

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Wheel Pros, LLC		10/06/2008	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	American Racing Equipment, LLC		
<b>Street Address:</b>	19067 S. Reyes Ave.		
<b>City:</b>	Rancho Dominguez		
<b>State/Country:</b>	CALIFORNIA		
<b>Postal Code:</b>	90221		
<b>Entity Type:</b>	LIMITED LIABILITY COMPANY: DELAWARE		
<b>PROPERTY NUMBERS Total: 2</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	77200203	TAYLOR WELD	
<b>Serial Number:</b>	77372891	TAYLOR WELD ENGINEERING	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(415)442-1001		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Email:</b>	ralpert@morganlewis.com		
<b>Correspondent Name:</b>	Rochelle D. Alpert		
<b>Address Line 1:</b>	One Market, Spear Street Tower		
<b>Address Line 4:</b>	San Francisco, CALIFORNIA 94105		
<b>ATTORNEY DOCKET NUMBER:</b>	067705.01.0017		
<b>NAME OF SUBMITTER:</b>	Rochelle D. Alpert		
<b>Signature:</b>	/rda/		
<b>Date:</b>	10/06/2008		

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Total Attachments: 1  
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## ASSIGNMENT OF TRADEMARKS

Wheel Pros, LLC, ("Assignor"), a Delaware limited liability company, located at 44 Union Blvd., Suite 620, Lakewood, Colorado 80228, owns U.S. applications for the marks TAYLOR WELD and TAYLOR WELD ENGINEERING, U.S. Serial Nos. 77200203 and 7737289, respectively, (collectively "Assigned Marks");

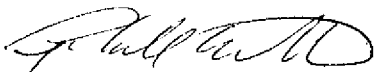
American Racing Equipment, LLC ("Assignee"), a Delaware limited liability company, located at 19067 S. Reyes Ave., Rancho Dominguez, California 90221, currently owns, and owned before the filing of the applications for the Assigned Marks, registrations for WELD based marks, such as federal registrations for the marks WELD WHEELS, U.S. Registration No. 2166255 and WELD RACING, U.S. Registration No. 2000079;

Whereas Assignor intends to assign to Assignee all rights in and to the Assigned Marks along with that portion of the business to which the Assigned Marks pertain as required by 15 U.S.C. Section 1060.

For good and valuable consideration, receipt of which is hereby acknowledged, Assignor assigns to Assignee all its right, title and interest in and to the Assigned Marks, together with the goodwill of the business symbolized by the Assigned Marks and that portion of the business represented by the Assigned Marks, and the applications for the Assigned Marks. This assignment includes the right to sue and recover damages for past and future infringements of Assignor's rights in the Assigned Marks and to bring any proceeding in the United States Patent and Trademark Office or any equivalent agency in any other country for cancellation or opposition or any equivalent of such proceedings in connection with the Assigned Marks. The right, title and interest is to be held and enjoyed by Assignee and Assignee's successors and assigns as fully and exclusively as it would have been held and enjoyed by Assignor had this assignment not been made.

Assignor further agrees that it will execute, verify, acknowledge and deliver further papers, including any instruments of transfer and recordable assignments, and perform such other acts as Assignee lawfully may request from time to time, to perfect and vest title in the Assigned Marks in Assignee, or Assignee's successors and assigns.

Assignor, by an authorized representative, executes this document on the date specified below.

By:  Date: 10-6-08  
Name: Randall E. White  
Title: CEO