

OFFICE OF PUBLIC RECORDS
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TRADEMARKS ONLY

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

Submission Type

New *9/11/02*

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 attached

Name Execution Date
Month Day Year

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

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)
City State/Country Zip Code

Individual General Partnership Limited Partnership 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.)

Corporation Association

Other

Citizenship/State of Incorporation/Organization

09/12/2002 TDIAZI 00000146 024467 75700899 FOR OFFICE USE ONLY

01 FC:481 40.00 OP
02 FC:481 150.00 PU 250.00 RP
Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

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

(314) 259-2619

Name

Daniel A. Crowe, Esq.

Address (line 1)

Bryan Cave LLP

Address (line 2)

One Metropolitan Square

Address (line 3)

211 North Broadway, Suite 3600

Address (line 4)

St. Louis, Missouri 63102

Pages

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

7

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)

75/700,899 75/584,326

2,489,666 2,583,971 1,948,028

2,227,416 2,095,983 1,345,828

1,815,230 1,815,229 2,542,023

Number of Properties

Enter the total number of properties involved

11

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41):

\$ 290.00

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:

02-4467

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.

Daniel A. Crowe

Name of Person Signing

Signature

9-5-02

Date Signed

**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Enter Additional Conveying Party

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Registration Number(s)

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**RECORDATION FORM COVER SHEET
CONTINUATION
TRADEMARKS ONLY**

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year

Enter Additional Conveying Party

Name AutoVillage.com, Inc.

05 02 2002

Formerly

Individual General Partnership Limited Partnership Corporation Association

Other

Citizenship/State of Incorporation/Organization Minnesota

Receiving Party

Mark if additional names of receiving parties attached

Enter Additional Receiving Party

Name

DBA/AKA/TA

Composed of

Address (line 1)

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Address (line 3)

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Trademark Application Number(s)

Registration Number(s)

GRANT OF SECURITY INTEREST IN TRADEMARKS AND PATENTS

WHEREAS, RELIABLE INVESTMENTS, INC., an Illinois corporation, RELCO CORP., an Iowa corporation, INTER-GLOBAL AUTOMOTIVE CORP., a Texas corporation, COMBINED ENTERPRISES, INC., a Kansas corporation, AWMi CORP., a Texas corporation and AUTOVILLAGE.COM, INC., a Minnesota corporation (collectively, the “**Grantor**”) is the owner of all right, title and interest in and to the trademarks, trademark registrations, trademark applications, patents, and any and all goodwill associated therewith, set forth on Schedule A attached hereto;

WHEREAS, LASALLE BUSINESS CREDIT, INC., a Delaware corporation, having its principal offices at 135 South LaSalle Street, Suite 425, Chicago, Illinois 60603 (the “**Grantee**”), desires to acquire a security interest in, and lien on, all of Grantor’s right, title and interest in and to Grantor’s trademarks, trademark registrations, trademark applications, patents, and any and all goodwill associated therewith; and

WHEREAS, the Grantor is willing to assign and grant to the Grantee a security interest in and lien upon the trademarks, trademark registrations, trademark applications, patents, and any and all goodwill associated therewith, described above.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, and subject to the terms and conditions of the Trademark, Patent and Copyright Security Agreement, dated as of May 2, 2002, between the Grantor and the Grantee (as amended from time to time, the “**Security Agreement**”), the Grantor hereby assigns and grants to the Grantee a security interest in, and a lien upon, all of Grantor’s right, title and interest in and to (i) all of Grantor’s right, title and interest in and to the trademarks, trademark registrations, trademark applications, and any and all goodwill associated therewith (the “**Marks**”) set forth on Schedule A attached hereto, (ii) all of Grantor’s rights, title and interest in and to the patents (the “**Patents**”) set forth on Schedule B attached hereto, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement) and products of the Marks, (iv) all of the goodwill of the businesses with which the Marks are associated and (v) all causes of action, past, present and future, for infringement.

This Grant of Security Interest has been granted in conjunction with the security interest granted to Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant of Security Interest are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned have executed this Grant of Security Interest as of the 2 day of ~~April~~, 2002.
May,

GRANTOR:

RELIABLE INVESTMENTS, INC., an Illinois corporation

By: *Robert Price*
Name: ROBERT PRICE
Title: PRESIDENT

GRANTOR:

RELCO CORP., an Iowa corporation

By: *Robert Price*
Name: ROBERT PRICE
Title: PRESIDENT

GRANTOR:

INTER-GLOBAL AUTOMOTIVE CORP., a Texas corporation

By: *Robert Price*
Name: ROBERT PRICE
Title: PRESIDENT

GRANTOR:

COMBINED ENTERPRISES, INC., a Kansas corporation

By: *Robert Price*
Name: ROBERT PRICE
Title: PRESIDENT

GRANTOR:

AWMi CORP., a Texas corporation

By: *Robert Price*
Name: ROBERT PRICE
Title: PRESIDENT

GRANTOR:

AUTOVILLAGE.COM, INC., a Minnesota corporation

By: *Gregory W. Doyle*
Name: Gregory W. Doyle
Title: Asst Secretary

LENDER:

LASALLE BUSINESS CREDIT, INC.

