

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Motorsports Authentics, LLC		07/10/2008	LIMITED LIABILITY COMPANY: DELAWARE
Motorsports Authentics, Inc.		07/10/2008	CORPORATION: DELAWARE
goracing.com, inc.		07/10/2008	CORPORATION: DELAWARE
Action Sports Image, L.L.C.		07/10/2008	LIMITED LIABILITY COMPANY: DELAWARE
Mass Retail Concepts, LLC		07/10/2008	LIMITED LIABILITY COMPANY: DELAWARE
Racing Collectables Club of America, Inc.		07/10/2008	CORPORATION: DELAWARE
Motorsports Trackside, LLC		07/10/2008	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Agent
Street Address:	6100 Fairview Road, Suite 200
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28210
Entity Type:	Bank (National Association):

PROPERTY NUMBERS Total: 35

Property Type	Number	Word Mark
Serial Number:	75626800	A ACTION PERFORMANCE COMPANIES, INC.
Serial Number:	75626823	ACTION PERFORMANCE COMPANIES, INC.
Serial Number:	75668358	ACTION PERFORMANCE COMPANIES, INC.
Serial Number:	75177057	C
Serial Number:	75256172	ACTION
Serial Number:	76437133	ACTION RACING COLLECTABLES

OP \$890.00 75626800

Serial Number:	75255577	ACTION RACING COLLECTABLES PLATINUM SERIES
Registration Number:	3343513	AP
Serial Number:	76026604	AP
Serial Number:	75157929	CHASE AUTHENTICS
Serial Number:	75157928	COMPETITORS VIEW
Serial Number:	78485571	CRUZ'N CLASSICS
Serial Number:	78953528	DRIVERS SELECT
Serial Number:	76403626	GORACING.COM
Serial Number:	76303641	GORACING.COM
Serial Number:	76303642	GORACING.COM
Serial Number:	78712553	MOTORSPORTS AUTHENTICS
Serial Number:	78731587	M MOTORSPORTS AUTHENTICS
Serial Number:	77142522	OWNERS CLUB SELECT
Serial Number:	78953503	OWNERS ELITE
Serial Number:	78703031	OWNERS SERIES
Serial Number:	78703025	PIT STOP
Serial Number:	78703033	PREFERRED SERIES
Serial Number:	76328161	RCCA
Serial Number:	76328162	RCCA
Serial Number:	73529635	REVELL
Serial Number:	75634933	SPEEDMALL
Serial Number:	74232410	SPORTS IMAGE
Serial Number:	75757358	T TREVCO
Serial Number:	75933201	TEAM CALIBER
Serial Number:	75934149	TEAM CALIBER
Serial Number:	78505494	WINNER'S CIRCLE
Serial Number:	75115833	WINNER'S CIRCLE
Serial Number:	77456607	DRIVEN TO THE OUTDOORS
Serial Number:	77456598	DRIVEN TO THE OUTDOORS

CORRESPONDENCE DATA

Fax Number: (704)373-8839

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

Phone: 704-373-8065

Email: rlucas@mcguirewoods.com

Correspondent Name: Gina M. Lucas

TRADEMARK
REEL: 003826 FRAME: 0906

Address Line 1: 100 N. Tryon Street, Suite 2900
Address Line 2: c/o McGuireWoods LLP
Address Line 4: Charlotte, NORTH CAROLINA 28202

NAME OF SUBMITTER:	Gina M. Lucas
Signature:	gina/m/lucas
Date:	07/31/2008

Total Attachments: 14

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TRADEMARK SECURITY AGREEMENT

THIS TRADEMARK SECURITY AGREEMENT, dated as of July 10, 2008 (this "Agreement"), is made by **MOTORSPORTS AUTHENTICS, LLC**, a Delaware limited liability company ("MA LLC"), **MOTORSPORTS AUTHENTICS, INC.**, a Delaware corporation ("MA Inc."), **GORACING.COM, INC.**, a Delaware corporation ("GRC"), **ACTION SPORTS IMAGE, L.L.C.**, a Delaware limited liability company ("Action Sports"), **MASS RETAIL CONCEPTS, LLC**, a Delaware limited liability company ("Mass Retail"), **RACING COLLECTABLES CLUB OF AMERICA, INC.**, a Delaware Corporation ("RCC") and **MOTORSPORTS TRACKSIDE, LLC**, a Delaware limited liability company ("MT LLC", and together with MA LLC, MA Inc., GRC, Action Sports, Mass Retail and RCC, collectively, the "Grantors", and each, a "Grantor"), in favor of **BANK OF AMERICA, N.A.**, in its capacity as administrative agent for each of the Lenders now or hereafter party to the Loan and Security Agreement (the "Agent").

