

12-28-2000



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12.11.00

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

New

Resubmission (Non-Recordation)
Document ID # _____

Correction of PTO Error
Reel # _____ Frame # _____

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Reel # _____ Frame # _____

Conveyance Type

Assignment License

Security Agreement Nunc Pro Tunc Assignment

Merger

Change of Name

Other _____

Effective Date
Month Day Year
06 15 99

Conveying Party

Mark if additional names of conveying parties attached

Name James K. Andrews Execution Date
Month Day Year
11 28 00

Formerly _____

Individual General Partnership Limited Partnership Corporation Association

Other _____

Citizenship/State of Incorporation/Organization United States

Receiving Party

Mark if additional names of receiving parties attached

Name PACE Motor Sports, Inc.

DBA/AK/TA _____

Composed of _____

Address (line 1) 2000 West Loop South

Address (line 2) Suite 1300

Address (line 3) Houston Texas 77027
City State/Country Zip Code

Individual General Partnership Limited Partnership Corporation Association

Corporation Association

Other _____

Citizenship/State of Incorporation/Organization Texas

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

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Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

TRADEMARK
REEL: 002201 FRAME: 0542

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages

Enter the total number of pages of the attached conveyance document including any attachments.

#

Trademark Application Number(s) or Registration Number(s)

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,308,677"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>

Number of Properties

Enter the total number of properties involved.

#

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes No

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. Charges to deposit account are authorized, as indicated herein.

Robert M. Wasnofski, Jr.

Robert M. Wasnofski

12/6/00

Name of Person Signing

Signature

Date Signed

ASSIGNMENT

WHEREAS, James K. Andrews, an individual, having a residence at 1205 N. Coast Highway B, Laguna Beach, California 92651 (the "Assignor"), is the owner of all right, title and interest in and to the mark FREE AIR FESTIVAL, U.S. Trademark Registration No. 2,308,677 covering same (hereinafter collectively referred to as the "Mark"), and the goodwill thereof; and

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

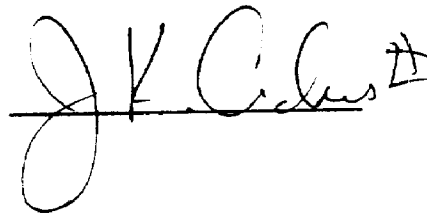
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, assign and set over to Assignee, its successors, assigns and legal representatives, his entire right, title and interest in and to the Mark, throughout the world, together with the goodwill of the business symbolized by the Mark, effective as of June 15, 1999.

Assignor also assigns unto Assignee all claims for damages by reason of infringement prior to the effective date of the assignment 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.

James K. Andrews

Dated: Nov. 28, 2000

By:

A handwritten signature in black ink, appearing to read "J.K. Andrews", written over a horizontal line. The signature is stylized and includes a small mark at the end.

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RECORDED: 12/11/2000

TRADEMARK
REEL: 002201 FRAME: 0544