TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WHEEL PROS, INC.		06/02/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Wells Fargo Foothill, LLC
Street Address:	2450 Colorado Ave., Suite 3000 West
City:	Santa Monica
State/Country:	CALIFORNIA
Postal Code:	90404
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 60

Property Type	Number	Word Mark
Registration Number:	2427948	A
Registration Number:	2469809	QT
Registration Number:	2496358	ATA
Registration Number:	3151794	
Registration Number:	3177896	
Registration Number:	2377090	ALBA
Registration Number:	3325673	BUZZ
Registration Number:	3160036	CUSTOM RIMS BY KMC
Registration Number:	3391288	DIAMO
Registration Number:	2475230	H HELO
Registration Number:	2824829	HELO
Registration Number:	2652669	ICE METAL
Registration Number:	3182731	KMC BUZZ
Registration Number:	3234295	KMC

CH $1515.00 2427948

Registration Number:	3027059	KMC
Registration Number:	2159534	LIKE NO OTHER
Registration Number:	3069340	LIKE NO OTHER
Registration Number:	2985749	LORENZO
Registration Number:	2731970	LORENZO
Registration Number:	3108761	MOTO METAL
Registration Number:	2982057	OFFENDING SINCE 1982
Registration Number:	2971344	RIMWEAR
Registration Number:	2884022	RIMWEAR
Registration Number:	3151693	SPINTEK
Registration Number:	3151790	SPINTEK
Registration Number:	3149557	SR KMCRACING
Registration Number:	3027219	SR KMC RACING
Registration Number:	2913759	SUPERLIP
Registration Number:	2981358	SUPERLIP
Registration Number:	3271590	VENTI
Registration Number:	3388559	VENTI
Registration Number:	2977488	VOLT RACING
Registration Number:	2277796	WHEEL PROS
Registration Number:	3191617	WHEEL PROS
Registration Number:	2695174	X2O
Registration Number:	3031606	XD SERIES
Registration Number:	3345065	XD SERIES
Registration Number:	3177834	XD SERIES
Serial Number:	77021680	BLACK MAGIC FINISH
Serial Number:	77089897	CUSTOM WHEEL COLLECTION
Serial Number:	78443206	EXTREME RIDES
Serial Number:	78443192	FAMOUS RIDES
Serial Number:	78448074	LIKE NO OTHER
Serial Number:	78435538	LORENZO
Serial Number:	77130410	MAXX
Serial Number:	78513120	ROCKSTAR BY KMC
Serial Number:	78513133	ROCKSTAR BY KMC
Serial Number:	77282100	STYLING PROS
Serial Number:	77200203	TAYLOR WELD

Serial Number:	78475441	THE ONE AND ONLY
Serial Number:	78475442	THE ONE AND ONLY
Serial Number:	78407992	THE ONLY BRAND THAT MATTERS
Serial Number:	77373140	HARD 10
Serial Number:	77373145	HARD 12
Serial Number:	77373134	HARD 8
Serial Number:	77372884	TANGENT DRIVE
Serial Number:	77372891	TAYLOR WELD ENGINEERING
Serial Number:	77370855	VENTI PLUS
Serial Number:	77370840	VENTI PLUS V+
Serial Number:	77200519	CU50 FINISH

CORRESPONDENCE DATA

Fax Number: (866)459-2899

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 202-783-2700

Email: Oleh.Hereliuk@federalresearch.com

Correspondent Name: CBCInnovis dba Federal Research

Address Line 1: 1023 Fifteenth Street, NW, Ste 401

Address Line 2: attn: Oleh Hereliuk

Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	418528
NAME OF SUBMITTER:	Oleh Hereliuk
Signature:	/oh/
Date:	07/21/2008

Total Attachments: 28

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Form **PTO-1594** (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

WHEEL PROS, INC.

☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☑ Corporation- State: Delaware
☐ Other

Citizenship (see guidelines)

Additional names of conveying parties attached? ☐ Yes ☑ No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☑ No

Name: Wells Fargo Foothill, LLC

Internal Address:

Street Address: 2450 Colorado Ave., Suite 3000 West

City: Santa Monica

State: California

Country: USA Zip: 90404

☐ Association Citizenship
☐ General Partnership Citizenship
☐ Limited Partnership Citizenship
☑ Corporation Citizenship California
☐ Other Citizenship

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)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) June 2, 2008

☐ Assignment ☐ Merger
☑ Security Agreement ☐ Change of Name
☐ Other

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2427948 (See Schedule I)

Additional sheet(s) attached? ☑ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

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

Name: Federal Research Corporation

Internal Address: Attention: Oleh Hereliuk

Street Address: 1030 15th Street, NW
Suite 920

City: Washington

State: DC Zip: 20005

Phone Number: 1-800-846-3190

Fax Number:

Email Address:

6. Total number of applications and registrations involved: 60

7. Total fee (37 CFR 2.6(b)(6) & 3.41) $ 1,515.00

☐ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☑ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers
Expiration Date

b. Deposit Account Number

Authorized User Name

9. Signature:

Signature

July 16, 2008
Date

Djenaba Parker, Esq.
Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 28

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5995, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (this "Trademark Security Agreement") is made this 2nd day of June, 2008, among Grantor listed on the signature pages hereof ("Grantor"), and WELLS FARGO FOOTHILL, LLC, in its capacity as Agent for the Lender Group (together with its successors, "Agent").