RECITALS:

WHEREAS, the Grantors, the Agent and the lenders referred to therein have entered into that certain Loan and Security Agreement, dated as of the date hereof (as such agreement may be amended, amended and restated, supplemented or otherwise modified from time to time, the "Loan and Security Agreement"); and

WHEREAS, as collateral security for payment and performance by the Grantors of their Obligations, the Grantors are willing to grant to the Agent, for the benefit of the Agent and the Lenders, as the case may be, a security interest in certain of its personal property and assets pursuant to the terms of this Agreement, including, without limitation, the Collateral referred to in Section 2 below;

NOW, THEREFORE, in consideration of the above premises and in order to induce the Lenders to make Loans under the Loan and Security Agreement, Grantors hereby agree with the Agent for its benefit, and for the benefit of the Lenders, by acceptance hereof, as follows:

1. **Defined Terms.** All capitalized terms used but not otherwise defined in this Agreement have the meanings given to them in the Loan and Security Agreement. All other undefined terms contained in this Agreement, unless the context indicates otherwise, have the meanings provided for by the UCC to the extent the same are used or defined therein.

2. **Grant of Security.** As security for all Obligations, each Grantor hereby pledges, assigns, charges, mortgages, delivers, transfers and grants to the Agent, for the benefit of the Agent and the Lenders, a continuing first priority security interest in, lien on, and right of set-off against, all of such Grantor's right, title and interest in, to and under the following property and assets of such Grantor, whether now owned or existing or hereafter acquired or arising, regardless of where located (the "Collateral"):

(a) all of such Grantor's right, title and interest, whether now owned or hereafter acquired, in and to all United States and foreign trademarks, trade names, trade dress, service marks, trademark and service mark registrations, and applications for trademark or service mark registration and any renewals thereof (including without limitation each trademark

and service mark registration and application for registration identified in Schedule A attached hereto and incorporated herein by reference) and including all income, royalties, damages and payments now and hereafter due and/or payable with respect thereto (including without limitation damages for past or future infringements thereof), the right to recover for all past, present and future infringements thereof, all rights corresponding thereto throughout the world (but only such rights as now exist or may come to exist under applicable local law) and all other rights of any kind whatsoever of such Grantor accruing thereunder or pertaining thereto, together in each case with the goodwill of the business connected with the use of, and symbolized by, each trademark and service mark (collectively, the "Trademarks"); and

(b) any and all Proceeds of the foregoing.

3. **Recordation.** Grantors authorize and request that the Commissioner of Patents and Trademarks and any other applicable government officer record this Agreement.

4. **Execution in Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

5. **Grants, Rights and Remedies.** This Agreement has been entered into in conjunction with the provisions of the Loan and Security Agreement. Grantors do hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Agent with respect to the Collateral are more fully set forth in the Loan and Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein.

6. **Governing Law.** THIS AGREEMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NORTH CAROLINA.

[Remainder of page intentionally left blank; signatures begin on following page]

IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their duly authorized officers as of the day and year first above written.

GRANTORS:

MOTORSPORTS AUTHENTICS, LLC,
a Delaware limited liability company

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____
Telecopy: 704-454-4028

MOTORSPORTS AUTHENTICS, INC.,
a Delaware corporation

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____
Telecopy: 704-454-4028

GORACING.COM, INC.,
a Delaware corporation

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____
Telecopy: 704-454-4028

ACTION SPORTS IMAGE, L.L.C.,
a Delaware limited liability company

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____

Telecopy: 704-454-4028

MASS RETAIL CONCEPTS, LLC,
a Delaware limited liability company

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____

Telecopy: 704-454-4028

**RACING COLLECTABLES CLUB OF
AMERICA, INC.**, a Delaware corporation

By: Patrick R Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____

Telecopy: 704-454-4028

MOTORSPORTS TRACKSIDE, LLC,
a Delaware limited liability company

By: Patrick R. Harvey

Name: Patrick Harvey

Title: Treasurer

Address:

6301 Performance Drive
Concord, NC 28027

Attn: _____
Telecopy: 704-454-4028

AGENT:






BANK OF AMERICA, N.A., as Agent

By: Rodney G. McSwain
Name: RODNEY G. McSWAIN
Title: Sr. Vice President
Address: 6100 Fairview Road
Suite 200
Charlotte, North Carolina 28210
Attn: R. McSwain
Telecopy: 704-553-6774

Schedule A


Trademarks


See Attached.

Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
(Stylized) A and Flag Design Reg No: 2,407,814 Serial: 75/626,800	Motorsports Authentics, Inc.	February 1998	January 25, 1999	®	Federal Registration November 28, 2000	Wearing Apparel- Class No. 25	Section 8 and 15 affidavits accepted on January 6, 2007	Between November 28, 2009 and November 28, 2010	 Action Performance Companies, Inc.
(Stylized) Action and Flag Design Reg No: 2,460,787 Serial: 75/626,823	Motorsports Authentics, Inc.	August 1997	January 25, 1999	®	Federal Registration June 19, 2001	Wearing Apparel- Class No. 25	Section 8 and 15 affidavits accepted on April 22, 2007	Between June 19, 2010 and June 19, 2011	
(Stylized) Action and Flag Design Reg No: 2,349,860 Serial: 75/668,358	Motorsports Authentics, Inc.	February 1998	March 23, 1999	®	Federal Registration May 16, 2000	Replica Miniature Vehicles Class No. 28	Section 8 and 15 affidavits accepted on January 22, 2007	Between May 16, 2009 and May 16, 2010	
(Stylized) C Flag Design Reg No. 2,110,629 Serial: 75/177,057	Motorsports Authentics, Inc.	September 15, 1996	October 4, 1996	®	Federal Registration November 4, 1997	Wearing Apparel- Class No. 25	Section 8 & 9 - Accepted 10/31/07	Next Renewal Between Nov. 4, 2016 and November 4, 2017	
Action (Bar Logo) Reg No: 2,197,251 Serial: 75/256,172	Motorsports Authentics, Inc.	May 1992	March 12, 1997	®	Federal Registration October 20, 1998	Replica Miniature Vehicles Class No. 28	Section 8 and 15 affidavits accepted on March 26, 2004	Between October 20, 2007 and October 20, 2008	

TRADEMARK

REEL: 003826 FRAME: 0915

Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
Action Racing Collectables (Word Mark) Serial: 76/437,133 Reg No: 2,734,404	Motorsports Authentics, Inc.	December 1, 1993	August 2, 2002	®	Federal Registration July 8, 2003	Replica Miniature Vehicles Class No. 28	Between July 8, 2008 and July 7, 2009	Between July 8, 2012 and July 7, 2013	ACTION RACING COLLECTABLES (Word Mark) LET VIA OVERNIGHT 
Action Racing Collectables Platinum Series Reg No: 2,194,882 Serial: 75/255,577	Motorsports Authentics, Inc.	December 1994	March 11, 1997	®	Federal Registration October 13, 1998	Replica Miniature Vehicles Class No. 28	Section 8 and 15 affidavit accepted July 26, 2005	Between October 13, 2007 and October 13, 2008	

AP Serial: 77/135,052 Reg No: 3,343,513	Motorsports Authentics, Inc.	January 1998	3/15/07	®	Federal Registration November 27, 2007	Replica Miniature Vehicles Class No. 28	Between November 27, 2012 and November 26, 2013	Between November 27, 2016 and November 26, 2017	AP
AP and Design Serial: 76/026,604 Reg No: 2,437,178	Motorsports Authentics, Inc.	January 1999	April 14, 2000	®	Federal Registration March 20, 2001	Replica Miniature Vehicles Class No. 28	Section 8 and 15 affidavits accepted on April 17, 2007	Between March 20, 2010 and March 20, 2011	


