

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Wheel Pros, LLC		08/05/2011	LIMITED LIABILITY COMPANY: DELAWARE

**RECEIVING PARTY DATA**

<b>Name:</b>	KeyBank National Association, as Administrative Agent
<b>Street Address:</b>	127 Public Square
<b>City:</b>	Cleveland
<b>State/Country:</b>	OHIO
<b>Postal Code:</b>	44114
<b>Entity Type:</b>	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 79**

Property Type	Number	Word Mark
Registration Number:	3803502	BLACK MAGIC FINISH
Registration Number:	3618051	MAXX
Registration Number:	3563425	VENTI PLUS
Registration Number:	3563424	VENTI PLUS V+
Registration Number:	3514704	CUSTOM WHEEL COLLECTION
Registration Number:	3391288	DIAMO
Registration Number:	3388559	VENTI
Registration Number:	3345065	XD SERIES
Registration Number:	3325673	BUZZ
Registration Number:	3271590	VENTI
Registration Number:	3234295	KMC
Registration Number:	3191617	WHEEL PROS
Registration Number:	3182731	KMC BUZZ
Registration Number:	3177896	

**TRADEMARK**

**900199050**

**REEL: 004599 FRAME: 0529**

**OP \$1990.00 3803502**

Registration Number:	3177834	XD SERIES
Registration Number:	3160036	CUSTOM RIMS BY KMC
Registration Number:	3151794	
Registration Number:	3151790	SPINTEK
Registration Number:	3151693	SPINTEK
Registration Number:	3149557	SR KMCRACING
Registration Number:	3108761	MOTO METAL
Registration Number:	3069340	LIKE NO OTHER
Registration Number:	3031606	XD SERIES
Registration Number:	3027219	SR KMC RACING
Registration Number:	3027059	KMC
Registration Number:	3010893	KMC
Registration Number:	2985749	LORENZO
Registration Number:	2982057	OFFENDING SINCE 1982
Registration Number:	2981358	SUPERLIP
Registration Number:	2977488	VOLT RACING
Registration Number:	2970764	
Registration Number:	2971344	RIMWEAR
Registration Number:	2913759	SUPERLIP
Registration Number:	2824829	HELO
Registration Number:	2731970	LORENZO
Registration Number:	2475230	H HELO
Registration Number:	2469809	QT
Registration Number:	2427948	A
Registration Number:	2377090	ALBA
Registration Number:	2159534	LIKE NO OTHER
Registration Number:	3243101	AMERICAN RACING
Registration Number:	3080913	DRIVE GEAR
Registration Number:	3437622	AMERICAN RACING PERFORM
Registration Number:	3115078	ATX SERIES
Registration Number:	3432583	ATX
Registration Number:	3080975	ANSEN
Registration Number:	3042571	MOTEGI
Registration Number:	2940880	RIAX
Registration Number:	2805037	

	2877160	
Registration Number:	3605387	AMERICAN RACING PRO SERIES
Registration Number:	3552753	CARFIGURATOR
Registration Number:	3483366	M
Registration Number:	3928784	MOTEGI RACING
Registration Number:	3587691	ATX SERIES
Registration Number:	3841858	TORQ THRUST
Registration Number:	2781121	
Registration Number:	2610348	MOTEGI RACING
Registration Number:	2433240	TORQ THRUST
Registration Number:	2508336	TORQ-THRUST II
Registration Number:	2918292	AMERICAN RACING CUSTOM WHEELS
Registration Number:	2435511	AR AMERICAN RACING
Registration Number:	1985148	TORQ-THRUST "D"
Registration Number:	1986617	ARE
Registration Number:	2001979	AMERICAN RACING
Registration Number:	1113095	AMERICAN RACING
Registration Number:	1147598	AMERICAN RACING
Registration Number:	0863444	AMERICAN RACING EQUIPMENT
Registration Number:	0868913	AMERICAN
Serial Number:	85249345	IN THRUST WE TRUST
Serial Number:	85223049	ROCKSTAR
Serial Number:	77282100	STYLING PROS
Serial Number:	78513133	ROCKSTAR BY KMC
Serial Number:	78513120	ROCKSTAR BY KMC
Serial Number:	78937962	AMERICAN RACING PERFORM
Serial Number:	78937948	AMERICAN RACING PERFORM
Serial Number:	78937929	
Serial Number:	78937924	AR
Serial Number:	78937899	AR AMERICAN RACING

**CORRESPONDENCE DATA**

Fax Number: (919)416-8328

*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*

Phone: 9192868041

Email: pto\_tmconfirmation@mvalaw.com

**TRADEMARK**  
**REEL: 004599 FRAME: 0531**

Correspondent Name: Moore & Van Allen PLLC  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	020445-032 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	08/08/2011

**Total Attachments: 5**  
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement (First Lien) dated as of August 5, 2011 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and KEYBANK NATIONAL ASSOCIATION, as administrative agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	<u>Description of Trademark Item</u>	<u>Date of Trademark</u>
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See Schedule 1 attached hereto

