

09-16-2009

9-15-09



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SEP 15

103574085

To the Director of the U. S. Patent and Trademark Office

Attached documents or the new address(es) below.

1. Name of conveying party(ies):

AUTOSALES, INCORPORATED

- Individual(s)
- General Partnership
- Corporation- State: OHIO
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) _____

Additional names of conveying parties attached? Yes No

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

Execution Date(s) September 4, 2009

- Assignment
- Security Agreement
- Other _____
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: FIRSTMERIT BANK, N.A.

Internal

Address: 2ND FLOOR

Street Address: 106 SOUTH MAIN STREET

City: AKRON

State: OHIO

Country: USA Zip: 44308

- Association Citizenship USA
- General Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- 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)

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

A. Trademark Application No.(s)

SEE ATTACHED LIST

B. Trademark Registration No.(s)

SEE ATTACHED LIST

Additional sheet(s) attached? Yes No

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

SEE ATTACHED LIST

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

Name: DONALD R. SCHERER, ESQ.

Internal Address: _____

Street Address: 3475 RIDGEWOOD ROAD

City: AKRON

State: OHIO Zip: 44333

Phone Number: (330) 572-1317

Fax Number: (330) 572-1267

Email Address: dscherer@stark-knoll.com

6. Total number of applications and registrations involved:

17

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 440.00

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

09/15/2009 MJAMA1 00000096 77715988

01 FC:8521

02 FC:8522

Deposit Account Number _____

40.00 OP

400.00 OP

Authorized User Name _____

9. Signature:

Signature

9/11/09

Date

DONALD R. SCHERER

Name of Person Signing

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

6

| <u>TRADEMARKS</u> | | | |
|--|-----------------------------|-----------------------------------|---------------------------------|
| <u>Mark</u> | <u>Serial Number</u> | <u>Registration Number</u> | <u>Registration Date</u> |
| SUMMIT RACING EQUIPMENT | 77715988 | Pending | Filed: April 17, 2009 |
| SUMMIT RACING EQUIPMENT MOTORSPORTS PARK | 77177180 | 3456635 | July 1, 2008 |
| FAST AS CAST | 77384374 | 3542879 | December 9, 2008 |
| GENUINE HOTROD HARDWARE INC | 78239195 | 2973218 | July 19, 2005 |
| POWEROVAL | 77363139 | 3457931 | July 1, 2008 |
| POWERPORT | 77363126 | 3515310 | October 14, 2008 |
| STREET & STRIP | 77541346 | Pending | Filed: August 7, 2008 |
| STREETBURNER | 77363104 | 3523590 | October 28, 2008 |
| S | 77385610 | Pending | Filed: January 31, 2008 |
| SUPER 23 | 77363251 | 3526806 | November 4, 2008 |
| TOTAL ENGINE AIRFLOW | 77317622 | 3610978 | April 28, 2009 |
| TRACK HEAT | 77363095 | 3457930 | July 1, 2008 |
| TRACK MAX | 77363076 | 3526805 | November 4, 2008 |
| TRICK FLOW | 77654109 | Pending | Filed: January 22, 2009 |
| ULTRA 18 | 77363159 | 3457932 | July 1, 2008 |
| SUMMIT RACING EQUIPMENT | 77654094 | Pending | Filed: January 22, 2009 |
| GENX | 77363117 | 3546134 | December 16, 2008 |

**COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS**

THIS COLLATERAL ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this "Agreement") is made as of September 4th, 2009, by and between **AUTOSALES, INCORPORATED**, an Ohio corporation (the "Grantor"), having an office at 1200 Southeast Ave., Tallmadge, Ohio 44278 and **FIRSTMERIT BANK, N.A.**, a national banking association (the "Grantee"), having an office at 106 South Main Street, Akron, Ohio 44308.

RECITALS

A. Grantor and Grantee are parties to a certain Credit Agreement and a certain Security Agreement, both dated as of February 8, 2007 (as both may from time to time be, or have been, amended, supplemented, restated or otherwise modified, collectively the "Financing Agreements").

B. Pursuant to the Financing Agreements, Grantor has agreed to grant to Grantee a security interest in all of Grantor's right, title and interest in and to all of Grantor's trademarks in existence at the time of the execution of Financing Agreements and to all trademarks and applications filed, registered or otherwise acquired thereafter, and the goodwill of the business connected with the use of, and symbolized by, such trademarks (the "Goodwill") as collateral security for the Obligations (as defined in the Financing Agreements) under the Financing Agreements.

C. Since the execution of the Financing Agreements, Grantor has become the owner of certain registered trademarks and filed trademark applications listed in Exhibit A attached to this Agreement (the "Trademarks").

D. Grantor is the owner of the entire right, title and interest in the Trademarks and Goodwill which are the subject hereof.

NOW, THEREFORE, in consideration of the foregoing and other good and valuable consideration, Grantor hereby:

1. Grants to Grantee as security for the Obligations, a continuing security interest in and to the Trademarks listed in Exhibit A and to the Goodwill, and a security interest in and to all trademarks and Goodwill acquired by Grantor after the date hereof; and

2. Authorizes and requests the Commissioner of Patents and Trademarks of the United States of America and the empowered officials of all other governments to note in the record the existence of the security interest granted hereunder with respect to each of the Trademarks listed in Exhibit A and, subject to any restrictions on assignment and the granting of liens thereon, to the Goodwill and to all trademarks and Goodwill acquired by Grantor after the date hereof.

IN WITNESS WHEREOF, Grantor has caused this Agreement to be signed by its authorized officer and duly attested the day and year first above written.

"GRANTOR"

AUTOSALES, INCORPORATED

By: *Dennis E. Wieland*
Print Name: Dennis E. Wieland
Its: CFO

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF OHIO)
) ss:
COUNTY OF SUMMIT)

On this 4th day of September, 2009, before me personally came Dennis E. Wieland, to me known, who, being duly sworn, did depose and state that he is the CFO of **AUTOSALES, INCORPORATED**, the company described in and which executed the above instrument; and that he signed his name hereto by order of the Board of Directors of said corporation.

Patrick Rawley
Notary Public

My commission expires: PATRICK RAWLEY
~~Notary Public, State of Ohio~~
My Commission Expires May 4, 2014

[SEAL]

EXHIBIT A

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