

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Pace American, Inc.		06/25/2010	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Pace American Enterprises, Inc.
Street Address:	2223 Lakeside Drive
City:	Bannockburn
State/Country:	ILLINOIS
Postal Code:	60015-1265
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 27

Property Type	Number	Word Mark
Registration Number:	2962359	AEROSPORT
Serial Number:	78359272	BIGFOOT
Registration Number:	2360684	CARGOSPORT
Registration Number:	2358335	CONQUEST
Serial Number:	77075338	DAYTONA
Registration Number:	3279292	EXPLORER
Registration Number:	2921456	HAMMER
Registration Number:	3771565	JOURNEY
Registration Number:	2815411	LEGACY
Registration Number:	2846264	OPTIMA
Registration Number:	3038966	OPTIMA
Registration Number:	3344931	OUTBACK
Registration Number:	1604521	P
Registration Number:	1604522	PACE AMERICAN

CH \$690.00 2962359

Registration Number:	3325053	PURSUIT
Registration Number:	2059074	RALLYE
Registration Number:	3102978	SHADOW
Serial Number:	76296784	SUMMIT
Registration Number:	2404815	TRACKSIDE SERVICE
Registration Number:	2848057	UNIROOF
Registration Number:	2379922	WORKSPORT
Registration Number:	3732560	CARGO EXPRESS
Registration Number:	3692631	CARGO EXPRESS WORLD CLASS TRAILERS
Registration Number:	3696010	CARGO EXPRESS WORLD CLASS TRAILERS
Serial Number:	78923571	MIDWAY
Registration Number:	3448400	PRO SERIES
Registration Number:	3352407	XL SERIES

CORRESPONDENCE DATA

Fax Number: (312)862-2200
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 312-862-2000
Email: christine.casey@kirkland.com
Correspondent Name: c/o Kirkland & Ellis LLP
Address Line 1: 300 N. LaSalle Street, 28th Floor
Address Line 2: c/o Christine Casey
Address Line 4: Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	38322-460 CAC
NAME OF SUBMITTER:	Christine Casey
Signature:	/Christine Casey/
Date:	06/28/2010

Total Attachments: 6

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TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT ("Assignment") is made and entered into as of June 25, 2010 ("Effective Date") by and between Pace American, Inc., a Delaware corporation ("Assignor"), and Pace American Enterprises, Inc., a Delaware corporation, with its principal office at 2223 Lakeside Drive, Bannockburn, Illinois 60015-1265, ("Assignee").

WHEREAS, Assignor and Assignee are parties to that certain Sale Agreement Pursuant to Article 9 of the Uniform Commercial Code dated June 18, 2010 (the "Agreement") by and among The PrivateBank and Trust Company (the "Secured Party"), Assignee and Assignor, and each other party identified in the Agreement; and

WHEREAS, pursuant to the Agreement, the Secured Party is selling (with the acknowledgement and consent of Assignor) all of Assignor's United States trademark registrations set forth on the Schedule attached hereto, in each case, together with the goodwill of the business associated therewith (collectively, the "Marks"); and

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor hereby sells, assigns, transfers and sets over to Assignee the entire right, title and interest in and to the Marks (and Secured Party hereby acknowledges and consents to the transfer of the Marks by the Assignor to Assignee), including, without limitation, any registrations and applications therefor, any renewals and extensions of the registrations, and all other corresponding rights that are or may be secured under the laws of the United States or any foreign country, now or hereafter in effect, for Assignee's own use and enjoyment, and for the use and enjoyment of Assignee's successors, assigns or other legal representatives, as fully and entirely as the same would have been held and enjoyed by Assignor if this Assignment had not been made, including, without limitation, all claims for damages by reason of past, present or future infringement or other unauthorized use of the Marks, with the right to sue for, and collect the same for Assignee's own use and enjoyment and for the use and enjoyment of its successors, assigns or other legal representatives.

