

10-31-2000

FORM PTO-1594



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

101500037

To the Honorable Commission

attached original documents or copy thereof.

1. Name of conveying party(ies):

Automotive Digital Systems, Inc.

8-19-00

2. Name and address of receiving party(ies):

Name: Racer's Choice, Inc.

Internal Address: \_\_\_\_\_

Street Address: 12440 Highway 155 South

City: Tyler State: TX ZIP: 75703

Individual(s) citizenship \_\_\_\_\_

Association \_\_\_\_\_

General Partnership \_\_\_\_\_

Limited Partnership \_\_\_\_\_

X Corporation-State Texas

Other \_\_\_\_\_

AUG 19 2000

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

X Assignment \_\_\_\_\_ Merger \_\_\_\_\_

Security Agreement \_\_\_\_\_ Change of Name \_\_\_\_\_

Other \_\_\_\_\_

Execution Date: July 25, 2000

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark registration No.(s) 1,815,763  
1,880,410  
1,876,383

Additional numbers attached?  Yes  No

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

Name: Daniel V. Thompson

Internal Address: \_\_\_\_\_

Street Address: THOMPSON & GUSTAVSON, L.L.P.

High Point Centre, 12225 Greenville Ave., Suite 995

City: Dallas State: TX ZIP: 75243

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) .....\$ 120.00

Enclosed \_\_\_\_\_

X Authorized to be charged to deposit account

8. Deposit account number:

501246

(Attach duplicate copy of this page if paying by deposit account)

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.

Daniel V. Thompson

Name of Person Signing

Signature

8/15/00

Date

Total number of pages comprising cover sheet 1

**ASSIGNMENT**

WHEREAS, Automotive Digital Systems, Inc. of Tyler, Texas is the present record title owner of the following registered trademarks (hereinafter "Trademarks"):

SUPERSTAT            Reg. No. 1815763

ADS                    Reg. No. 1880410

SUPER CHIP            Reg. No. 1876383

WHEREAS, FINOVA Capital Corporation of Los Angeles, California held a security interest in the Trademarks and the underlying goodwill to secure a debt of Automotive Digital Systems, Inc.;

WHEREAS, FINOVA Capital Corporation sold its security interest in the Trademarks and underlying goodwill to Racers Choice, Inc. of Tyler, TX;

WHEREAS, Automotive Digital Systems, Inc. defaulted on the debt secured by the Trademarks and underlying goodwill;

WHEREAS, Racer's Choice, Inc. as the holder of the security interest in such Trademarks conducted a foreclosure sale of the Trademarks and underlying goodwill by public sale conducted under the Texas Business and Commerce Code on May 15, 2000, following the default of Automotive Digital Systems, Inc.; and

WHEREAS, Racer's Choice, Inc. was the high bidder at the sale for the Trademarks and the underlying goodwill;

NOW, THEREFORE, for and in consideration of One Dollar (\$1.00) and for other good

and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Racer's Choice, Inc., for and on behalf of Automotive Digital Systems, Inc., hereby sells, assigns and transfers to Racer's Choice, Inc. the security described above, including the entire right, title and interest in and to the aforementioned Trademarks and the registrations therefor, together with that part of the goodwill of the business connected with the use of and symbolized by said Trademarks.

IN WITNESS WHEREOF, Racer's Choice, Inc. has executed this Assignment on this

25 day of July, 2000, effective as of May 15, 2000.

RACER'S CHOICE, INC.

By: Wayne Wilson  
Its: PRESIDENT