

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM412583

SUBMISSION TYPE:	RESUBMISSION
NATURE OF CONVEYANCE:	Amendment of the Security Agreement
RESUBMIT DOCUMENT ID:	900389809

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CREDIT SUISSE AG, CAYMAN ISLANDS BRANCH		12/30/2016	Aktiengesellschaft (Ag):

RECEIVING PARTY DATA

Name:	MEDLEY CAPITAL LLC, in its capacity as successor Administrative Agent and Collateral Agent
Street Address:	600 Montgomery Street
Internal Address:	35th Floor
City:	San Francisco
State/Country:	CALIFORNIA
Postal Code:	94111
Entity Type:	Limited Liability Company: UNITED STATES

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
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:	85469611	FIREBREATHER
Serial Number:	86108131	BIKER'S SELECT
Serial Number:	85827844	MILWAUKEE TWINS
Serial Number:	85174317	J&P CYCLES
Serial Number:	75065337	KEEPING THE WORLD ON 2 WHEELS
Serial Number:	75065354	J&P CYCLES
Serial Number:	75067115	J & P CYCLES
Serial Number:	85936268	KINETIC
Serial Number:	85495292	TECH-CONNECT

TRADEMARK

Property Type	Number	Word Mark
Serial Number:	77406373	AIRMASTER
Serial Number:	76456324	ISO
Serial Number:	76466572	KURYAKYN
Serial Number:	77501237	KURYAKYN
Serial Number:	77339142	LIBERATOR
Serial Number:	77743843	LIZARD
Serial Number:	77825738	PERFECT STORM
Serial Number:	77876242	STREET SLEEPER
Serial Number:	77899525	VELOCIRAPTOR
Serial Number:	77407279	WIDOW
Serial Number:	85908685	MOTORCYCLE SUPERSTORE
Serial Number:	77231969	MOTORCYCLE SUPERSTORE
Serial Number:	85908688	MOTORCYCLE USA
Serial Number:	77231973	MOTORCYCLE USA
Serial Number:	78193090	MOTORCYCLEUSA.COM
Serial Number:	72375300	CYCLE NEWS
Serial Number:	85165306	POWERSPORTSU
Serial Number:	85165313	POWERSPORTS UNIVERSITY
Serial Number:	77894250	MOTOCENTRIC
Serial Number:	77892357	MOTOCENTRIC
Serial Number:	77892356	MOTOCENTRIC
Serial Number:	77892351	MOTOCENTRIC
Serial Number:	85733420	MUSTANG
Serial Number:	85780714	MUSTANG
Serial Number:	77135552	BIKER ESSENTIALS
Serial Number:	74449089	MUSTANG
Serial Number:	74707643	MUSTANG
Serial Number:	74556591	PM
Serial Number:	74558528	PM
Serial Number:	85304174	BLACK OPS
Serial Number:	85952508	CONTRAST CUT
Serial Number:	77159018	CONTRAST CUT
Serial Number:	76674865	FORGE-TEC MOTORCYCLE
Serial Number:	85477264	PERFORMANCE MACHINE
Serial Number:	78338890	PHATAIL
Serial Number:	77844338	SUPER GAS
Serial Number:	78144038	
Serial Number:	86117634	BURLY BRAND

Property Type	Number	Word Mark
Serial Number:	85049742	BURLY BRAND
Serial Number:	75024076	CRUISE CONTROL
Serial Number:	76440998	PROGRESSIVE SUSPENSION
Serial Number:	78882823	FUELPAK
Serial Number:	74523171	PORKER
Serial Number:	76417011	VANCE & HINES

CORRESPONDENCE DATA

Fax Number:

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: 2122942684
Email: trademarkny@winston.com
Correspondent Name: Sonakshi Jha
Address Line 1: 200 Park Avenue
Address Line 2: Winston & Strawn LLP
Address Line 4: New York, NEW YORK 10166

ATTORNEY DOCKET NUMBER:	250584.63
NAME OF SUBMITTER:	Sonakshi Jha
SIGNATURE:	/Sonakshi Jha by trademarkny/
DATE SIGNED:	01/17/2017

Total Attachments: 9
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NOTICE OF SUCCESSION OF AGENCY
REEL/FRAME 5284/0167

This NOTICE OF SUCCESSION OF AGENCY (this “Notice”), dated as of December 30, 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 MEDLEY CAPITAL LLC, in its capacity as successor Administrative Agent and Collateral Agent under the Agreements (in such capacities, the “Successor Agent”).

WHEREAS, pursuant to that certain Second Lien 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 Guarantors (as defined therein) entered into that certain Second Lien Security Agreement, dated as of May 14, 2014, in favor of the Prior Agent (the “Security Agreement”), pursuant to which the Grantors (as defined in the Security Agreement) 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 Second 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 I attached hereto);

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on May 21, 2014 at Reel/Frame 5284/0167, with respect to the trademarks identified on Schedule I 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 Second Lien Agent Agreement, dated as of December 30, 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

MEDLEY CAPITAL LLC, as Successor Agent




By: 
Name: RICHARD T. ALORTO JR.
Title: CHIEF FINANCIAL OFFICER

[Signature Page to Trademark Notice of Succession of Agency]

SCHEDULE I

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
Pyro:Pak	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.

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
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
MOTORCYCLE U SA.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.
MOTOCENTRI C	Serial No. 77894250 Reg. No. 3938789	Filing Date 12/16/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
MOTOCENTRI C	Serial No. 77892357 Reg. No. 3938784	Filing Date 12/14/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
MOTOCENTRI C	Serial No. 77892356 Reg. No. 3938783	Filing Date 12/14/2009 Reg. Date 3/29/2011	Motorsport Aftermarket Group, Inc.
MOTOCENTRI C	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

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
	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
	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
PERFORMANC E MACHINE	Serial No. 85477264	Filing Date 11/20/2011	Performance Machine, LLC
PH AT AIL	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

Mark	Serial/ Registration Number	Filing/ Registration Date	Owner
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