

11-17-2008



11-17-08

REC
T

103535210

R/FINANCE

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

80.41-11

1. Name of conveying party(ies):

Feld Motor Sports, 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) Yes No

Additional names, addresses, or citizenship attached? Yes No

Name: Bank of America, N.A., as Administrative Agent

Internal
Address: CA5-701-05-19

Street Address: 1455 Market Street

City: San Francisco

State: California

Country: United States Zip: 94103

Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship _____
 Other natl banking assoc Citizenship United States

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) September 23, 2008

Assignment Merger
 Security Agreement Change of Name
 Other Notice of Security Interest

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

A. Trademark Application No.(s)
See EXHIBIT A attached hereto.

B. Trademark Registration No.(s)
See EXHIBIT A attached hereto.

Additional sheet(s) attached? Yes No

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

See EXHIBIT A attached hereto.

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

Name: Terry L. Witcher, NCCP

Internal Address: McGuireWoods LLP

Street Address: 201 N. Tryon Street, Suite 3000

City: Charlotte

State: North Carolina Zip: 28202

Phone Number: 704-343-2104

Fax Number: 704-444-8857

Email Address: twitcher@mcguirewoods.com

6. Total number of applications and registrations involved: 71

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,790.00

Authorized to be charged to deposit account
 Enclosed

8. Payment Information:

11/14/2008 DBYRNE 00000057 75617522

Deposit Account Number 01 FC:8521 40.00 OP
Authorized User Name 02 FC:8522 1750.00 OP

9. Signature: R. Malloy McKeithen November 6, 2008
Signature Date

R. Malloy McKeithen, Esq. Total number of pages including cover sheet, attachments, and document: 9
Name of Person Signing


Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to: Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

EXHIBIT A**Trademarks and Trademark Applications**

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
BAR TO BAR	U.S. Federal	Registered	75617522 08-JAN-1999	2314331 01-FEB-2000
BLACKSMITH	U.S. Federal	Registered	76315617 21-SEP-2001	2735423 08-JUL-2003
BLACKSMITH	U.S. Federal	Registered	76315618 21-SEP-2001	2675608 14-JAN-2003
BLUE THUNDER	U.S. Federal	Registered	76374018 22-FEB-2002	2654388 26-NOV-2002
BLUE THUNDER	U.S. Federal	Registered	76374017 22-FEB-2002	2654387 26-NOV-2002
BULLDOZER	U.S. Federal	Registered	75791901 02-SEP-1999	2412223 12-DEC-2000
BULLDOZER	U.S. Federal	Registered	75791383 01-SEP-1999	2434290 06-MAR-2001
CRASH MADNESS	U.S. Federal	Registered	76286120 16-JUL-2001	2609525 20-AUG-2002
CROSS CLUB X	U.S. Federal	Registered	75869969 13-DEC-1999	2417413 02-JAN-2001
Design Only	U.S. Federal	Registered	75606454 16-DEC-1998	2493090 25-SEP-2001
EL TORO LOCO	U.S. Federal	Registered	76319198 28-SEP-2001	2685676 11-FEB-2003
EL TORO LOCO	U.S. Federal	Registered	76319197 28-SEP-2001	3199142 16-JAN-2007
FMX	U.S. Federal	Registered	76511190 02-MAY-2003	2808440 27-JAN-2004