Chase Authentics (Word Mark) Reg No: 2,126,349 Serial: 75/157,929	Motorsports Authentics, Inc.	February 1996	August 29, 1996	®	Federal Registration December 30, 1997	Wearing Apparel- Class No. 25	Section 8 & 9 - Accepted 11/1/07	Next Renewal Between Dec. 30, 2016 and December 30, 2017	CHASE AUTHENTICS (Word Mark)
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Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
Competitors View (Word Mark) Reg No: 2,139,738 Serial: 75/157,928	Motorsports Authentics, Inc.	February 1996	August 29, 1996	®	Federal Registration February 24, 1998	Wearing Apparel- Class No. 25	Section 15 acknowledged February 21, 2004 Section 8 & 9 accepted February 8, 2008	Between February 24, 2017 and February 24, 2018	COMPETITORS VIEW (Word Mark)
Cruz'n Classics Reg No:	Motorsports Authentics, LLC	ITU	September 17, 2004	TM	Request for 4th extension of time to file SOU granted 1/8/08	Toy vehicles & accessories No. 28			Response Requested by August 21, 2008 for 5 th and Final SOU
Serial: 78/485571 Drivers Select Reg No: 3,360,974 Serial: 78/953528	Motorsports Authentics, LLC	October 1, 2006	August 16, 2006	®	Federal Registration December 25, 2007	Miniature replica vehicles No. 28	Between December 25, 2012 and December 25, 2013	Between December 25, 2016 and December 25, 2017	DRIVERS SELECT

GORACING.COM (Word Mark) Serial: 76/403,626 REG No. 2,790,386	goracing.com, inc.	February 1, 1999	May 3, 2002	®	Federal Registration December 9, 2003	On-line, catalog & trackside retail services Class 35	Between December 9, 2008 and December 8, 2009	Between December 9, 2012 and December 9, 2013	GORACING.COM (Word Mark)
GORACING.COM (Word Mark) Reg No: 2,597,840 Serial: 76/303,641	goracing.com, inc.	June 1, 1999	August 21, 2001	®	Federal Registration July 23, 2002	Toys Class No. 28	Between July 23, 2007 and July 22, 2008	Between July 23, 2011 and July 23, 2012	GORACING.COM (Word Mark)
GORACING.COM (Word Mark) Reg No: 2,642,412 Serial: 76/303,642	goracing.com, inc.	June 1, 1999	August 21, 2001	®	Federal Registration October 29, 2002	Class 16 Printed Matter	Between October 29, 2007 and October 28, 2008	Between October 29, 2011 and October 28, 2012	GORACING.COM (Word Mark)


TRADEMARK

REEL: 003826 FRAME: 0917

Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
Motorsports Authentics Reg No: 3,277,351 Serial: 78/712553	Motorsports Authentics, LLC	January 1, 2006	September 14, 2005	®	Federal Registration August 7, 2007	Catalog ordering services for others; and concession stands No. 35	Between August 7, 2012 and August 6, 2013	Between August 7, 2017 and August 6, 2018	MOTORSPORTS AUTHENTICS
Motorsports Authentics (original logo) Reg No: 3,277,486 Serial: 78/731587	Motorsports Authentics, LLC	January 1, 2006	October 12, 2005	®	Federal Registration August 7, 2007	Catalog ordering services for others; and concession stands No. 35	Between August 7, 2012 and August 6, 2013	Between August 7, 2017 and August 6, 2018	

Owners Club Select Reg: Serial: 77/142522	Motorsports Authentics, LLC	June 1, 2007	March 28, 2007	TM	Pending	Miniature replica automobiles in No. 28	SOU Accepted April 29, 2008		OWNERS CLUB SELECT
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Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
Owners Elite Reg No: 3,360,973 Serial: 78/953503	Motorsports Authentics, LLC	October 1, 2006	August 16, 2006	®	Federal Registration December 25, 2007	Miniature replica vehicles No. 28	Between December 25, 2012 and December 25, 2013	Between December 25, 2016 and December 25, 2017	OWNERS ELITE
Owners Series Reg No: 3,180,040 Serial: 78/703031	Motorsports Authentics, LLC	February 28, 2001	August 30, 2005	®	Federal Registration December 5, 2006	Miniature replica automobiles in No. 28	Between December 5, 2011 & December 4, 2012	Between December 5, 2015 & December 4, 2016	OWNERS SERIES
Pit Stop Reg No: 3,180,039 Serial: 78/703025	Motorsports Authentics, LLC	February 28, 2001	August 30, 2005	®	Federal Registration December 5, 2006	Miniature replica automobiles in No. 28	Between December 5, 2011 & December 4, 2012	Between December 5, 2015 & December 4, 2016	PIT STOP
Preferred Series Reg No: 3,207,705 Serial: 78/703033	Motorsports Authentics, LLC	February 28, 2001	August 30, 2005	®	Federal Registration February 13, 2007	Miniature replica automobiles in No. 28	Between February 13, 2012 & February 12, 2013	Between February 13, 2016 & February 12, 2017	PREFERRED SERIES
RCCA (Word Mark) Reg No. 2,666,030 Serial: 76/328,161	Racing Collectables Club of America, Inc	December 1, 1996	October 22, 2001	®	Federal Registration December 24, 2002	Printed Matter Class No. 16	Between December 24, 2007 and December 23, 2008	Between December 24, 2011 and December 24, 2012	RCCA (Word Mark)
RCCA (Word Mark) Reg No. 2,639,189 Serial: 76/328,162	Racing Collectables Club of America, Inc	February 1, 1993	October 22, 2001	®	Federal Registration October 22, 2002	Class 28: toys, miniature die-cast replicas, sports car collectibles, baby racers (pedal cars)	Between October 22, 2007 and October 21, 2008	Between October 22, 2011 and October 22, 2012	RCCA (Word Mark)
Revell/ Revell Collection Reg No: 1,363,578 Serial: 73/529,635	Revell-Monogram, Inc.	Used Under License by APC	Used Under License by APC	®	Federal Registration October 1, 1985	Replica Miniature Vehicles Class No. 28	Section 8 and 15 accepted	W/in one year of 10 year expiration date	MA licenses the rights to use this mark for no cost. Do we want to continue? We can terminate if necessary

Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/Image
SpeedMall Reg No: 2,924,584 Serial: 75/634,933	Racing Collectables Club of America, Inc	November 1998	February 3, 1999	®	Federal Registration 2/8/2005	On-line, ordering services; interactive database for motorsports Class No. 42	Between 2/8/2010 and 2/7/2011	With one year of 10 year expiration date or 2/8/2014 and 2/8/2015	SPEEDMALL (Word mark)
Sports Image (Word Mark) Reg: 1,785,198 Serial: 74/232410	Action Sports Image L.L.C.	1988	December 23, 1991	®	Federal Registration August 3, 1993	Wearing Apparel- Class No. 25	Section 8 and 15 accepted September 16, 2000	Section 9 renewal granted March 20, 2004 (first 10 year)	SPORTS IMAGE (Word Mark)
T Trevco and Design Serial: 75/757,358 Reg No: 2,828,150	Motorsports Authentics, Inc.	September 1, 1999	July 6, 1999	®	Federal Registration March 30, 2004	Christmas ornaments and decorations Class 28	Between March 30, 2009 and March 29, 2010	Between March 30, 2013 and March 30, 2014	
Team Caliber (Word Mark) Reg No: 2,425,271 Serial: 75/933,201	Motorsports Authentics, LLC	March 9, 1999	March 2, 2000	®	Federal Registration January 30, 2001	Miniature replica automobiles in No. 28	Section 8 & 15 affidavits accepted April 17, 2007	Between January 30, 2010 & January 29, 2011	TEAM CALIBER (Word Mark)
Team Callber and Design Reg No: 2,421,505 Serial: 75/934149	Motorsports Authentics, LLC	January 3, 2000	March 2, 2000	®	Federal Registration January 16, 2001	Miniature replica automobiles in No. 28	Section 8 & 15 affidavits accepted April 17, 2007	Between January 16, 2010 & January 15, 2011	TeamCallber

TRADEMARK

REEL: 003826 FRAME: 0920

Mark	Owner	First Use	Filing Date	Symbol	Status	Class	5 Year Section 8 and 15	10 Year Renewal	Notes/ Image
Winner's Circle Reg: 3,020,814 Serial: 78/505/494	Motorsports Authentics, Inc.	January 1, 2001	October 25, 2004	®	Federal Registration November 29, 2005	Wearing Apparel- Class No. 25 Towels- Class 24	Between 11/29/2010 and 11/28/2011	Between November 29, 2014 and November 29, 2015	
Winner's Circle (Word Mark) Reg: 2,114,796 Serial: 75/115,833	Motorsports Authentics, Inc.	June 27, 1996	June 7, 1996	®	Federal Registration November 18, 1997	Replica Miniature Vehicles Class No. 28	Section 8 & 9- Accepted 10/31/07	Next Renewal Between November 18, 2016 and November 18, 2017	WINNER'S CIRCLE (Word Mark)
Driven to the Outdoors Reg: Serial: 77/456607	Motorsports Authentics, LLC		April 24, 2008	TM		Replica Miniature Vehicles, toys, and accessories Class No. 28			Driven to the Outdoors (Word Mark)
Driven to the Outdoors Reg: Serial: 77/456598	Motorsports Authentics, LLC		April 24, 2008	TM		Apparel Class No. 25			Driven to the Outdoors (Word Mark)