W I T N E S S E T H:

WHEREAS, pursuant to that certain Standby Credit Agreement dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement") by and among Wheel Pros, Inc. ("Wheel Pros"), Alba Acquisition Corp. ("Alba") and KMC Acquisition Corp. ("KMC" and, together with Wheel Pros and Alba, each, a "Borrower" and, collectively, "Borrowers", the lenders party thereto as "Lenders" ("Lenders") and Agent, the Lender Group is willing to make certain financial accommodations available to Borrowers pursuant to the terms and conditions thereof; and

WHEREAS, the members of the Lender Group are willing to make the financial accommodations to Borrowers as provided for in the Credit Agreement, but only upon the condition, among others, that Grantor shall have executed and delivered to Agent, for the benefit of Lender Group, that certain Security Agreement dated as of the date hereof (including all annexes, exhibits or schedules thereto, as from time to time amended, restated, supplemented or otherwise modified, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, Grantor is required to execute and deliver to Agent, for the benefit of Lender Group, this Trademark Security Agreement;

NOW, THEREFORE, in consideration of the premises and mutual covenants herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Grantor hereby agrees as follows:

1. DEFINED TERMS. All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement or the Credit Agreement.

2. GRANT OF SECURITY INTEREST IN TRADEMARK COLLATERAL. Grantor hereby grants to Agent, for the benefit of the Lender Group, a continuing first priority security interest in all of Grantor's right, title and interest in, to and under the following, whether presently existing or hereafter created or acquired (collectively, the "Trademark Collateral"):

(a) all of its Trademarks and Trademark Intellectual Property Licenses to which it is a party including those referred to on Schedule I hereto;

(b) all goodwill, trade secrets, proprietary or confidential information, technical information, procedures, formulae, quality control standards, designs, operating and training manuals, customer lists, and other General Intangibles with respect to the foregoing;

(c) all reissues, continuations or extensions of the foregoing;

(d) all goodwill of the business connected with the use of, and symbolized by, each Trademark and each Trademark Intellectual Property License; and

(e) all products and proceeds of the foregoing, including any claim by Grantor against third parties for past, present or future (i) infringement or dilution of any Trademark or any Trademark licensed under any Intellectual Property License or (ii) injury to the goodwill associated with any Trademark or any Trademark licensed under any Intellectual Property License.

3. SECURITY FOR OBLIGATIONS. This Trademark Security Agreement and the Security Interest created hereby secures the payment and performance of all the Secured Obligations, whether now existing or arising hereafter. Without limiting the generality of the foregoing, this Trademark Security Agreement secures the payment of all amounts which constitute part of the Obligations and would be owed by Grantor to Agent, the Lender Group or any of them, whether or not they are unenforceable or not allowable due to the existence of an Insolvency Proceeding involving Grantor.

4. SECURITY AGREEMENT. The security interests granted pursuant to this Trademark Security Agreement are granted in conjunction with the security interests granted to Agent, for the benefit of the Lender Group, pursuant to the Security Agreement. Grantor hereby acknowledges and affirms that the rights and remedies of Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

5. AUTHORIZATION TO SUPPLEMENT. If Grantor shall obtain rights to any new trademarks, the provisions of this Trademark Security Agreement shall automatically apply thereto. Grantor shall give prompt notice in writing to Agent with respect to any such new trademarks or renewal or extension of any trademark registration. Without limiting Grantor's obligations under this Section 5, Grantor hereby authorizes Agent unilaterally to modify this Agreement by amending Schedule I to include any such new trademark rights of Grantor. Notwithstanding the foregoing, no failure to so modify this Trademark Security Agreement or amend Schedule I shall in any way affect, invalidate or detract from Agent's continuing security interest in all Collateral, whether or not listed on Schedule I.

6. INTERCREDITOR AGREEMENT. The provisions of this Trademark Security Agreement are in all respects subject to the terms and provisions of the Intercreditor Agreement, including the relative rights, obligations and priorities with respect to Trademark Collateral (and shall not impart any rights on any Grantor).

7. COUNTERPARTS. This Trademark Security Agreement may be executed in any number of counterparts, each of which shall be deemed to be an original, but all such separate counterparts shall together constitute but one and the same instrument. In proving this Trademark Security Agreement or any other Loan Document in any judicial proceedings, it shall not be necessary to produce or account for more than one such counterpart signed by the party against whom such enforcement is sought. Any signatures delivered by a party by facsimile transmission or by e-mail transmission shall be deemed an original signature hereto.

