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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks. Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
 Digital Motorworks, Inc.
 8601 FM 2222, Park 22
 Building II, 4th Floor
 Austin, Texas 78730

6.18.01

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Texas
 Other _____

Additional name(s) of conveying party(ies) attached? Yes No

2. Name and address of receiving party(ies):
 Name: Digital Motorworks, L.P.
 Internal Address: _____
 Street Address: 8601 FM 2222, Park 22, Bldg. II, 4th Floor
 City: Austin State: Texas ZIP: 78730

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership Texas
 Corporation-State _____
 Other _____

3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 1, 2001

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
 (Designation must be a separate document from Assignment)
 Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):
 A. Trademark Application No.(s)
76/146,647

B. Trademark registration No.(s)

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
 Name: Steven R. Greenfield
Jenkins & Gilchrist, P.C.
 Internal Address: _____

 Street Address: 1445 Ross Avenue, Ste. 3200

 City: Dallas State: Texas Zip: 75202-2799

6. Total number of applications and registrations involved: One (1)

7. Total fee (37 CFR 3.41): \$ 40.00
 Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number:
10-0447
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Steven R. Greenfield
 Name of Person Signing

[Signature]
 Signature

June 14, 2001
 Date

Total number of pages including recordal sheet: Three (3)

TRADEMARK ASSIGNMENT

THIS ASSIGNMENT is effective as of the 1st day of JUNE, 2001, between Digital Motorworks, Inc., a Texas corporation ("Assignor") and Digital Motorworks, LP, a Texas limited partnership ("Assignee").

WHEREAS, ASSIGNOR, a Texas corporation, having a principal place of business at 8601 FM 2222, Park 22, Building II, 4th Floor, Austin, Texas 78730, intends to use in its business the trademarks listed on Exhibit A attached to and incorporated in this Assignment (hereinafter referred to as the "Marks") that are the subject of applications for trademark registration pending with the U.S. Patent and Trademark Office, as indicated on Exhibit A (hereinafter collectively referred to as the "Applications"); and

WHEREAS, ASSIGNEE, a Texas limited partnership, having a principal place of business at 8601 FM 2222, Park 22, Building II, 4th Floor, Austin, Texas 78730, is desirous of acquiring said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with said Marks; and

WHEREAS, ASSIGNOR is transferring to ASSIGNEE certain assets whereby ASSIGNEE is acquiring from ASSIGNOR, and thereby becoming the successor to, the portion of ASSIGNOR'S business to which the Marks pertain, which business is ongoing and existing; and

WHEREAS, in light of the foregoing, the parties acknowledge that this Assignment is intended to effectuate an assignment to ASSIGNEE of all rights in and to the said Marks, the Applications for registration, registrations to issue thereof, and the goodwill of the business associated with such Marks.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, said ASSIGNOR does hereby assign unto the said ASSIGNEE all rights, title and interest in and to the said Marks together with the goodwill of the business symbolized by the Marks, the Applications for registration and the registrations to issue thereof.

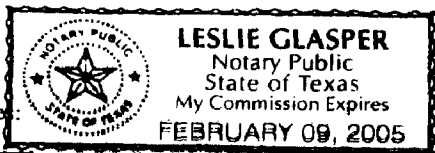
Digital Motorworks, Inc.

By: *Keith Jezek*
Name: Keith Jezek
Title: Sr. Vice President and Chief Financial Officer

STATE OF TEXAS §
 §
COUNTY OF TRAVIS §

Keith Jezek, Sr. Vice President and Chief Financial Officer of Digital Motorworks, Inc., personally appeared before me, and being first duly sworn declared that he signed the assignment in the capacity designated, and further states that he has read the above assignment, and the statements therein contained are true.

SUBSCRIBED AND SWORN TO before me this 1st day of JUNE 2001.



My Commission Expires:

Leslie Glasper
Notary Public in and for the State of Texas

Printed Name

EXHIBIT A

<u>Mark</u>	<u>Serial/Reg. No.</u>	<u>Filing/Reg. Date</u>
TRANSCARTA	76/146,647	October 12, 2000