

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
GEMS Motorsports, LP		08/03/2007	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Wachovia Bank, National Association, as Administrative Agent
Street Address:	201 S. College Street
Internal Address:	CP-8
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28288
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2762756	E
Registration Number:	2689409	9
Registration Number:	2663881	19
Registration Number:	2663872	9
Registration Number:	2636322	19
Registration Number:	2589361	19
Registration Number:	2586166	19
Registration Number:	2586165	E
Registration Number:	2583268	EVERNHAM MOTORSPORTS
Serial Number:	77188559	98
Serial Number:	77094320	10

CORRESPONDENCE DATA

OP \$290.00 2762756

Fax Number: (919)416-8363
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 9192868041
Email: pto_tmconfirmation@mvalaw.com
Correspondent Name: Moore & Van Allen PLLC
Address Line 1: 430 Davis Drive
Address Line 2: Suite 500
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	512485-5159 NGSITGEMSJES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	08/22/2007

Total Attachments: 4
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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

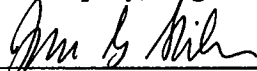
Please be advised that pursuant to the Security Agreement dated as of August 3, 2007 (the "Security Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association, as Administrative Agent (the "Administrative Agent") for the lenders referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications set forth on the attached Schedule I to the Administrative Agent for the ratable benefit of the Lenders.

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GEMS MOTORSPORTS, LP,
a Delaware limited partnership

By: GEMS GP LLC, a Delaware limited liability
company, its general partner

By:  _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: _____
Name: _____
Title: _____

The Obligors and the Administrative Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

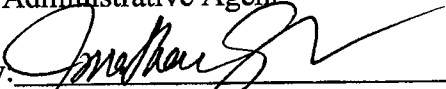
GEMS MOTORSPORTS, LP,
a Delaware limited partnership

By: GEMS GP LLC, a Delaware limited liability
company, its general partner

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Administrative Agent

By: 
Name: Jonathan G. Glaser
Title: Vice President

Schedule 1

U.S. Trademarks

Registered Marks

Registrant	Mark	Registration No.	Registration Date
GEMS MOTORSPORTS, LP	E and Design	2762756	09/09/03
GEMS MOTORSPORTS, LP	9 and Design	2689409	02/18/03
GEMS MOTORSPORTS, LP	19	2663881	12/17/02
GEMS MOTORSPORTS, LP	9 and Design	2663872	12/17/02
GEMS MOTORSPORTS, LP	19 and Design	2636322	10/15/02
GEMS MOTORSPORTS, LP	19	2589361	07/02/02
GEMS MOTORSPORTS, LP	19 and Design	2586166	06/25/02
GEMS MOTORSPORTS, LP	E and Design	2586165	06/25/02
GEMS MOTORSPORTS, LP	EVERNHAM MOTORSPORTS	2583268	06/18/02

Pending Applications

Mark	Application No.	Filing Date
98 and Design	77188559	05/23/07
10 and Design	77094320	01/30/07