8. CONSTRUCTION. Unless the context of this Trademark Security Agreement or any other Loan Document clearly requires otherwise, references to the plural include the singular, references to the singular include the plural, the terms "includes" and "including" are not limiting, and the term "or" has, except where otherwise indicated, the inclusive meaning represented by the phrase "and/or." The words "hereof," "herein," "hereby," "hereunder," and similar terms in this Trademark Security Agreement or any other Loan Document refer to this Trademark Security Agreement or such other Loan Document, as the case may be, as a whole and not to any particular provision of this Trademark Security Agreement or such other Loan Document, as the case may be. Section, subsection, clause, schedule, and exhibit references herein are to this Agreement unless otherwise specified. Any reference in this Trademark Security Agreement or in any other Loan Document to any agreement, instrument, or document shall include all alterations, amendments, changes, extensions, modifications, renewals, replacements, substitutions, joinders, and supplements, thereto and thereof, as applicable (subject to any restrictions on such alterations, amendments, changes, extensions, modifications, renewals, replacements, substitutions, joinders, and supplements set forth herein). Any reference herein or in any other Loan Document to the satisfaction or repayment in full of the Obligations shall mean the repayment in full in cash (or cash collateralization in accordance with the terms hereof) of all Obligations other than unasserted contingent indemnification Obligations. Any reference herein to any Person shall be construed to include such Person's successors and assigns. Any requirement of a writing contained herein or in any other Loan Document shall be satisfied by the transmission of a Record and any Record so

transmitted shall constitute a representation and warranty as to the accuracy and completeness of the information contained therein.

[signature page follows]

IN WITNESS WHEREOF, Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

WHEEL PROS, INC.,
a Delaware corporation

By: _____
Name: Mary Ann Sigler
Title: Vice President

[Signature page to Trademark Security Agreement – Wheel Pros, Inc.]

ACCEPTED AND ACKNOWLEDGED BY:

WELLS FARGO FOOTHILL, LLC,
a Delaware limited liability company, as Agent

By: _____
Name: Lan Wong
Title: Vice President

[Signature page to Trademark Security Agreement – Wheel Pros, Inc.]

Schedule I
TRADEMARKS AND TRADEMARK APPLICATIONS

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
®	Wheel Pros, Inc.	**United States** Filed: 3/26/1999 SN: 75/668283 RN: 2427948	Automotive Wheels International Class: 012 First Use: 2/1/1999 In Commerce: 2/1/1999
®	Wheel Pros, Inc.	**United States** Filed: 8/7/2000 SN: 76/104414 RN: 2469809	After market automotive wheels International Class: 012 First Use: 4/1/1999 In Commerce Date: 4/1/1999
ATA ®	Wheel Pros, Inc.	**United States** Filed: 1/8/2001 SN: 76/190443 RN: 2496358	Automotive Wheels International Class: 012 First Use: 10/31/2000 In Commerce: 10/31/2000

TRADEMARK
REEL: 003819 FRAME: 0438

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
® Description of Mark: The mark consists of a pair of curved arrows wherein the first arrow points in one direction and the second arrow points in a second direction opposite the first direction and further wherein the second arrow is disposed within the curve of the first arrow.	Wheel Pros, Inc.	**United States** Filed: 7/9/2004 SN: 78/448330 RN: 3151794	Toys, games and playthings, namely, model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories, toy scooters, toy model scooters and related accessories, remote-controlled vehicles and related accessories, miniature skateboards and miniature skateboard parts; wheel caps for skateboards, wheel spinners for skateboards International Class: 028 First Use Date: 4/00/2004 First Use in Commerce Date: 4/00/2004

TRADEMARK
REEL: 003819 FRAME: 0439

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
® Description of Mark: The mark consists of a pair of curved arrows wherein the first arrow points in one direction and the second arrow points in a second direction opposite the first direction and further wherein the second arrow is disposed within the curve of the first arrow.	Wheel Pros, Inc.	**United States** Filed: 7/9/2004 SN: 78/448349 RN: 3177896	Wearing apparel, namely, T-shirts, sweatshirts, tank tops, hats and caps International Class: 025 First Use: 3/00/2003 Commerce Date: 3/00/2003
ALBA ALBA ®	Wheel Pros, Inc.	**United States** Filed: 3/26/1999 SN: 75/668282 RN: 2377090	Automotive Wheels International Class: 012 First Use: 2/1/1999 In Commerce: 2/1/1999
BLACK MAGIC FINISH	Wheel Pros, Inc.	**United States** Filed: 10/16/2006 SN: 77/021680	Decorative coatings for simulating a metallic finish International Class: 002 ITU

