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Document ID#

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3.4.02

Conveyance Type

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

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Other

Citizenship/State of Incorporation/Organization

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**Trademark Application Number(s) or Registration Number(s)**

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Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

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<input type="text" value="76/325,458"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
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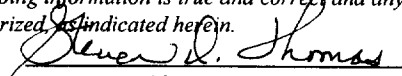
Yes  No

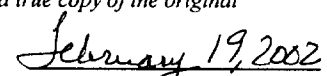
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NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 7, 2001 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and First Union National Bank, as Collateral Agent (the "Collateral Agent") for the benefited parties referenced therein (the "Benefited Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Benefited Parties:

**U.S. Trademarks**


**Pending Applications**

Mark	Appl. Ser. No.	Filing Date
ACCESSORY ADVANTAGE	76-325,458	10/16/01
DEALER STOCK EXCHANGE	76-333,295	11/5/01

The Obligors and the Collateral Agent, on behalf of the Benefited Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.


Very truly yours,

SOUTHEAST TOYOTA DISTRIBUTORS, LLC

By:   
Name: L. Taylor Ward, III  
Title: Vice President & General Counsel

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Collateral Agent

By:   
Name: William R. Goley  
Title: VP