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
FMX	U.S. Federal	Registered	76511186 02-MAY-2003	2810413 03-FEB-2004
FORMULA USA	U.S. Federal	Registered Section 2(F)	75332233 29-JUL-1997	2317583 15-FEB-2000
GRAND SLAM	U.S. Federal	Registered	75779193 19-AUG-1999	2471007 24-JUL-2001
GRAVE DIGGER	U.S. Federal	Registered	77076337 04-JAN-2007	3342784 27-NOV-2007
GRAVE DIGGER	U.S. Federal	Registered	75791384 01-SEP-1999	2375181 08-AUG-2000
GRAVE DIGGER	U.S. Federal	Registered	75627356 25-JAN-1999	2390991 03-OCT-2000
GRAVE DIGGER	U.S. Federal	Renewed (Registered)	74113842 09-NOV-1990	1710119 25-AUG-1992
HIGH ROLLER	U.S. Federal	Registered	76975683 07-DEC-2001	2824885 23-MAR-2004
IFMA	U.S. Federal	Registered	76170101 22-NOV-2000	2603897 06-AUG-2002
INFERNO	U.S. Federal	Registered	78174549 15-OCT-2002	3221224 27-MAR-2007
INSIDE MONSTER JAM	U.S. Federal	Registered	75502068 15-JUN-1998	2264886 27-JUL-1999
INTERNATIONAL FREESTYLE MOTOCROSS ASSOCIATION	U.S. Federal	Registered Supplemental Register	76170102 22-NOV-2000	2586855 25-JUN-2002
MAXIMUM DESTRUCTION	U.S. Federal	Registered	78245118 02-MAY-2003	2926938 15-FEB-2005
MAXIMUM DESTRUCTION	U.S. Federal	Registered	76287517 18-JUL-2001	2743784 29-JUL-2003
MONSTER JAM	U.S. Federal	Registered	78360292 30-JAN-2004	3150449 03-OCT-2006
MONSTER JAM	U.S. Federal	Renewed (Registered)	75240041 11-FEB-1997	2116431 25-NOV-1997
MONSTER JAM UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Registered Partial Section 2(F)	76524332 20-JUN-2003	3075088 04-APR-2006
MONSTER MUTT	U.S. Federal	Registered	78219613 27-FEB-2003	2861600 06-JUL-2004

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
MONSTER TRUCK CLASSICS	U.S. Federal	Registered	78371092 20-FEB-2004	3013030 08-NOV-2005
MOTOR MADNESS	U.S. Federal	Registered	78324654 07-NOV-2003	2980851 02-AUG-2005
MOTOR SPECTACULAR	U.S. Federal	Renewed (Registered)	73424544 05-MAY-1983	1331306 16-APR-1985
MXHOUR	U.S. Federal	Registered Supplemental Register	78440805 24-JUN-2004	3077926 04-APR-2006
MXHOUR	U.S. Federal	Registered Supplemental Register	78184638 13-NOV-2002	2937119 29-MAR-2005
PACE MOTOR SPORTS	U.S. Federal	Registered	75696713 03-MAY-1999	2416998 02-JAN-2001
POWER FORWARD	U.S. Federal	Registered	78174941 16-OCT-2002	2843966 18-MAY-2004
PRO ARENA TRUCKS	U.S. Federal	Registered	75381125 27-OCT-1997	2325176 07-MAR-2000
QUAD WARS	U.S. Federal	Registered	75606856 16-DEC-1998	2325906 07-MAR-2000
RAGIN' STEEL	U.S. Federal	Registered	78174933 16-OCT-2002	2904655 23-NOV-2004
STREET WARRIORS	U.S. Federal	Registered	75696712 03-MAY-1999	2484286 04-SEP-2001
STREET WARRIORZ SERIES	U.S. Federal	Registered	78574095 24-FEB-2005	3176130 28-NOV-2006
SUMMER HEAT	U.S. Federal	Registered	78317207 22-OCT-2003	3122575 01-AUG-2006
THUNDER NATIONALS	U.S. Federal	Renewed (Registered)	74199046 28-AUG-1991	1795316 28-SEP-1993
TREADHEAD	U.S. Federal	Registered	75741482 25-JUN-1999	2436405 20-MAR-2001
USHRA	U.S. Federal	Registered	76319199 28-SEP-2001	2665961 24-DEC-2002