By: *Ellen J. Cook*
Name: Ellen J. Cook
Title: Vice President

STATE OF Missouri)

COUNTY OF Jackson)

On this 26th day of April, 2002, before me personally came Robert Price, to me known, who, being by me duly sworn did depose and say that he is the President of RELIABLE INVESTMENTS, INC., an Illinois corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L. Bartels
Notary Public

My Commission Expires:

REBECCA L. BARTELS
Notary Public - Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires: Mar. 7, 2005

STATE OF Missouri)

COUNTY OF Jackson)

On this 26th day of April, 2002, before me personally came Robert Price, to me known, who, being by me duly sworn did depose and say that he is the President of RELCO CORP., an Iowa corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L. Bartels
Notary Public

My Commission Expires:

REBECCA L. BARTELS
Notary Public - Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires: Mar. 7, 2005

STATE OF Missouri)

COUNTY OF Jackson)

On this 26th day of April, 2002, before me personally came Robert Price, to me known, who, being by me duly sworn did depose and say that he is the President of INTER-GLOBAL AUTOMOTIVE CORP., a Texas corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L Bartels
Notary Public

My Commission Expires:

REBECCA L. BARTELS
Notary Public - Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires: Mar. 7, 2005

STATE OF Missouri)

COUNTY OF Jackson)

On this 26th day of April, 2002, before me personally came Robert Price, to me known, who, being by me duly sworn did depose and say that he is the President of COMBINED ENTERPRISES, INC., a Kansas corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L Bartels
Notary Public

My Commission Expires:

REBECCA L. BARTELS
Notary Public - Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires: Mar. 7, 2005

STATE OF Missouri

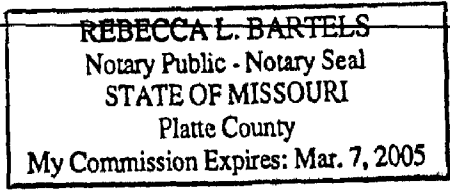
COUNTY OF Jackson

On this 26th day of April, 2002, before me personally came Robert Price to me known, who, being by me duly sworn did depose and say that he is the President of AMWi CORP., a Texas, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L. Bartels
Notary Public

My Commission Expires:



STATE OF Missouri

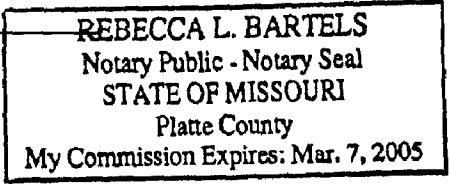
COUNTY OF Jackson

On this 26th day of April, 2002, before me personally came Gregory W. Doyle, to me known, who, being by me duly sworn did depose and say that he is the Secretary of AUTOVILLAGE.COM, INC., a Minnesota corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Rebecca L. Bartels
Notary Public

My Commission Expires:



STATE OF MISSOURI)

COUNTY OF JACKSON)

On this 29 day of April, 2002, before me personally came Ellen T. Cook, to me known, who, being by me duly sworn did depose and say that she is the Vice President of LASALLE BUSINESS CREDIT, INC., a Delaware corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Marzale A. Fosdick
Notary Public

My Commission Expires:

MARZALE A. FOSDICK
Notary Public - Notary Seal
STATE OF MISSOURI
Platte County
My Commission Expires: May 31, 2005

Schedule A

<u>Mark</u>	<u>Ser. No.</u>	<u>Filing Date</u>	<u>Reg. No.</u>	<u>Reg. Date</u>	<u>Owner</u>
RELIABLE and Design	76/032,989	4/24/00	2,489,666	9/11/01	Relco Corp.
RELIABLE AUTOMOTIVE and Design	76/032,986	4/24/00	2583971	6/18/02	Relco. Corp.
RIDE AMERICA and Design	74/517,239	4/26/94	1948028	1/16/96	Relco Corp.
RELCO and Design	75/317,651	7/1/97	2,227,416	3/2/99	Relco Corp.
TRUCKWORLD	75/067,996	3/5/96	2,095,983	11/9/97	Autoweb Worldwide Publishing Corp.
APOLLO	73/493,874	8/9/84	1,345,828	7/2/85	Relco Corp.
WHOLESALE ADVANTAGE	74/324,246	10/21/92	1,815,230	1/4/94	Relco Corp.
WHOLESALE DIRECT	74/324,245	10/21/92	1,815,229	1/4/94	Relco Corp.
TRUCKWORLD ONLINE!	75/066,892	3/4/96	2,542,023	2/26/02	Autoweb Worldwide Publishing Corp.
CLICK4PARTS	75/700,899	5/7/99			Autoweb Worldwide Publishing, Inc.
TRUCKWORLD	75/584,326	11/6/98	2582666	6/18/02	Autoweb Worldwide Publishing, Inc.