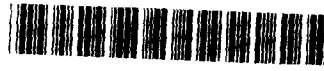


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FORM PTO-1618A
Expires 06/30/99
M6 0651-0027



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

Submission Type

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Reel # _____ Frame # _____

Conveyance Type

- Assignment License
- Security Agreement Nunc Pro Tunc Assignment
- Merger
- Change of Name
- Other Term. of Sec. Agmt., Reel 919/Fr. 248

Effective Date
Month Day Year
Aug. 17 1999

Conveying Party

Mark if additional names of conveying parties attached
Execution Date
Month Day Year
Aug. 17 1999

Name Greyrock Capital, a division of NationsCredit Commercial Corp.

Formerly _____

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

Receiving Party

Mark if additional names of receiving parties attached

Name The Cobalt Group, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 2030 First Avenue

Address (line 2) Third Floor

Address (line 3) Seattle WA 98121
City State/Country Zip Code

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

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.)

12/13/1999 TTON11 00000147 2008711

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01 FC:481 40.00 DP
02 FC:482 275.00 DP

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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="75-624200"/>	<input type="text" value="75-511980"/>	<input type="text" value="75-510496"/>
<input type="text" value="75-510495"/>	<input type="text" value="75-509205"/>	<input type="text" value="75-508965"/>
<input type="text" value="75-415727"/>	<input type="text" value="75-210677"/>	<input type="text" value="75-140030"/>

<input type="text" value="2,088,711"/>	<input type="text" value="1,915,360"/>	<input type="text" value="2,073,561"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<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.

Kassim M. Ferris



11/23/99

Name of Person Signing

Signature

Date Signed

ACKNOWLEDGMENT OF TERMINATION
OF COLLATERAL ASSIGNMENT

This Acknowledgment of Termination of Collateral Assignment is made with reference to that certain Trademark Security Agreement dated May 27, 1999 (the "Collateral Assignment") by and between **THE COBALT GROUP, INC.**, a Washington corporation, as assignor, and **GREYROCK CAPITAL**, a Division of NationsCredit Commercial Corporation, as assignee ("Greyrock"). The Collateral Assignment was recorded in the United States Office of Patents and Trademarks on JUNE 24, 1999, Reel 919 at Frame 248, with respect to the trademarks items set forth on Exhibit A hereto (the "Trademarks").

Greyrock hereby acknowledges and agrees that the Collateral Assignment has been terminated and that all of the rights and interests of Greyrock thereunder have been terminated, including, without limitation, all of the rights and interests of Greyrock in and to the Trademarks.

Greyrock does hereby further authorize and consent that this Acknowledgment of Termination may be recorded and indexed by the Commissioner of Patents and Trademarks.

Dated: August 17, 1999

GREYROCK CAPITAL, a Division of
NationsCredit Commercial Corporation

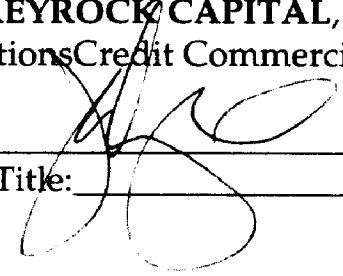
By 
Title: LISA NAGANO
SR. VICE PRESIDENT

Exhibit A

REGISTERED TRADEMARKS

United States

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUTOROM	2,088,711	08/19/97
DEALERNET	1,915,360	08/29/95
YACHTWORLD	2,073,561	06/24/97

Canada

<u>Trademark</u>	<u>Registration No.</u>	<u>Registration Date</u>
AUTOROM	TMA473,851	03/26/97

PENDING TRADEMARKS

<u>Trademark</u>	<u>Serial No.</u>	<u>Filing Date</u>
THE ESSENTIALS WEB SITE PACKAGE	75-624200	01/20/99
COBALT	75-511980	07/01/98
ADWIZARD	75-510496	06/26/98
COBALT	75-510495	06/26/98
GETTING YOUR SHARE OF THE NET YET?	75-509205	06/26/98
PHONEDGE	75-508965	06/26/98
WEBEDGE	75-415727	01/09/98
CARSCOUT	75-210677	12/09/96
ISCOUT	75-140030	07/25/96
DEALERS CHOICE		06/04/99
INSTANT INCENTIVES		06/04/99