TRADEMARK
REEL: 003819 FRAME: 0440

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
BUZZ®	Wheel Pros, Inc.	**United States** Filed: 5/3/2004 SN: 78/412281 RN: 3325673	Printed matter, namely, magazines and newsletters featuring stories, articles, photography and advertising pertaining to international automotive trends, fashion and culture International Class: 016 First Use Date: 1/31/2007 Commerce Date: 1/31/2007
CUSTOM RIMS BY KMC®	Wheel Pros, Inc.	**United States** Filed: 4/16/2004 SN: 78/436227 RN: 3160036	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcycles, golf cars and all-terrain vehicles, namely, wheels; wheel parts and accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcycles, golf cars and all-terrain vehicles, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcycles, golf cars and all-terrain vehicles, namely, spinners, spacers, studs, and adapters International Class: 012 First Use Date: 7/00/2004 First Use in Commerce Date: 7/00/2004
CUSTOM WHEEL COLLECTION CUSTOM Wheel COLLECTION	Wheel Pros, Inc.	**United States** Filed 1/24/2007 SN: 77/089897	wheels, tires, and parts for wheels and tires, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, center caps, spinners, studs, adapters, and tire pressure sensors International Class: 12 First Use: 10/1/2006 Commerce: 10/1/2006 wholesale wheel and tire distributorship services in the nature of a product support program that addresses the needs of automotive dealerships in selling wheels, tires, and parts for wheels and tires International Class: 35 First Use: 10/1/2006 Commerce: 10/1/2006

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
DIAMO	Wheel Pros, Inc.	**United States** Filed: 6/15/2007 SN: 77/207705 RN: 3391288	automotive wheels, excluding wheels for powersport vehicles, namely, motorcycles, atvs, dirt bikes, and go-karts International Class: 12 First Use: 1/1/2001 Commerce: 1/1/2001
EXTREME RIDES	Wheel Pros, Inc.	**United States** Filed: 6/29/2004 SN: 78/443206	Motor vehicle accessories, namely, wheels; wheel parts and accessories, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; integral components of wheels, namely, spinners, spacers, studs and adapters International Class: 012 Wearing apparel, namely, pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats and caps International Class: 025 First Use Date: ITU Commerce Date: ITU
FAMOUS RIDES	Wheel Pros, Inc.	**United States** Filed: 6/29/2004 SN: 78/443192	Motor vehicle accessories, namely, wheels; wheel parts and accessories, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; integral components of wheels, namely, spinners, spacers, studs and adapters International Class: 012 Printed matter, namely, magazines and newsletters featuring stories, articles, photography and advertising pertaining to automotive trends, fashion, culture, toys, and automotive accessories International Class: 016 Wearing apparel, namely, pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats and caps International Class: 025 First Use Date: ITU Commerce Date: ITU

TRADEMARK
REEL: 003819 FRAME: 0442

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
H HELO HELO ®	Wheel Pros, Inc.	**United States** Filed: 12/15/1999 SN: 75/871511 RN: 2475230	Automobile wheels International Class: 12 First Use: 12/20/1999 Commerce: 12/20/1999
HELO®	Wheel Pros, Inc.	**United States** Filed: 5/12/2003 SN: 76/514225 RN: 2824829	Automobile wheels International Class: 12 First Use: 12/00/1999 Commerce: 12/00/1999
ICE METAL ICE METAL ®	Wheel Pros, Inc.	**United States** Filed: 7/23/2001 SN: 76/288078 RN: 2652669	Automobile wheels International Class: 012 First Use Date: 7/31/2001 In Commerce Date: 7/31/2001

TRADEMARK
REEL: 003819 FRAME: 0443

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
KMC BUZZ®	Wheel Pros, Inc.	**United States** Filed: 5/4/2005 SN: 78/622076 RN: 3182731	Online retail information and retail news in the field of product offerings, namely, wheels, wheel accessories, toys and apparel International Class: 035 Online information and news in the field of automotive trends International Class: 39 Online information and news in the fields of fashion and culture International Class: 45 First Use: 3/29/2004 Commerce Date: 3/29/2004
KMC®	Wheel Pros, Inc.	**United States** Filed: 5/12/2004 SN: 78/412276 RN: 3234295	Toys, games and playthings, namely, toy model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories sold as units, and remote-controlled toy vehicles and related accessories sold as units International Class: 028 First Use: 5/3/2004 Commerce Date: 5/3/2004
KMC®	Wheel Pros, Inc.	**United States** Filed: 4/30/2004 SN: 78/411260 RN: 3027059	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars, and all terrain vehicles, namely wheels; Wheel parts and accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars, and all terrain vehicles, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps and center caps; Integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars, and all terrain vehicles, namely, spinners, spacers, studs and adapters International Class: 012 First Use: 6/1/1985 Commerce Date: 6/1/1985