TRADEMARK APPLICATIONS

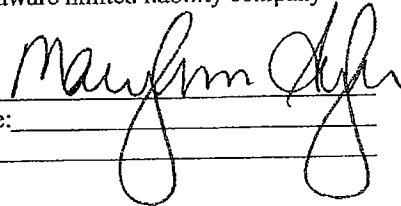
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
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See Schedule 1 attached hereto

The undersigned Obligor and the Administrative Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

**WHEEL PROS, LLC,**  
a Delaware limited liability company

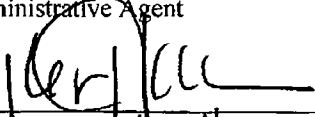
*wt* By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WHEEL PROS, LLC  
TRADEMARK NOTICE

**TRADEMARK**  
**REEL: 004599 FRAME: 0534**

Acknowledged and Accepted:

**KEYBANK NATIONAL ASSOCIATION,**  
as Administrative Agent

By:   
Name: Kenneth Horner  
Title: Director

**Schedule 1**

**Wheel Pros, LLC  
(Delaware LLC)**

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
BLACK MAGIC FINISH	3803502	06/15/10
MAXX	3618051	05/12/09
VENTI PLUS	3563425	01/20/09
VENTI PLUS V+ and Design	3563424	01/20/09
CUSTOM WHEEL COLLECTION and Design	3514704	10/14/08
DIAMO	3391288	03/04/08
VENTI	3388559	02/26/08
XD SERIES	3345065	11/27/07
BUZZ	3325673	10/30/07
VENTI	3271590	07/31/07
KMC	3234295	04/24/07
WHEEL PROS	3191617	01/02/07
KMC BUZZ	3182731	12/12/06
Design only	3177896	11/28/06
XD SERIES	3177834	11/28/06
CUSTOM RIMS BY KMC	3160036	10/17/06
Design only	3151794	10/03/06
SPINTEK	3151790	10/03/06
SPINTEK	3151693	10/03/06
SR KMC RACING	3149557	09/26/06
MOTO METAL	3108761	06/27/06
LIKE NO OTHER	3069340	03/14/06
XD SERIES	3031606	12/20/05
SR KMC RACING	3027219	12/13/05
KMC	3027059	12/13/05
KMC	3010893	11/01/05
LORENZO and Design	2985749	08/16/05
OFFENDING SINCE 1982	2982057	08/02/05
SUPERLIP	2981358	08/02/05
VOLT RACING	2977488	07/26/05
Design only	2970764	07/19/05
RIMWEAR	2971344	07/19/05
SUPERLIP	2913759	12/21/04
HELO	2824829	03/23/04
LORENZO	2731970	07/01/03
H HELO and Design	2475230	08/07/01
QT	2469809	07/17/01
A	2427948	02/13/01
ALBA	2377090	08/15/00
LIKE NO OTHER	2159534	05/19/98
AMERICAN RACING	3243101	05/15/07



Mark	Registration No.	Registration Date
DRIVE GEAR	3080913	04/11/06
AMERICAN RACING PERFORM	3437622	05/27/08
ATX SERIES	3115078	07/11/06
ATX	3432583	05/20/08
ANSEN	3080975	04/11/06
MOTEGI	3042571	01/10/06
RIAX	2940880	04/12/05
Design only	2805037	01/13/04
Design only	2877160	08/24/04
AMERICAN RACING PRO SERIES	3605387	04/14/09
CARFIGURATOR	3552753	12/30/08
M and Design	3483366	08/12/08
MOTEGI RACING	3928784	03/08/11
ATX SERIES	3587691	03/10/09
TORQ THRUST	3841858	08/31/10
Design only	2781121	11/11/03
MOTEGI RACING	2610348	08/20/02
TORQ THRUST	2433240	03/06/01
TORQ-THRUST II	2508336	11/20/01
AMERICAN RACING CUSTOM WHEELS and Design	2918292	01/18/05
AR AMERICAN RACING and Design	2435511	03/13/01
TORQ-THRUST "D"	1985148	07/09/96
ARE	1986617	07/16/96
AMERICAN RACING and Design	2001979	09/17/96
AMERICAN RACING and Design	1113095	02/13/79
AMERICAN RACING	1147598	02/24/81
AMERICAN RACING EQUIPMENT and Design	0863444	01/14/69
AMERICAN and Design	0868913	05/06/69

### Pending Applications

Mark	Application No.	Filing Date
IN THRUST WE TRUST	85249345	02/23/11
ROCKSTAR	85223049	01/21/11
STYLING PROS	77282100	09/18/07
ROCKSTAR BY KMC	78513133	11/08/04
ROCKSTAR BY KMC	78513120	11/08/04
AMERICAN RACING PERFORM and Design	78937962	07/26/06
AMERICAN RACING PERFORM and Design	78937948	07/26/06
Design only	78937929	07/26/06
AR and Design	78937924	07/26/06
AR AMERICAN RACING and Design	78937899	07/26/06