782	MOTOCENTRIC
Registration Number:	3561759	BIKER ESSENTIALS
Registration Number:	1882054	MUSTANG
Registration Number:	2162359	MUSTANG
Registration Number:	1913212	PM
Registration Number:	1952532	PM
Registration Number:	4079572	BLACK OPS
Registration Number:	3393671	CONTRAST CUT
Registration Number:	3464893	FORGE-TEC MOTORCYCLE
Registration Number:	2911115	PHATAIL
Registration Number:	4063865	SUPER GAS
Registration Number:	2809428	
Registration Number:	4000912	BURLY BRAND
Registration Number:	2095831	CRUISE CONTROL
Registration Number:	2763839	PROGRESSIVE SUSPENSION
Registration Number:	3215744	FUELPAK
Registration Number:	1900357	PORKER
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

Property Type	Number	Word Mark
Serial Number:	85780714	MUSTANG
Serial Number:	85952508	CONTRAST CUT
Serial Number:	85477264	PERFORMANCE MACHINE
Serial Number:	86117634	BURLY BRAND

CORRESPONDENCE DATA

Fax Number: 2026626291

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: (202)662-6000

Email: jaugsburger@cov.com

Correspondent Name: Covington & Burling LLP

Address Line 1: One CityCenter, 850 Tenth Street, NW

Address Line 2: Attn: Patent Docketing

Address Line 4: Washington, D.C. 20001

ATTORNEY DOCKET NUMBER: 700608.00136

NAME OF SUBMITTER: Jennifer Augsburger

SIGNATURE: /jennifer augsburger/

DATE SIGNED: 12/02/2016

Total Attachments: 8

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NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 5283/0397

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of December 1, 2016 (the “Effective Date”), is executed by CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH, in its capacity as existing Administrative Agent and Collateral Agent under the Agreements (as defined below) (in such capacities, the “Prior Agent”), and WILMINGTON TRUST, NATIONAL ASSOCIATION, in its capacity as successor Administrative Agent and Collateral Agent under the Agreements (in such capacities, the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of May 14, 2014, by and among VELOCITY POOLING VEHICLE, LLC, RALCO HOLDINGS, INC., MOTORSPORT AFTERMARKET GROUP, INC., MOTORCYCLE SUPERSTORE, INC., RENTHAL AMERICA, INC., and ED TUCKER DISTRIBUTOR, INC. (collectively, the “Borrowers”), VELOCITY POOLING VEHICLE, LLC, as Borrower Representative, VELOCITY HOLDING COMPANY, INC., as Holdings, the Lenders party thereto, the Prior Agent and certain other parties thereto (as amended, restated, supplemented or otherwise modified, the “Credit Agreement”), (x) the Borrowers and each of the other Subsidiary Grantors (as defined therein) entered into that certain First Lien Security Agreement, dated as of May 14, 2014, in favor of the Prior Agent (the “Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain collateral identified in the Security Agreement, and (y) the Prior Agent and MOTORSPORT AFTERMARKET GROUP, INC., DFR ACQUISITION CORPORATION, KURYAKYN HOLDINGS, LLC, J&P CYCLES, LLC, PROGRESSIVE SUSPENSION, LLC, V&H PERFORMANCE, LLC, MUSTANG MOTORCYCLE PRODUCTS, LLC, PERFORMANCE MACHINE, LLC, MOTORCYCLE USA, LLC and MOTORCYCLE SUPERSTORE, INC. (the “Trademark Grantors”) entered into that certain First Lien Trademark Security Agreement, dated as of May 14, 2014 (the “Trademark Security Agreement”), pursuant to which the Trademark Grantors granted a security interest in and to certain collateral identified in the Trademark Security Agreement (including those trademarks identified on Schedule A attached hereto);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 20, 2014 at Reel/Frame 5283/0397, with respect to the trademarks identified on Schedule A attached hereto;

WHEREAS, the Prior Agent, the Successor Agent, the Borrower, and the Required Lenders (as defined in the Credit Agreement) have entered into that certain Successor First Lien Agent Agreement, dated as of December 1, 2016 (the “Resignation Agreement”), whereby the Prior Agent resigned as the Administrative Agent and the Collateral Agent under the Credit Agreement, the Security Agreement, the Trademark Security Agreement, and the other Loan Documents (collectively, the “Agreements”), and is succeeded to and replaced by the Successor Agent as the successor Administrative Agent and Collateral Agent under each Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement or the Credit Agreement, as applicable.