TRADEMARK
REEL: 003819 FRAME: 0444

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
LIKE NO OTHER	Wheel Pros, Inc.	**United States** Filed: 7/8/2004 SN: 78/448074	Toys, games and playthings, namely, model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories, toy scooters, toy model scooters and related accessories, remote-controlled vehicles and related accessories, miniature skateboards and miniature skateboard parts; sporting goods, namely, skateboards, skateboard decks, skateboard trucks, skateboard wheels, skateboard wheel assemblies and parts and fittings for any thereof, skateboard bumpers, skateboard bearings, skateboard rails, skateboard shock absorbers and pads, wheel caps for skateboards, wheel spinners for skateboards, skateboard grip tape, snowboards, snowboard bindings and parts thereof, safety padding and protective padding for skateboarding and snowboarding, bodyboards, ride-on toys, surfboards, longboards, shortboards, windsurfboards, sailboards, wakeboards, kneeboards, surf fins, leashes used in conjunction with surfing International Class: 028 First Use: ITU Commerce Date: ITU
LIKE NO OTHER®	Wheel Pros, Inc.	**United States** Filed: 7/29/1996 SN: 75/141664 RN: 2159534	Wheels, namely, automobile, truck, van, pickup truck, camper and mobile home wheels International Class: 012 First Use Date: 1996-10-30 First Use in Commerce Date: 1996-10-30 Clothing, namely, T-shirts, sweatshirts, jackets, hats and caps International Class: 025 First Use: 10/30/1996 Commerce Date: 10/30/1996
LIKE NO OTHER®	Wheel Pros, Inc.	**United States** Filed: 7/8/2004 SN: 78/448058 RN: 3069340	Wearing apparel, namely, pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats, and cap International Class: 025 First Use Date: 7/00/2004 First Use in Commerce Date: 7/00/2004

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
LORENZO lorenzo ®	Wheel Pros, Inc.	**United States** Filed: 2/6/2002 SN: 76/367804 RN: 2985749	Clothing, namely, t-shirts, sweatshirts, jackets, caps, hats, coats, and shorts International Class: 025 First Use: 6/1/2005 Commerce Date: 6/1/2005
LORENZO lorenzo ®	Wheel Pros, Inc.	**United States** Filed: 2/6/2002 SN: 76/975124 RN: 2731970	Motor vehicle wheels; wheel accessories, namely, valve stems, lug nuts, and center caps International Class: 012 First Use: 5/1/2002 Commerce Date: 5/1/2002
LORENZO lorenzo	Wheel Pros, Inc.	**United States** Filed: 6/15/2004 SN: 78/435538	Toys, games and playthings, namely model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories, toy scooters, toy model scooters and related accessories, remote-controlled vehicles and related accessories, miniature skateboards and miniature skateboard parts; Sporting goods, namely, skateboards, skateboard decks, skateboard trucks, skateboard wheels, skateboard wheel assemblies and parts and fittings for any thereof; skateboard bumpers, bearings, rails, shock absorbers and pads, wheel caps and wheel spinners; skateboard grip tape; snowboards, snowboard bindings and parts therefore; safety padding and protective padding for skateboarding and snowboarding; body boards, ride-on toys; surfboards, longboards, shortboards, windsurfboards, sailboards wakeboards, bodyboards, kneeboards, surf fins, leashes used in conjunction with surfing International Class: 028 First Use: ITU Commerce Date: ITU

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
MAXX	Wheel Pros, Inc.	**United States** Filed 3/14/2007 SN: 77/130410	Automobile wheels International Class: 12 First Use: 06/00/2002 Commerce: 06/00/2002
MOTO METAL®	Wheel Pros, Inc.	**United States** Filed: 10/26/2004 SN: 78/506263 RN: 3108761	Vehicle wheels International Class: 12 First Use: 6/1/2004 Commerce: 6/1/2004
OFFENDING SINCE 1982®	Wheel Pros, Inc.	**United States** Filed: 11/10/2003 SN: 78/325452 RN: 2982057	Clothing, namely, t-shirts, sweatshirts, sweatpants, jackets, caps, hats, coats, and shorts International Class: 025 First Use: 11/10/2003 Commerce Date: 11/10/2005
RIMWEAR®	Wheel Pros, Inc.	**United States** Filed: 4/11/2002 SN: 76/393755 RN: 2971344	Clothing, namely, t-shirts, sweatshirts, jackets, caps, hats, coats, and shorts International Class: 025 First Use: 3/31/2005 Commerce Date: 3/31/2005
RIMWEAR®	Wheel Pros, Inc.	**United States** Filed: 4/11/2002 SN: 76/975253 RN: 2884022	Motor vehicle wheels; wheel accessories, namely, valve stems, lug nuts, and center caps International Class: 012 First Use: 11/5/2002 Commerce Date: 11/5/2002

