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OPB/FINANCE

1. Name of conveying party(ies):

Half-A-Car Co., Inc.

- Individual(s)
- General Partnership
- Corporation-Delaware
- Other \_\_\_\_\_
- Association
- Limited Partnership

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

3. Nature of Conveyance:

- Assignment
- Security Agreement
- Other: \_\_\_\_\_
- Merger
- Change of Name

Execution Date: October 30, 1999

2. Name and address of receiving party(ies):

HAC Group, LLC  
308 East Lancaster Avenue  
Wynnewood, Pennsylvania

- Individual(s) citizenship: \_\_\_\_\_
- Association: \_\_\_\_\_
- General Partnership: \_\_\_\_\_
- Limited Partnership: \_\_\_\_\_
- Corporation: \_\_\_\_\_
- Other: Delaware limited liability corporation

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) & addresses attached?  Yes  No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s): **SEE SCHEDULE A**

B. Trademark Reg. No.(s): **SEE SCHEDULE A**

Additional numbers attached  Yes  No

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

Harriet E. Perkins, Esq.  
Seidel, Gonda, Lavorgna & Monaco, P.C.  
Suite 1800 Two Penn Center Plaza  
Philadelphia, PA 19102

Attorney Docket No. 5352-149

6. Total number of applications and registrations involved:

30

7. Total fee (37 CFR 3.41)

\$765.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit Account Number: 19-1135

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9. 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.

HARRIET E. PERKINS

Name of Person Signing

*Harriet E. Perkins*

Signature

6 December 1999

Date

Total number of pages including cover sheet, attachments and document: 5

OMB No. 0651-0011 (exp. 4/94)

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Mail documents to be recorded with required cover sheet information to:

Commissioner of Patents and Trademarks

Box Assignments

Washington, D.C. 20231

12/21/1999 DNGUYEN 00000203-191135 1231384

01 FC:481  
02 FC:482

40.00 CH  
725.00 CH

## SCHEDULE A

<u>REGISTRATION NO.</u>	<u>MARK</u>	<u>REGISTRATION DATE</u>
Pennsylvania Registration	HALF A CAR & Design	May 10, 1982
US Reg. 1,231,384	HALF-A-CAR & Design	March 15, 1983
US Reg. 2,055,659	HALF-A-CAR & Design	April 22, 1997
US Reg. 1,269,451	TRADE TIME	March 6, 1984
US Reg. 1,425,898	NEW 2	January 20, 1987
US Reg. 1,425,897	NEW 2 YOU	January 20, 1987
US Reg. 1,475,350	EVERY 2 RENEW	February 2, 1988
US Reg. 1,900,126	PLANNED TRADING CYCLE	June 13, 1995
US Reg. 1,740,315	DRIVE NEW EVERY TWO	December 15, 1992
US Reg. 1,914,277	JOY OF NEW	August 22, 1995
US Reg. 1,740,245	RENEW EVERY TWO	December 15, 1992
US Reg. 1,944,437	RESALE CLUB	December 26, 1995
US Reg. 2,116,505	HAC GROUP & Design	November 25, 1997
US Reg. 2,033,138	NO 2 WAYS ABOUT IT	January 21, 1997
US Reg. 2,033,139	NO TWO WAYS ABOUT IT	January 21, 1997
US Reg. 2,101,761	PROGRAM PLUS	September 30, 1997
US Reg. 1,961,168	MANUFACTURED USED CAR	March 5, 1996
US Reg. 2,063,421	CHANGE CARS BEFORE YOU CHANGE TIRES	May 20, 1997

## SCHEDULE A

<u>REGISTRATION NO.</u>	<u>MARK</u>	<u>REGISTRATION DATE</u>
US Reg. 1,969,630	USED CAR FACTORY	April 23, 1996
US Reg. 2,132,973	DRIVE MORE CAR MORE OFTEN FOR LESS MONEY	January 27, 1998
US Reg. 2,065,663	HAC GROUP & Design	May 27, 1997
US Reg. 2,167,887	SEASON TICKET TO A VEHICLE	June 23, 1998
US Reg. 2,164,283	DRIVE MORE VEHICLE MORE OFTEN FOR LESS MONEY	June 9, 1998
US Reg. 2,054,312	GAIM PLAN & Design	April 22, 1997
US Reg. 2,021,800	THE HUDDLE	December 10, 1996
US Reg. 2,088,113	THE HISTORY IS NO MYSTERY	August 12, 1997
US Reg. 2,113,395	M.A.S.T.E.R. PLAN	November 18, 1997
US Reg. 2,261,320	TRADE CYCLE TECHNOLOGY	July 13, 1999
US Reg. 2,200,768	FAIR PRICE	October 27, 1998
US. Reg. 2,269,612	THE TWO YEAR SEA TRIAL	August 10, 1999
<u>PENDING APPLICATION</u>	<u>MARK</u>	<u>APPLICATION DATE</u>
US App. 75/605,118	BENCHMARK PRICING	December 14, 1998

## **ASSIGNMENT OF UNITED STATES TRADEMARKS**

WHEREAS, Half-A-Car Co., Inc., a Delaware corporation with a place of business at 308 East Lancaster Avenue, Wynnewood, Pennsylvania 19096 (hereinafter "Half-A-Car") has adopted, used and is using the trademarks which are registered and pending in the United States Patent and Trademark Office, as set forth on the attached Schedule A (hereinafter referred to as the "Trademarks"):

WHEREAS, HAC Group, LLC, a Delaware Limited Liability corporation, having a place of business at 308 East Lancaster Avenue, Wynnewood, Pennsylvania 19096 (hereinafter "HAC"), is desirous of acquiring all right, title and interest in and to the Trademarks, together with the goodwill of the business symbolized by the Trademarks set forth on the attached Schedule A; and

WHEREAS, it is desired that the assignment of the Trademarks listed on the attached Schedule A be made a matter of record in the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the full receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, Half-A-Car, hereby sells, assigns, transfers and conveys unto HAC all of its right, title and interest in and to the aforesaid Trademarks, including any choses in action relating to said Trademarks, claims for damages, profits and costs, both in equity and law, for any infringement or infringements of said Trademarks rights accruing on or before the date of this Assignment, together with the goodwill of the business symbolized by the Trademarks, and including the registrations thereof (and eventual registration of the pending application) as set forth on the attached Schedule A, and further, Half-A-Car hereby covenants, agrees and undertakes to execute, whenever requested by HAC, all applications, assignments, lawful oaths and any other papers which HAC may deem

necessary or desirable for securing to HAC or for maintaining for HAC the Trademarks hereby assigned, all without further compensation to Half-A-Car.

HALF-A-CAR CO., INC.

By: *Eustace Wolfington*  
Name:  
Title: PRESIDENT

COMMONWEALTH OF PENNSYLVANIA :  
: SS  
COUNTY OF Philadelphia :

BEFORE ME, the undersigned Notary Public, on this \_\_\_\_\_ day of October, 1999 personally appeared Eustace Wolfington, personally known to me (or proven to me on the basis of satisfactory evidence) to be the person who executed the foregoing instrument as President of Half-A-Car Co., Inc., the corporation therein named, and acknowledged to me that the instrument was signed on behalf of said corporation pursuant to appropriate authority for the purposes therein set forth and intending that this instrument be recorded.

[SEAL]

*Carol Freels*  
Notary Public in and for  
the State of Pennsylvania

My Commission Expires \_\_\_\_\_

NOTARIAL SEAL  
CAROL FREELS, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Dec. 20, 2001

Printed or stamped name of notary