

08-02-2000

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

101420870

**RECORDATION FORM COVER SHEET
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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 Agreement ☐ Nunc Pro Tunc Assignment☐ Merger
Effective Date
Month Day Year ☐ Change of Name☐ Other **Conveying Party**☐ Mark if additional names of conveying parties attachedExecution Date
Month Day YearName Formerly ☐ Individual ☐ General Partnership ☐ Limited Partnership ☒ Corporation ☐ Association☐ Other ☒ Citizenship/State of Incorporation/Organization **Receiving Party**☐ Mark if additional names of receiving parties attachedName DBA/AKA/TA Composed of Address (line 1) Address (line 2) Address (line 3)

State/Country

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01 FC:481
02 FC:48240.00 DP
275.00 DP

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

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| | |
|------------------|--|
| Name | |
| Address (line 1) | |
| Address (line 2) | |
| Address (line 3) | |
| Address (line 4) | |

Correspondent Name and Address

Area Code and Telephone Number **310-203-8080**

| | | |
|------------------|---------------------------------------|----------------------------|
| Name | Jeffer, Mangels, Butler & Marmaro LLP | Attn: Joel J. Berman, Esq. |
| Address (line 1) | 2121 Avenue of the Stars | |
| Address (line 2) | 10th Floor | |
| Address (line 3) | Los Angeles, California 90067-5010 | |
| Address (line 4) | | |

Pages

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

5

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) | | |
|---------------------------------|----------|----------|------------------------|---------|---------|
| 75473049 | 75828749 | 75637467 | 2205984 | 1838313 | 1837248 |
| 75878118 | 75772935 | 75788686 | 2246138 | | |
| 75635085 | 75872985 | | | | |

Number of Properties

Enter the total number of properties involved.

12

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ **315**

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:

10-0440

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 Plotkin

Name of Person Signing

Signature

Date Signed

SECURITY INTEREST IN TRADEMARKS

Auto Choice, a California corporation ("*Grantor*"), with its principal place of business and mailing address at 221 Pine Street, 3rd Floor, San Francisco, California 94101, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, grants to Foothill Capital Corporation, a California corporation (together with its successors and assigns, "*Grantee*"), a continuing security interest in the following property:

(i) Each trademark, trademark registration and trademark application listed on **Schedule A** hereto, and all of the goodwill of the business connected with the use of, and symbolized by, each such trademark, trademark registration and trademark application; and

(ii) All proceeds of the foregoing, including without limitation any claim by Grantor against third parties for damages (to the extent not effectively prohibited by an applicable and legally enforceable license agreement) by reason of past, present or future infringement of any trademark or trademark registration listed in **Schedule A** hereto or by reason of injury to the goodwill associated with any such trademark or trademark registration or trademark license, in each case together with the right to sue for and collect said damages:

to secure performance of all Obligations of Grantor as set out in that certain Intellectual Property Security Agreement dated as of June 2, 2000, by and among Grantor, Grantor and the Borrower Subsidiaries party thereto (the "*Agreement*").

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

All terms defined in the Agreement, whether by reference or otherwise, when used herein, shall have their respective meanings set forth therein, unless the context requires otherwise.

IN WITNESS WHEREOF, Grantor has caused this Security Interest in
Trademarks to be duly executed as of June 2, 2000.

Grantor:

AUTO CHOICE, a California corporation

By: Michael A Cunningham
Name: Michael A Cunningham
Title: VP

Grantee:

**FOOTHILL CAPITAL
CORPORATION, a California
corporation**

By: William Shiao
Name: William Shiao
Title: Vice President

Schedule A to
SECURITY INTEREST IN TRADEMARKS
Trademarks

Auto Choice

Trademark Chart

May 2000

| MARK | COUNTRY | APPLICATION/ REGISTRATION | CLASS/GOODS/SERVICES | CURRENT STATUS |
|-----------------------------------|---------------|---|---|---|
| AUTO CHOICE | United States | Registration No. 2,205,984 | Class 12: motor vehicles, namely, automobiles, trucks, vans and van conversions | Registered 11/24/98 |
| AUTO CHOICE and Design | United States | Application No. 75/473,049 Registration No. | Class 12: motor vehicles, namely, cars, trucks, vans and sport utility vehicles | Registered 11/30/99 |
| AUTOBIOGRAPHY | United States | Application No. 75/828,749 | Class 42: automobile inspection services and written reports regarding repair work and inspection history issued in | Filed 10/22/99 |
| BUILD A CAR | United States | Application No. 75/637,467 | Class 12: motor vehicles, namely, cars, trucks, vans and sport utility vehicles | Filed 2/10/99; Published 12/21/99; decided not to pursue mark 11/22/99 |
| CARS DESIGN | United States | Registration No. 1,838,313 | Class 35: referral services for motor vehicle sales, leasing, repair, maintenance, and inspection, preparing and placing advertising | Registered 5/31/94 |
| CONSUMERS AUTO CHOICE | United States | Registration No. 1,837,248 | Class 12: motor vehicles; namely, automobiles, trucks, vans and van conversions | Registered 5/17/94 |
| IMOTORS | United States | Application No. 75/878,118 | Class 35: retail sale of automobiles; retail sale of automobiles over a global computer network | Filed 12/22/99 Intent to Use |

| MARK | COUNTRY | APPLICATION/ REGISTRATION | CLASS/GOODS/SERVICES | CURRENT STATUS |
|---|---------------|-------------------------------|---|--|
| IMOTORS.COM | United States | Application No. 75/772,935 | Class 35: retail sale of automobiles; retail sale of automobiles over a global computer network | Filed 8/11/99 Intent to Use |
| IMOTORS.COM (Stylized) | United States | Application No. 75/788,686 | Class 35: retail sale of automobiles; retail sale of automobiles over a global computer network | Filed 8/31/99 Intent to Use |
| THE .COM WAY TO BUY A CAR | United States | Application No. 75/635,085 | Class 12: motor vehicles, namely, cars, trucks, vans and sport utility vehicles | Filed 2/4/99; Suspension Notice mailed 8/19/99; client has decided not to |
| THE POWER OF 10 | United States | Registration No. 2,246,138 | Class 12: motor vehicles, namely, cars, trucks, vans and sport utility vehicles | Registered 5/18/99 |
| YOU'VE NEVER BOUGHT A USED CAR LIKE THIS | United States | Application No. 75/872,985 | Class 35: retail sale of automobiles; retail sale of automobiles over a global computer network | Filed 12/16/99 Intent to Use |