

FORM PTO-1618A
Expire: 06/30/99
OMB0651-0027

09-25-2000



U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

101469741

9.500

TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)
Document ID#
- Correction of PTO Error
Reel # Frame #
- Corrective Document
Reel # Frame #

Conveyance Type

- Assignment License
- Security Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other

Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date
Month Day Year

Formerly

76026604

- Individual General Partnership Limited Partnership Corporation Association
- Other

Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual General Partnership Limited Partnership Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

09/22/2000 DNGUYEN 00000284 76026604

FOR OFFICE USE ONLY

01 FC:481
02 FC:482
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Pages Enter the total number of pages of the attached conveyance document including any attachments. #

Trademark Application Number(s) or Registration Number(s) Mark if additional numbers attached
Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

<input type="text" value="76/026,604"/>	<input type="text" value="75/406,005"/>	<input type="text"/>	<input type="text" value="2,374,787"/>	<input type="text" value="2,197,251"/>	<input type="text"/>
<input type="text" value="75/626,823"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,374,784"/>	<input type="text" value="2,194,882"/>	<input type="text"/>
<input type="text" value="75/626,800"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2,349,860"/>	<input type="text" value="2,036,208"/>	<input type="text"/>

Number of Properties Enter the total number of properties involved. #

Fee Amount Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

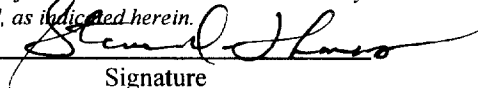
Deposit Account Number: #

Authorization to charge additional fees: Yes No

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. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas
Name of Person Signing


Signature

August 30, 2000
Date Signed

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of August 14, 2000 (as amended, modified, extended or restated from time to time, the "Security Agreement") by and among the Grantors party thereto (each a "Grantor" and collectively, the "Grantors") and First Union National Bank (the "Bank"), the undersigned Grantor has granted to the Bank a continuing security interest in and continuing lien upon the trademarks and trademark applications shown below:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
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See attached schedule.

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
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See attached schedule.

The undersigned Grantor and the Bank 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 Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

ACTION PERFORMANCE COMPANIES, INC.,
an Arizona corporation

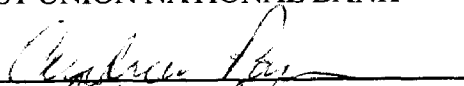
By: 

Name: David A. Husband

Title: Executive Vice President - Finance
and Accounting, Chief Financial
Officer, and Treasurer

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK

By: 

Name: Andrew Gray

Title: 

**Action Performance Companies, Inc.
(Arizona Corporation)**

U.S. Trademarks

Registered Marks

RCCA SELECTNET	2,374,787	8/8/00
AP	2,374,784	8/8/00
ACTION PERFORMANCE COMPANIES, INC. and Design	2,349,860	5/16/00
ACTION and Design	2,197,251	10/20/98
ACTION RACING COLLECTABLES PLATINUM SERIES and Design	2,194,882	10/13/98
MOTORSPORT TRADITIONS	2,036,208	2/4/97

Pending Applications

AP and Design	76-026,604	4/14/00
ACTION PERFORMANCE COMPANIES, INC. and Design	75-626,823	1/25/99
A ACTION PERFORMANCE COMPANIES, INC. and Design	75-626,800	1/25/99
ACTION RACING COLLECTABLE FIGURAL KNIVES	75-406,005	12/16/97