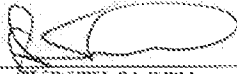
2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent has ceased to be Administrative Agent and Collateral Agent under the Agreements and is succeeded to and replaced by the Successor Agent as Administrative Agent

and Collateral Agent under the Agreements. Nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent.

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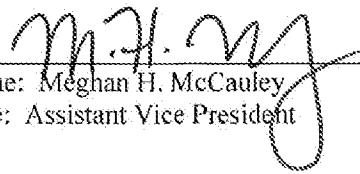
IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

**CREDIT SUISSE AG, CAYMAN ISLANDS
BRANCH, as Prior Agent**



By: 
Name: JUDITH SMITH
Title: AUTHORIZED SIGNATORY

By: 
Name: Karim Rahimtoola
Title: Authorized Signatory

**WILMINGTON TRUST, NATIONAL
ASSOCIATION**, as Successor Agent




By: 
Name: Meghan H. McCauley
Title: Assistant Vice President

SCHEDULE A TO FIRST LIEN TRADEMARK SECURITY AGREEMENT

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
PyroPak	Serial No. 85615068	Filing Date 5/2/12	DFR Acquisition Corporation
RockSolid	Serial No. 85615078	Filing Date 5/2/2012	DFR Acquisition Corporation
Race Pace	Serial No. 85469597	Filing Date 11/10/2011	DFR Acquisition Corporation
	Serial No. 85371453	Filing Date 7/14/2011	DFR Acquisition Corporation
Dragonfire	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 Reg. No. 4411598	Filing Date 11/10/2011	DFR Acquisition Corporation
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
	Serial No. 75065354 Reg. No. 2027275	Filing Date 2/29/1996 Reg. Date 12/31/1996	J&P Cycles, LLC

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
J & P CYCLES	Serial No. 75067115 Reg. No. 2028995	Filing Date 3/4/1996 Reg. Date 1/7/1997	J&P Cycles, LLC
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

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
MOTORCYCLE USA	Serial No. 77231973 Reg. No. 3400338	Filing Date 7/17/2007 Reg. Date 3/18/2008	Motorcycle USA, LLC
MOTORCYCLEUSA .COM	Serial No. 78193090 Reg. No. 2794846	Filing Date 12/10/2002 Reg. Date 12/16/2003	Motorcycle USA, LLC
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 Reg. No. 4199156	Filing Date 10/29/2010 Reg. Date 8/28/2012	Motorsport Aftermarket Group, Inc.
Powersports University	Serial No. 85165313 Reg. No. 4199157	Filing Date 10/29/2010 Reg. Date 8/28/2012	Motorsport Aftermarket Group, Inc.
MOTOCENTRIC	Serial No. 77894250 Reg. No. 3938789	Filing Date 12/16/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
MOTOCENTRIC	Serial No. 77892357 Reg. No. 3938784	Filing Date 12/14/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
MOTOCENTRIC	Serial No. 77892356 Reg. No. 3938783	Filing Date 12/14/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, 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 ESSENTIALS	Serial No. 77135552 Reg. No. 3561759	Filing Date 3/20/2007 Reg. Date 1/13/2009	Mustang Motorcycle Products, LLC
	Serial No. 74449089 Reg. No. 1882054	Filing Date 10/21/1993 Reg. Date 3/7/1995	Mustang Motorcycle Products, LLC
	Serial No. 74707643 Reg. No. 2162359	Filing Date 7/28/1995 Reg. Date 6/2/1998	Mustang Motorcycle Products, LLC
	Serial No. 74556591 Reg. No. 1913212	Filing Date 7/28/1994 Reg. Date 8/22/1995	Performance Machine, LLC

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
	Serial No. 74558528 Reg. No. 1952532	Filing Date 8/8/1994 Reg. Date 1/30/1996	Performance Machine, LLC
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
	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