

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:	Chase Capital Corporation, as Collateral Agent		
Street Address:	10 South Deerborn Street, 19th Floor		
Internal Address:	Mail Code: IL 1-0548		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60603		
Entity Type:	CORPORATION: CALIFORNIA		
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	

OP \$315.00 4202537

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:

12/17/2012

Total Attachments: 4

source=NGSI-T WP to Chase#page1.tif

source=NGSI-T WP to Chase#page2.tif

source=NGSI-T WP to Chase#page3.tif

source=NGSI-T WP to Chase#page4.tif

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 (Second 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 CHASE CAPITAL CORPORATION, as collateral agent (the "Collateral 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 Collateral 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 Schedule 1 attached hereto

TRADEMARK APPLICATIONS

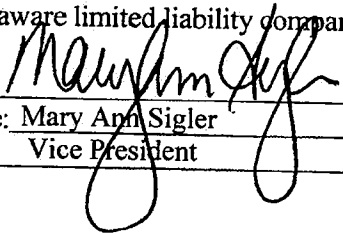
<u>Trademark Applications No.</u>	<u>Description of Trademark Applied for</u>	<u>Date of Trademark Applications</u>
-----------------------------------	---	---

See Schedule 1 attached hereto

The undersigned Obligor and the Collateral 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

Acknowledged and Accepted:

CHASE CAPITAL CORPORATION,
as Collateral Agent

By: W.E. Willken
Name: W.E. WILLKEN
Title: Partner/Asst

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