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
WORLD SUPERCROSS GP	U.S. Federal	Registered	78975682 06-JAN-2003	2974655 19-JUL-2005
AFTERBURNER	U.S. Federal	Published (Pending)	77127547 09-MAR-2007	-
BACKWARDS BOB	U.S. Federal	Pending Intent to Use	77404433 22-FEB-2008	-
BACKWARDS BOB	U.S. Federal	Pending Intent to Use	77404429 22-FEB-2008	-
BACKWARDS BOB	U.S. Federal	Pending Intent to Use	77404427 22-FEB-2008	-
CAPTAIN'S CURSE	U.S. Federal	Published (Pending) Intent to Use	77129626 13-MAR-2007	-
CAPTAIN'S CURSE	U.S. Federal	Published (Pending) Intent to Use	77129887 13-MAR-2007	-
CAPTAIN'S CURSE	U.S. Federal	Published (Pending) Intent to Use	77129906 13-MAR-2007	-
CAPTAIN'S CURSE	U.S. Federal	Published (Pending) Intent to Use	77129563 13-MAR-2007	-
DIGGER'S DUNGEON	U.S. Federal	Pending	78960575 25-AUG-2006	-
GRAVE DIGGER	U.S. Federal	Pending	77413724 05-MAR-2008	-
SPITFIRE MONSTER TRUCK	U.S. Federal	Pending Intent to Use	77470305 09-MAY-2008	-
SPITFIRE MONSTER TRUCK	U.S. Federal	Pending Intent to Use	77470364 09-MAY-2008	-
SPITFIRE MONSTER TRUCK	U.S. Federal	Pending Intent to Use	77469842 08-MAY-2008	-
SUPERCROSS LIVE!	U.S. Federal	Published (Pending) Section 2(F)	78817274 17-FEB-2006	-
THUNDER NATIONALS 	S. Federal	Pending	77413655 05-MAR-2008	-

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
WORLD SUPERCROSS GP	U.S. Federal	Published (Pending) Intent to Use	78812468 10-FEB-2006	-
F-USA	U.S. Federal	Registered	75332232 29-JUL-1997	2258586 06-JUL-1999
BATTLE OF THE MONSTER TRUCKS	U.S. Federal	Registered	73546647 05-JUL-1985	1415312 28-OCT-1986
UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Renewed (Registered) Partial Section 2(F)	74199390 30-AUG-1991	1866483 06-DEC-1994
UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Renewed (Registered) Partial Section 2(F)	74199388 30-AUG-1991	1718292 22-SEP-1992
UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Renewed (Registered) Partial Section 2(F)	74199389 30-AUG-1991	1720198 29-SEP-1992
UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Renewed (Registered) Partial Section 2(F)	74199366 30-AUG-1991	1717712 22-SEP-1992

Trademark	Database	Status	Application No. Application Date	Registration No. Registration Date
UNITED STATES HOT ROD ASSOCIATION	U.S. Federal	Renewed (Registered) Partial Section 2(F)	74194321 13-AUG-1991	1722616 06-OCT-1992

**NOTICE OF SECURITY INTEREST IN
TRADEMARKS**

U.S. Department of Commerce
U.S. Patent and Trademark Office

Please be advised that the undersigned has granted a continuing security interest in, and a continuing lien upon, all of the trademarks and trademark applications described on Exhibit A attached hereto to **BANK OF AMERICA, N.A.**, a national banking association, as Administrative Agent (the "Administrative Agent") pursuant to an Intellectual Property Security Agreement (the "Security Agreement") dated as of September 23, 2008 by **FELD MOTOR SPORTS, INC.** (the "Grantor").

The Administrative Agent's security interest in the described trademarks and trademark applications can be terminated only in accordance with the terms of the Security Agreement.

[Signature page follows.]

Very truly yours,

FELD MOTOR SPORTS, INC.

By: 

Name: Michael Little

Title: Senior Vice President-Finance, Treasurer
and Chief Financial Officer

\6529476.1

RECORDED: 11/14/2008

TRADEMARK
REEL: 003891 FRAME: 0068