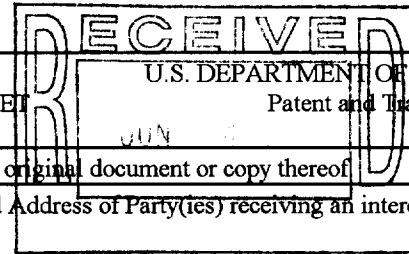


06-10-1999



6.4.99



101059173

SHEET

U.S. DEPARTMENT OF COMMERCE Patent and Trademark Office

To the Honorable Commissioner of

attached original document or copy thereof

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

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

PACE/Contemporary Motor Sports, Ltd.
2000 West Loop South, Suite 1300
Houston, Texas 77027

PACE Motor Sports, Inc.
2000 West Loop South, Suite 1300
Houston, Texas 77027

- Individual(s)
- General Partnership
- Corporation
- Other
- Association
- Limited Partnership - Texas

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

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: May 21, 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)
75/381,125

B. Trademark Registration No.(s)
1,331,306

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: 2

7. Amount of fee enclosed or authorized to be charged: \$65.00

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

DO NOT USE THIS SPACE

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

6/3/99
Date

Total number of pages including cover sheet 5

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

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Mail documents to be recorded with required cover sheet information:

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Box Assignments
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06/09/1999 NTHA11 00000085 75381125

01 FEB 1999 44-00-00
06 FEB 1999 25-00-00
Public Law 104-171 reporting for this sample cover sheet is estimated to take about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project, (0651-0011), Washington, D.C. 20503.

TRADEMARK ASSIGNMENT

WHEREAS, PACE/Contemporary Motor Sports, Ltd., a Texas limited partnership, having an address of 2000 West Loop South, Suite 1300, Houston, Texas 77027 (hereafter "Assignor"), whose sole general partner is PACE Motor Sports, Inc., a Texas corporation, having an address of 2000 West Loop South, Suite 1300, Houston, Texas 77027, is the owner of all right, title and interest in and to the marks set forth on Exhibit A attached hereto, and the service mark application and registration therefor (hereafter the "Marks"); and

WHEREAS, PACE Motor Sports, Inc., a Texas corporation, having an address of 2000 West Loop South, Suite 1300, Houston, Texas 77027 (hereafter "Assignee"), desires to acquire all right, title and interest in and to Marks and in and to the application and registration therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, the entire right, title and interest in and to the Marks together with the goodwill of the business symbolized by the Marks throughout the world;

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the assignment date of the Marks throughout the world, with the right to sue for and collect the same for its own use and benefit, and for the use and benefit of its successors, assigns and other legal representatives.

IN WITNESS WHEREOF, the parties and their duly authorized representatives have caused this Trademark Assignment to be executed on the date and in the capacities shown below.

PACE/Contemporary Motor Sports, Ltd.

PACE Motor Sports, Inc.

By: PACE Motor Sports, Inc.

Its: Sole General Partner

By: 
JERRY B. LEWIS

Its: Secretary

Date: May 21, 1999

By: 
JERRY B. LEWIS

Its: Secretary

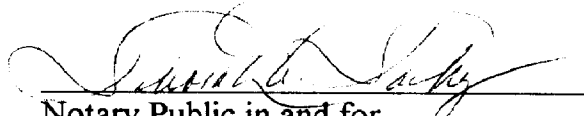
Date: May 21, 1999

STATE OF TEXAS

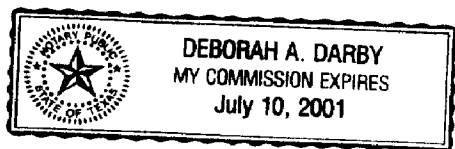
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COUNTY OF HARRIS

On this 20th day of May, 1999, personally appeared before me JEFFRY B. LEWIS, to me known and known to me to be the Secretary of PACE Motor Sports, Inc., the sole general partner of PACE/Contemporary Motor Sports, Ltd., the Assignor above named, and acknowledged that he executed the foregoing assignment on behalf of said Assignor and pursuant to authority duly received.



Notary Public in and for
the State of TEXAS



Printed Notary Name

Deborah A. Darby

My Commission Expires: 7-10-01

STATE OF TEXAS

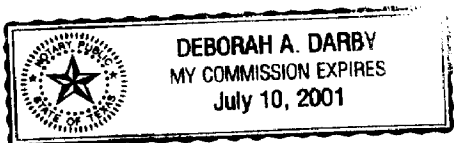
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COUNTY OF HARRIS

On this 21st day of May, 1999, personally appeared before me JEFFRY B. LEWIS, to me known and known to me to be the Secretary of PACE Motor Sports, Inc., the Assignee above named, and acknowledged that he executed the foregoing assignment on behalf of said Assignee and pursuant to authority duly received.



Notary Public in and for
the State of TEXAS



Printed Notary Name

Deborah A. Darby

My Commission Expires: 7-10-01

EXHIBIT A

U.S. Issued Service Mark Registration

Docket No.	Reg. No.	Issue Date	Mark
065831.0126	1,331,306	Apr. 16, 1985	MOTOR SPECTACULAR

U.S. Pending Service Mark Application

Docket No.	Serial No.	Filing Date	Mark
065831.0127	75/381,125	Oct. 27, 1997	PRO ARENA TRUCKS

DAL01:452087.1
065831.0127