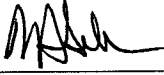
Assignor hereby requests the Commissioner of Patents and Trademarks to record Assignee as the assignee and owner of the Marks.

Assignor shall take all further actions, and provide to Assignee, Assignee's successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all affidavits, declarations, oaths, testimony, samples, exhibits, specimens, assignments, powers of attorney or other documentation), reasonably requested by Assignee and at Assignee's sole cost and expense, to more fully and effectively effectuate the purposes of this Assignment.

* * * * *

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

PACE AMERICAN, INC.

By: 

Name: Michael Silverman

Title: Chief Restructuring Officer

PACE AMERICAN ENTERPRISES, INC.

By: _____

Name: Peter Y. Lee

Title: Vice President and Assistant Secretary

Accepted and Acknowledged:

**THE PRIVATE BANK AND TRUST
COMPANY**

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

PACE AMERICAN, INC.

By: _____

Name: _____

Title: _____

PACE AMERICAN ENTERPRISES, INC.

By:  _____

Name: Peter Y. Lee

Title: Vice President and Assistant Secretary

Accepted and Acknowledged:

**THE PRIVATE BANK AND TRUST
COMPANY**

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

PACE AMERICAN, INC.

PACE AMERICAN ENTERPRISES, INC.

By: _____

By: _____

Name: _____

Name: Peter Y. Lee

Title: _____

Title: Vice President and Assistant Secretary

Accepted and Acknowledged:

**THE PRIVATE BANK AND TRUST
COMPANY**

By: _____ *[Signature]*

Name: _____ *M. Rasky*

Title: _____ *MD*

SCHEDULE A

COUNTRY	TRADEMARK	Serial No./Date	Reg. No./Date
US	AEROSPORT	78359467 1/29/2004	2962359 6/14/2005
US	BIGFOOT	78359272 1/29/2004	
US	CARGO EXPRESS	77622270 11/26/2008	3732560 12/29/2009
US	CARGO EXPRESS WORLD CLASS TRAILERS	78945340 8/4/2006	3692631 10/6/2009
US	CARGO EXPRESS WORLD CLASS TRAILERS	78945361 8/4/2006	3696010 10/13/2009
US	CARGOSPORT	75467829 4/14/1998	2360684 6/20/2000
US	CONQUEST	75467828 4/14/1998	2358335 6/13/2000
US	DAYTONA	77075338 1/3/2007	
US	EXPLORER	78359887 1/30/2004	3279292 8/14/2007
US	HAMMER	78148677 7/30/2002	2921456 1/25/2005
US	JOURNEY	78359668 1/29/2004	3771565 4/6/2010
US	LEGACY	76289029 7/20/2001	2815411 2/17/2004
US	MIDWAY	78923571 7/6/2006	3342028 11/20/2007
US	OPTIMA	76507087 4/3/2003	2846264 5/25/2004
US	OPTIMA	76545877 9/22/2003	3038966 1/10/2006
US	OUTBACK	78148683 7/30/2002	3344931 11/27/2007
US	P	74006236 11/30/1999	1604521 7/3/1990
US	PACE AMERICAN	74006317 11/20/1989	1604522 7/3/1990
US	PRO SERIES	77279377 9/14/2007	3448400 6/17/2008
US	PURSUIT	76277872 6/28/2001	3325053 10/30/2007
US	RALLYE	75084036 4/4/1996	2059074 5/6/1997
US	SHADOW	78359569 1/29/2004	3102978 6/13/2006
US	SUMMIT	76296784 8/7/2001	2765081 9/16/2003

COUNTRY	TRADEMARK	Serial No./Date	Reg. No./Date
US	TRACKSIDE SERVICE	75642847 2/18/1999	2404815 11/14/2000
US	UNIROOF	76274429 6/20/2001	2848057 6/1/2004
US	WORKSPORT	75467838 4/14/1998	2379922 8/22/2000
US	XL SERIES	78952599 8/15/2006	3352407 12/11/2007