TRADEMARK
REEL: 003819 FRAME: 0447

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
ROCKSTAR BY KMC	Wheel Pros, Inc.	**United States** Filed: 11/8/2004 SN: 78/513120	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely, wheels; wheel parts and accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely, spinners, spacers, studs and adapters International Class: 012 First Use: ITU Commerce Date: ITU
ROCKSTAR BY KMC	Wheel Pros, Inc.	**United States** Filed: 11/8/2004 SN: 78/513133	Wearing apparel, namely, pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats and caps International Class: 025 First Use: ITU Commerce Date: ITU
SPINTEK®	Wheel Pros, Inc.	**United States** Filed: 5/3/2004 SN: 78/412310 RN: 3151693	Toys, games and playthings, namely model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories, toy scooters, toy model scooters and related accessories, remote-controlled vehicles and related accessories, miniature skateboards and miniature skateboard parts; skateboard wheel caps and wheel spinners International Class: 028 First Use Date: 2004-04-00 First Use in Commerce Date: 2004-04-00

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
SPINTEK®	Wheel Pros, Inc.	**United States** Filed: 7/8/2004 SN: 78/448055 RN: 3151790	Wearing apparel, namely, pants, shorts, sweatpants, jackets, coats, t-shirts, woven shirts, sport shirts, knit shirts, sweatshirts, sweaters, undershirts, underwear, tank tops, belts, gloves, hats, caps, socks, hosiery, footwear; infant and children's clothing, namely, bibs, slippers, footwear, sleepwear, underwear, shirts, coveralls, pants, socks, booties International Class: 025 First Use Date: 2004-04-00 First Use in Commerce Date: 2004-04-00
SR KMC RACING®	Wheel Pros, Inc.	**United States** Filed: 5/12/2004 SN: 78/417696 RN: 3149557	Wearing apparel, namely pants, shorts, sweatpants, jackets, coats, t-shirts, woven shirts, sport shirts, knit shirts, sweatshirts, underwear, tank tops, hats and caps International Class: 025 First Use: 4/00/2004 Commerce Date: 4/00/2004
SR KMCRACING®	Wheel Pros, Inc.	**United States** Filed: 5/26/2004 SN: 78/425412 RN: 3027219	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely wheels; wheel parts and accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps and center caps; integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, golf cars and all-terrain vehicles, namely, spinners, spacers, studs and adapters International Class: 012 First Use Date: 8/1/2003 Commerce Date: 8/1/2003

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
STYLING PROS	Wheel Pros, Inc.	**United States** Filed: 9/18/2007 SN: 77/282100	Wheels, tires, and parts for wheels and tires, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, center caps, spinners, spacers, studs, and adapters; vehicle navigation systems; vehicle suspension systems including lowering and lifting kits and shock absorbers International Class: 021 ITU
SUPERLIP®	Wheel Pros, Inc.	**United States** Filed: 4/11/2002 SN: 76/975216 RN: 2913759	Motor vehicle wheels; wheel accessories, namely, valve stems, lug nuts, and center caps International Class: 012 First Use: 10/00/2002 Commerce Date: 10/00/2002
SUPERLIP®	Wheel Pros, Inc.	**United States** Filed: 4/11/2002 SN: 76/394187 RN: 2981358	Clothing, namely, t-shirts, sweatshirts, jackets, caps, hats, coats, and shorts International Class: 025 First Use: 3/31/2005 Commerce Date: 3/31/2005
TAYLOR WELD	Wheel Pros, Inc.	**United States** Filed: 6/7/2007 SN: 77/200203	Wheel Rims International Class 12 T-shirts Class 25 First Use: ITU Commerce Date: ITU

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
THE ONE AND ONLY	Wheel Pros, Inc.	**United States** Filed: 8/30/2004 SN: 78/475441	Motor vehicle accessories, namely, wheels, wheel parts and accessories, namely, lug nuts, washers, wheel nuts, wheel covers, wheel rims, wheel spokes, hub caps, hub covers, center caps, wheel cover shields, hub cap shields, valve stems, wheel rim components in the nature of locks, integral components of wheels, namely, spinners, spacers, studs, and adapters International Class: 012 First Use: ITU Commerce Date: ITU
THE ONE AND ONLY	Wheel Pros, Inc.	**United States** Filed: 8/30/2004 SN: 78/475442	Toys, games and playthings, namely, model vehicles, die cast toy cars, toy trucks, and toy vehicles and remote-controlled vehicles International Class: 028 First Use: ITU Commerce Date: ITU
THE ONLY BRAND THAT MATTERS	Wheel Pros, Inc.	**United States** Filed: 4/26/2004 SN: 78/407992	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcycles, golf cars and all-terrain vehicles, namely, wheels, wheel parts and accessories, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcycles, golf cars and all-terrain vehicles, namely, spinners, spacers, studs and adapters International Class: 012 Wearing apparel, namely pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats, and caps International Class: 025 First Use: ITU Commerce Date: ITU

