

12-02-1998

Patents To the Honor
 Trademarks Please record



marks:
reof.

100909804

1. Name of Party(ies) conveying an interest:

Name of Party(ies) receiving an interest:

First Nationwide Automotive Acceptance, Inc.
6912 220th Street S.W., Suite 208
Mountlake Terrace, WA 98118

Name: Sunrock Capital Corp.
Internal Address: Attention: Manager
Street Address: 11 Penn Center, 1835 Market Street,
City: Philadelphia
State: PA Zip: 19103

Entity:

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

Entity:

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

If not domiciled in the United States, a domestic representative designation is attached:

Yes
 No

3. Interest Conveyed:

Assignment Association
 Security Agreement Limited Partnership
 Other _____

Execution Date: November 5, 1998

4. Application number(s), patent numbers, or registration number(s). Additional sheet attached:

Yes
 No

1,959,120

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Federal Research Corp.
Internal Address: Suite 101
Street Address: 400 Seventh St NW
City: Washington
State: DC Zip: 20004

6. Number of applications, patents, or registrations involved:

1

7. Amount of fee enclosed or authorized to be charged:

\$ 40 Filing Fee
Total \$ 40

8. Deposit account number (Attach duplicate copy of this form if paying by deposit account):

DO NOT USE THIS SPACE

9. Date of execution of attached document As of November 5, 1998

10. 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 documents.

12/01/1998 DNGUYEN 00000051 1959120

01 FC:481

40.00 OP

November 25, 1998

Date

Signature

David W. James

Name of Person Signing

TRADEMARK
REEL: 1821 FRAME: 0112

GRANT OF SECURITY INTEREST

TRADEMARKS

THIS GRANT OF SECURITY INTEREST, dated as of November 5, 1998, is executed by First Nationwide Automotive Acceptance, Inc. ("Grantor"), in favor of Sunrock Capital Corp. ("Lender").

A. Pursuant to a Loan and Security Agreement of even date (the "Loan Agreement") between Grantor and Lender, Lender has agreed to extend certain credit facilities to Grantor, subject to the terms and conditions set forth therein;

B. Grantor has adopted, used and is using certain trademarks, more particularly described on Schedules 1-A and 1-B annexed hereto as part hereof, which trademarks are registered or subject to an application for registration in the United States Patent and Trademark Office (collectively, the "Trademarks");

C. Grantor has entered into a Trademark Security Agreement dated the date hereof (the "Security Agreement") in favor of Lender; and

D. Pursuant to the Security Agreement, Grantor has granted to Lender a security interest in all right, title and interest of Grantor in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "Collateral"), to secure the prompt payment, performance and observance of the Obligations, as defined in the Security Agreement;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Grantor does hereby further grant to Lender a security interest in the Collateral to secure the prompt payment, performance and observance of the Obligations.

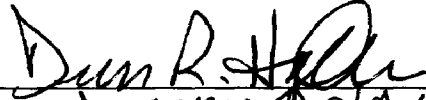
Grantor does hereby further acknowledge and affirm that the rights and remedies of Lender with respect to the security interest in the Collateral granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

Lender's address is: .
Sunrock Capital Corp.
1835 Market Street, Suite 307
Philadelphia, Pennsylvania 19103
Attention: John D. Erwin
Telecopy: (215) 979-7679

IN WITNESS WHEREOF, Grantor has caused this Grant of Security Interest to be executed as of the day and year first above written.

"GRANTOR"

FIRST NATIONWIDE AUTOMOTIVE
ACCEPTANCE, INC.

By: 
Name: DENNIS R. HADDOW
Title: PRESIDENT

STATE OF WASHINGTON)

) ss.:

COUNTY OF King)

On Nov 5, 1998 before me, Robert Cameron, personally appeared Dennis Hayden, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on such instrument the person(s) or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Robert A. Cameron (Seal)

SCHEDULE 1-A TO GRANT OF SECURITY INTEREST

TRADEMARKS

<u>Trademark</u>	<u>Jurisdiction</u>	<u>Reg. Date</u>	<u>Reg. No.</u>
CARBUCK\$	United States	02/27/96	1,959,120

1-A-1

DOCS1.A1:279787.1

RECORDED: 11/30/1998

TRADEMARK
REEL: 1821 FRAME: 0116