

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL
EFFECTIVE DATE:	06/28/2007

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Brister's Design & Manufacturing Company, LLC		06/28/2007	LIMITED LIABILITY COMPANY: INDIANA
MPI Acquisition, LLC		06/28/2007	LIMITED LIABILITY COMPANY: INDIANA

RECEIVING PARTY DATA

Name:	American SportsWorks LLC
Street Address:	4404 Engle Ridge Drive
City:	Fort Wayne
State/Country:	INDIANA
Postal Code:	46804
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

Name:	American SprotsWorks LLC
Street Address:	4404 Engle Ridge Drive
City:	Fort Wayne
State/Country:	INDIANA
Postal Code:	46804
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Serial Number:	76583283	AERFORCE
Serial Number:	75279959	CONDOR
Serial Number:	75240063	COYOTE
Serial Number:	75251445	CRITTER
Serial Number:	75471817	DEUCE

CH \$290.00 76583283

Serial Number:	75542183	HORNET
Serial Number:	76359543	HORNET
Serial Number:	75471415	MANCO
Serial Number:	78738993	PHOENIX
Serial Number:	75252366	PHOENIX
Serial Number:	75252373	THUNDERBIRD

CORRESPONDENCE DATA

Fax Number: (212)424-8500
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212 424 8000
Email: ptodocket@llgm.com
Correspondent Name: Dana Metes
Address Line 1: 125 West 55th Street
Address Line 4: Ney York, NEW YORK 10019

ATTORNEY DOCKET NUMBER:	10299.00001
NAME OF SUBMITTER:	Dana Metes
Signature:	/danametes/
Date:	07/02/2007

Total Attachments: 3
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ASSIGNMENT OF TRADEMARKS

THIS ASSIGNMENT OF TRADEMARKS (this "Assignment") is made and entered into as of the ~~28~~²⁷ day of June, 2007, by and between American SportWorks LLC, a Delaware limited liability company ("Assignee") and Brister's Design & Manufacturing Company, LLC, an Indiana limited liability company ("Assignor").

WITNESSETH:

WHEREAS, Assignee and Assignor are parties to an Asset Purchase Agreement, dated May 18, 2007 (the "Purchase Agreement"), whereby Assignor, MPI Acquisition, LLC, Kent J. Rice ("Rice") and Arlington Capital (collectively, the "Sellers") have agreed to sell, assign, transfer and deliver to Buyer the Assets and Buyer has agreed to purchase from the Sellers the Assets and to assume the Assumed Liabilities, all on the terms and conditions set forth in the Purchase Agreement;

WHEREAS, Assignor has adopted and used various trademarks which are identified on Schedule A attached hereto and made a part hereof (the "Trademarks");

WHEREAS, Assignee, as part of its acquisition of certain assets of Assignor, is desirous of acquiring all right, title and interest in the Trademarks, including the right to sue for past infringement thereunder, and the goodwill of the Business, if any, symbolized by the Trademarks; and

WHEREAS, all capitalized terms used herein which are defined in the Purchase Agreement shall have all the same meanings herein as set forth therein unless specifically defined in this Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby sell, assign, transfer, and set over unto Assignee its entire right, title and interest in, to and under all of the Trademarks, including any interest it may have in the abandoned and/or canceled marks and common law marks, together with the associated goodwill in connection with which the Trademarks are used.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment of Trademarks on this 28th day of June, 2007.

Brister's Design & Manufacturing, LLC

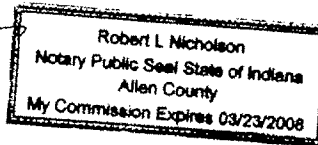
By: *Kent Rice*
Name: KENT J RICE
Title: President

Attest

By: *[Signature]*

Signed and sworn before me this
27 day of June, 2007.

[Signature]
Notary Public
Commission expires:



American SportWorks LLC

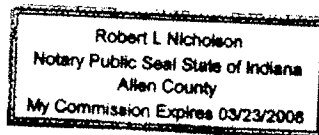
By: *Curtis J. Laetz*
Name: Curtis J. Laetz
Title: Secretary

Attest

By: *T. G. Maloney*

Signed and sworn before me this
27 day of June, 2007.

[Signature]
Notary Public
Commission expires:



SCHEDULE A

<u>MARK</u>	<u>SERIAL NUMBER</u>	<u>REGISTRATION NUMBER</u>
(i) The Go Kart Factory	76-405,165	2,795,779
(ii) Chuck Wagon	78-385379	2,990,625

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BS 115317.3 10299 00001 6/20/2007 03:59pm