TRADEMARK
REEL: 003819 FRAME: 0451

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
VENTI	Wheel Pros, Inc.	**United States** Filed: 6/8/2005 SN: 78/646688 RN: 3271590	Fitted liners for the cargo area of vehicles; automobile sunroofs; automobile windshield sunshades; ski, bicycle, and luggage racks for vehicles; golf cart wheel rims; fitted and semi-fitted covers for vehicles; vehicle seat covers; vehicle seats International Class: 12 First Use: 10/22/2000 Commerce Date: 1/1/2001
VENTI	Wheel Pros, Inc.	**United States** Filed: 7/3/2007 SN: 77/221602 RN: 3388559	Automotive wheels International Class: 12 First Use: 4/9/2004 Commerce Date: 4/9/2004
VOLT RACING®	Wheel Pros, Inc.	**United States** Filed: 6/23/2003 SN: 76/525098 RN: 2977488	Automobile wheels International Class: 12 First Use: 1/1/2004 Commerce: 1/1/2004
WHEEL PROS Wheel Pros ® **The drawing is lined for the color red.**	Wheel Pros, Inc.	**United States** Filed: 6/15/1998 SN: 75/502425 RN: 2277796	Wholesale distributorships featuring wheels, tires and parts therefor International Class: 035 First Use: 6/1/1998 Commerce: 6/1/1998 Disclaimer: "WHEEL"

TRADEMARK
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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
WHEEL PROS®	Wheel Pros, Inc.	**United States** Filed 7/5/2005 SN: 78/663619 RN: 3191617 Prior Registration: 2277796	Wheels, tires, and parts for wheels and tires, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, center caps, spinners, spacers, studs, and adapters International Class: 12 First Use: 6/1/1998 Commerce: 6/1/1998 Wholesale distributorships featuring wheels, tires and parts therefor International Class: 35 First Use: 6/1/1998 Commerce: 6/1/1998 Disclaimer: "WHEEL"
X2O X2O ®	Wheel Pros, Inc.	**United States** Filed 2/6/2002 SN: 76/367088 RN: 2695174	Automobile wheels International Class: 012 First Use Date: 1/6/2001 Commerce: 1/6/2001
XD SERIES®	Wheel Pros, Inc.	**United States** Filed: 5/26/2004 SN: 78/425436 RN: 3031606	Accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcyles, golf cars and all-terrain vehicles, namely wheels; Wheel parts and accessories for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcyles, golf cars and all-terrain vehicles, namely, lug nuts, wheel covers, wheel rims, wheel spokes, hub caps, and center caps; Integral components of wheels for automobiles, light trucks, heavy trucks, sport utility vehicles, vans, motorcyles, golf cars and all-terrain vehicles, namely, spinners, spacers, studs and adapters International Class: 012 First Use Date: 8/1/2002 Commerce Date: 8/1/2002

TRADEMARK
REEL: 003819 FRAME: 0453

MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
XD SERIES	Wheel Pros, Inc.	**United States** Filed: 5/12/2004 SN: 78/417708 RN: 3345065	Toys, games and playthings, namely model vehicles and related accessories sold as units, die cast toy cars, toy trucks, and toy vehicles and related accessories International Class: 028 First Use: ITU Commerce Date: ITU
XD SERIES®	Wheel Pros, Inc.	**United States** Filed: 5/12/2004 SN: 78/417706 RN: 3177834	Wearing apparel, namely pants, shorts, sweatpants, jackets, coats, t-shirts, sweatshirts, underwear, tank tops, hats, and caps International Class: 025 First Use: 3/2003 Commerce Date: 3/2003
HARD 10	Wheel Pros, Inc.	**United States** Filed: 1/16/2008 SN: 77/373140	
HARD 12	Wheel Pros, Inc.	**United States** Filed: 1/16/2008 SN: 77/373145	
HARD 8	Wheel Pros, Inc.	**United States** Filed: 1/16/2008 SN: 77/373134	

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
TANGENT DRIVE	Wheel Pros, Inc.	**United States** Filed: 1/16/2008 SN: 77/372884	
TAYLOR WELD ENGINEERING	Wheel Pros, Inc.	**United States** Filed: 1/16/2008 SN: 77/372891	
VENTI PLUS	Wheel Pros, Inc.	**United States** Filed: 1/14/2008 SN: 77/370855	
VENTI PLUS +	Wheel Pros, Inc.	**United States** Filed: 1/14/2008 SN: 77/370840	
CU50 FINISH	Wheel Pros, Inc.	**United States** Filed: 6/07/2007 SN: 77/200519	
ALBA	Wheel Pros, Inc.	**Australia** Application No. 1116501 Filed 5/31/2006	Automobile wheels (IC 12)

