

02-18-1999



U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

FORM COVER SHEET
KS ONLY

To the Honorable Comm **100967748**

Record the attached original document or copy thereof.

1. Name of Party(ies) conveying an interest:

Aaron L. Polburn
1308 Township Road 1706
Ashland, Ohio 44805

2. Name and Address of Party(ies) receiving an interest:

PACE Motor Sports, Inc.
515 Post Oak Boulevard
Suite 300
Houston, Texas 77027

- Individual(s) - U.S. citizen
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership

- Individual
- General Partnership
- Corporation - Texas
- Other
- Citizenship
- Association
- Limited Partnership

MPD 2-12-99

3. Interest Conveyed:

- Assignment
- Security Agreement
- Other
- Change of Name
- Merger

If not domiciled in the United States, a domestic representative designation is attached:

- Yes
- No

Execution Date: January 11, 1999 (The attached document must not be an assignment)

4. Application number(s) or registration number(s). Additional sheet attached? Yes No

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,795,316

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Anna Conyers Kuhn, Esq.
Internal Address: Baker & Botts, L.L.P.
Street Address: 2001 Ross Avenue
City: Dallas
State: Texas Zip: 75201

6. Number of applications and registrations involved: 1

7. Amount of fee enclosed or authorized to be charged: \$40.00

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):
N/A

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anna Conyers Kuhn
Name of Person Signing

Signature

2-12-99

Date

Total number of pages including cover sheet 2

OMB No. 0651-0011 (exp.4/94)

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Mail documents to be recorded with required cover sheet information:

Commissioner of Patent and Trademarks
Box Assignments
Washington, D.C. 20231

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TRADEMARK
REEL: 1855 FRAME: 0349

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is being executed effective as of January 11th, 1999, by Aaron L. Polburn, an individual with an address of 1308 Township Road 1706, Ashland, Ohio 44805 (hereinafter "ASSIGNOR"), for the benefit of PACE Motor Sports, Inc, a Texas corporation and doing business at 515 Post Oak Boulevard, Suite 300, Houston, TX 77027 (hereinafter "ASSIGNEE").

WHEREAS, ASSIGNOR has adopted and is using the trademark THUNDER NATIONALS and has obtained U. S. Registration No. 1,795,316 for the same; and

WHEREAS, ASSIGNEE is desirous of acquiring said trademark and registration.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby sell, assign and transfer to said ASSIGNEE all right, title and interest in and to the trademark and registration, together with the good will of the business symbolized by the trademark.

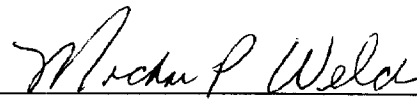
This Assignment is being executed effective as of the date set forth above.



AARON L. POLBURN

STATE OF OHIO §
 §
COUNTY OF ASHLAND §

On this 11th day of January, 1999, before me, a Notary Public in and for the State and County aforesaid, personally appeared AARON L. POLBURN, known by me to be the person of the above name, who signed the foregoing instrument, and acknowledged the same to be his own free act and deed.



Notary Public, State of Ohio

MICHAEL P. WELCH
NOTARY PUBLIC, STATE OF OHIO
MY COMMISSION EXPIRES 10-7-01