

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
American Racing Equipment, LLC		07/19/2011	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Wheel Pros, LLC
Street Address:	44 Union Boulevard
Internal Address:	Suite 620
City:	Lakewood
State/Country:	COLORADO
Postal Code:	80228
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	2805037	
Registration Number:	0868913	AMERICAN
Registration Number:	3243101	AMERICAN RACING
Registration Number:	1147598	AMERICAN RACING
Registration Number:	2435511	AR AMERICAN RACING
Registration Number:	1113095	AMERICAN RACING
Registration Number:	2001979	AMERICAN RACING
Registration Number:	2918292	AMERICAN RACING CUSTOM WHEELS
Registration Number:	0863444	AMERICAN RACING EQUIPMENT
Registration Number:	3437622	AMERICAN RACING PERFORM
Registration Number:	3605387	AMERICAN RACING PRO SERIES
Registration Number:	3080975	ANSEN
Registration Number:	1986617	ARE

CH \$740.00 2805037

Registration Number:	3432583	ATX
Registration Number:	3115078	ATX SERIES
Registration Number:	3587691	ATX SERIES
Registration Number:	3552753	CARFIGURATOR
Registration Number:	3080913	DRIVE GEAR
Registration Number:	3483366	M
Registration Number:	2877160	
Registration Number:	2781121	
Registration Number:	3042571	MOTEGI
Registration Number:	3928784	MOTEGI RACING
Registration Number:	2610348	MOTEGI RACING
Registration Number:	2940880	RIAX
Registration Number:	2433240	TORQ THRUST
Registration Number:	3841858	TORQ THRUST
Registration Number:	1985148	TORQ-THRUST "D"
Registration Number:	2508336	TORQ-THRUST II

CORRESPONDENCE DATA

Fax Number: (415)442-1001
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (415) 442-1326
ralpert@morganlewis.com, lweinberg@morganlewis.com,
Email: sfrademarks@morganlewis.com,
patricia.marquez@morganlewis.com
Correspondent Name: Rochelle D. Alpert
Address Line 1: 1 Market Street
Address Line 2: Spear Tower
Address Line 4: San Francisco, CALIFORNIA 94105

ATTORNEY DOCKET NUMBER:	067705.01-0017
NAME OF SUBMITTER:	Rochelle D. Alpert
Signature:	/rda/
Date:	07/20/2011

Total Attachments: 4
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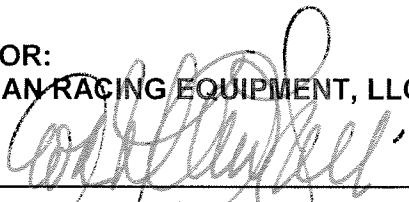
TRADEMARK ASSIGNMENT

This Confirmatory Trademark Assignment ("Assignment") is entered into by and between American Racing Equipment, LLC, a Delaware limited liability company located at 44 Union Blvd., Suite 620, Lakewood, CO 80228 ("American Racing"), and Wheel Pros, LLC a Delaware limited liability company located at 44 Union Blvd., Suite 620, Lakewood, CO 80228 ("Wheel Pros") to further and to confirm the Intellectual Property Purchase Agreement between American Racing and Wheel Pros.

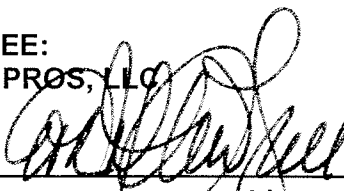
Whereas American Racing has assigned, and Wheel Pros has received and accepted all of American Racing's rights, title and interest throughout the world, including any and all associated goodwill, whether at common law or by statute, in and to all trademarks, service marks, trade dress, logos, designs and slogans, in all formats without limitation, including but not limited to certain federally registered marks listed on Schedule 1 of this assignment ("Marks"):

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, American Racing hereby confirms having assigned, transferred and set over to Wheel Pros, effective as of July 19, 2011 its entire right, title and interest in and to the Marks and the goodwill symbolized by the Marks. This Assignment includes the right to sue for and receive all damages from past infringements of the Marks arising prior to the effective date of the assignment. The right, title and interest is to be held and enjoyed by Wheel Pros and Wheel Pros' successors and assigns as fully and exclusively as it would have been held and enjoyed by American Racing had this assignment not been made.

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ASSIGNOR:
AMERICAN RACING EQUIPMENT, LLC

By: 
Name: **Eva M. Kalawski**
Title: **Vice President & Secretary**
Date: 7-19-11

ASSIGNEE:
WHEEL PROS, LLC

By: 
Name: **Eva M. Kalawski**
Title: **Vice President & Secretary**
Date: 7-19-11

SCHEDULE 1

United States

Reg. No. 2805037 for:



Reg. No. 868913 for:

American

Reg. No. 3243101 for AMERICAN RACING

Reg. No. 1147598 for AMERICAN RACING

Reg. No. 2435511 for:



Reg. No. 1113095 for:

American
Racing

Reg. No. 2001979 for:



Reg. No. 2918292 for:

**American
Racing**
Custom Wheels

Reg. No. 863444 for:



Reg. No. 3437622 for AMERICAN RACING PERFORM

Reg. No. 3605387 for AMERICAN RACING PRO SERIES

Reg. No. 3080975 for ANSEN

Reg. No. 1986617 for ARE

Reg. No. 3432583 for ATX

Reg. No. 3115078 for ATX SERIES

Reg. No. 3587691 for ATX SERIES

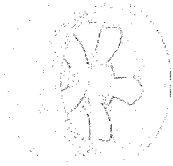
Reg. No. 3552753 for CARFIGURATOR

Reg. No. 3080913 for DRIVE GEAR

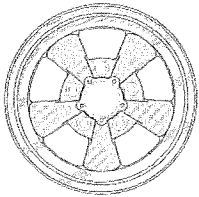
Reg. No. 3483366 for:



Reg. No. 2877160 for:



Reg. No. 2781121 for:



Reg. No. 3042571 for MOTEGI

Reg. No. 3928784 for MOTEGI RACING

Reg. No. 2610348 for MOTEGI RACING

Reg. No. 2940880 for RIAX

Reg. No. 2433240 for TORQ THRUST

Reg. No. 3841858 for TORQ THRUST

Reg. No. 1985148 for TORQ THRUST "D"

Reg. No. 2508336 for TORQ-THRUST II