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
HELO	Wheel Pros, Inc.	**Australia** Application/ Registration No. 1116498 Filed 5/31/2006	Automobile wheels (IC 12)
KMC	Wheel Pros, Inc.	**Australia** Application No. 1027290 Registration No. 1027290	Motor vehicle accessories, including wheels, wheel parts and accessories, lug nuts, washers, wheel nuts, wheel covers, wheel rims, wheel spokes, hub caps, hub covers, centre caps, wheel cover shields, hub cap shields, valve stems, wheel rim components in the nature of locks, installation kits; integral components of wheels, including spinners, spacers, studs and adapters (IC 12)
LORENZO	Wheel Pros, Inc.	**Australia** Application/ Registration No. 1116500	Automobile wheels (IC 12)
MOTO METAL	Wheel Pros, Inc.	**Australia** Application/ Registration No. 1116496 Filed 5/31/2006	Automobile wheels (IC 12)
WHEEL PROS LIKE NO OTHER	Wheel Pros, Inc.	**Australia** Application No. 1206848 Filed: 10/26/2007	Automobile wheels (IC 12)
XD SERIES	Wheel Pros, Inc.	**Australia** Application No. 1116489 5/31/2006	Automobile wheels (IC 12)

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
ALBA	Wheel Pros, Inc.	**CTM Community Trademark** Application No. 005106505 Filed 5/30/2006	Automobile wheels (IC 12)
HELO	Wheel Pros, Inc.	**CTM Community Trademark** Application No. 005106331 Filed 5/30/2006 Registration No. 005106331	Automobile wheels (IC 12)
KMC	Wheel Pros, Inc.	**CTM Community Trademark** Application No. 005106596 Filed 5/30/2006	Automobile wheels (IC 12)
LORENZO	Wheel Pros, Inc.	**CTM Community Trademark** Application No. 005106554 Filed 5/30/2006 Registration No. 005106554	Automobile wheels (IC 12)

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
ALBA	Wheel Pros, Inc.	**Japan** Application No. 200745294 Filed 5/8/2007	automobile wheels, and other automobiles and their parts and fittings (IC 12)
LORENZO	Wheel Pros, Inc.	**Japan** Application No. 2002061884 Registration No. 4859155	Motor vehicles and parts (IC 12) Non-Japanese style outer wear, coats; sweaters, shirts, nightwear, underwear, swimsuits, bathing caps, Japanese style clothing, aprons, collar protectors, socks, stockings, gaiters, fur stoles, shawls, scarves, tabi (Japanese socks), tabi covers, gloves, textile baby diapers, neckties, neckerchiefs, bandannas, thermal supporters, mufflers, ear muffs, hoods, sugegasa (Japanese sedge hats), night caps, helmets, hats, caps (IC 25) Designing of machines and apparatus / implements (including their parts) or composed equipments of machines and apparatus / instruments) (IC 42)
LORENZO ロレンツォ	Wheel Pros, Inc.	**Japan** Application No. H09157642 Registration No. 4268686	Non-electric motors and parts for land vehicles; land vehicle shafts, axles, spindles, journals, shaft couplings, bearings, pulleys, land vehicle power transmissions, land vehicle shock absorbers, springs, land vehicle braking apparatus, anti-theft devices for vehicles, alternating current motors and direct current motors for land vehicles, motor vehicles and parts, motorcycles, bicycles and parts (IC 12)
MOTO METAL	Wheel Pros, Inc.	**Japan** Application No. 200745293 Filed 5/8/2007	automobile wheels, and other automobiles and their parts and fittings (IC 12)

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MARK	OWNER	COUNTRY SERIAL NO. REG NO.	GOODS AND SERVICES CLASSES FIRST USE DATES
XD SERIES	Wheel Pros, Inc.	**Japan** Application No. 200745292 Filed 5/8/2007	automobile wheels, and other automobiles and their parts and fittings (IC 12)
KMC	Wheel Pros, Inc.	**New Zealand** Application No. 720677 Registration No. 720677	Motor vehicle accessories, including wheels, wheel parts and accessories, lug nuts, washers, wheel nuts, wheel covers, wheel rims, wheel spokes, hub caps, hub covers, centre caps, wheel cover shields, hub cap shields, valve stems, wheel rim components in the nature of locks, installation kits; integral components of wheels, including spinners, spacers, studs and adapters (IC 12)
ALBA	Wheel Pros, Inc.	**Russian Federation** Application No. 2006714791 Filed 6/1/2006	Automobile wheels (IC 12)
LIKE NO OTHER	Wheel Pros, Inc.	**Russian Federation** Application No. 2006714789 Filed 6/1/2006 Registration No. 329423	Automobile wheels (IC 12)
LORENZO	Wheel Pros, Inc.	**Russian Federation** Application No. 2006714790 Filed 6/1/2006	Automobile wheels (IC 12)

RECORDED: 07/21/2008
TRADEMARK
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