

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	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

Name:	KeyBank National Association, as Administrative Agent
Street Address:	4900 Tiedeman Road
City:	Brooklyn
State/Country:	OHIO
Postal Code:	44144
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	4202537	DIME
Registration Number:	4202538	ESTRELLA
Registration Number:	4202536	SALT FLAT SPECIAL
Serial Number:	85727542	ATX X
Serial Number:	85769647	A BEER WORTH RACING FOR
Serial Number:	85585694	DIESEL
Serial Number:	85517152	FUELED BY INNOVATION
Serial Number:	85517157	FUELED BY INNOVATION
Serial Number:	85517133	FUELED BY INNOVATION
Serial Number:	85571629	ANSEN
Serial Number:	85715267	Q T
Serial Number:	85591549	REBEL

CORRESPONDENCE DATA

Fax Number: 9194168328

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	020445-32 JES
NAME OF SUBMITTER:	John E. Slaughter
Signature:	/John E. Slaughter/
Date:	12/14/2012

Total Attachments: 4

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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>
	See <u>Schedule 1</u> attached hereto	

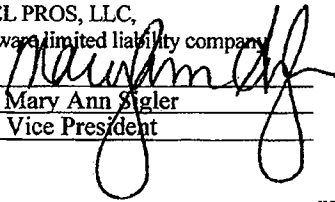
TRADEMARK APPLICATIONS

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

By: 
Name: Mary Ann Sigler
Title: Vice President

WHEEL PROS, LLC
TRADEMARK NOTICE

Acknowledged and Accepted:

KEYBANK NATIONAL ASSOCIATION,
as Administrative Agent

By: *[Signature]*
Name: *Byron [Signature]*
Title: *VICE PRESIDENT*

WHEEL PROS, LLC
TRADEMARK NOTICE

TRADEMARK
REEL: 004919 FRAME: 0495

Schedule 1

Wheel Pros, LLC
(Delaware Limited Liability Company)

U.S. Trademarks

Registered Marks

Mark	Reg. No.	Reg. Date
DIME	4202537	09/04/12
ESTRELLA	4202538	09/04/12
SALT FLAT SPECIAL	4202536	09/04/12

Pending Applications

Mark	Appl. No.	Filing Date
ATX X and Design	85727542	09/12/12
A BEER WORTH RACING FOR	85769647	11/01/12
DIESEL	85585694	03/31/12
FUELED BY INNOVATION	85517152	01/16/12
FUELED BY INNOVATION	85517157	01/16/12
FUELED BY INNOVATION	85517133	01/16/12
ANSEN	85571629	03/16/12
Q T	85715267	08/28/12
REBEL	85591549	04/06/12