

Form PTO-1594

(Rev. 10/02)

OMB No. 0651-0027 (exp. 6/30/2005)

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

AUTOQUAL USA, INC.

- Individual(s)
- General Partnership
- Corporation-State
- 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: 12/05/2003

2. Name and address of receiving party(ies)

Name: AUTOMOTIVE FRANCHISE SYSTEMS LLC

Internal
Address: _____

Street Address: 12432 N. Dumont Way

City: Littleton State: CO Zip: 80125

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State _____
- Other Michigan Limited Liability Company

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) _____

B. Trademark Registration No.(s) 2661301, 2642639,
2641638, 2387709, 2326001, & 2331849

Additional number(s) attached Yes No

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

Name: Jennifer A. Bourgoin

Internal Address: Timmis & Inman PLLC

Street Address: 300 Talon Centre

City: Detroit State: MI Zip: 48207

6. Total number of applications and registrations involved: 6

7. Total fee (37 CFR 3.41).....\$ 165.00

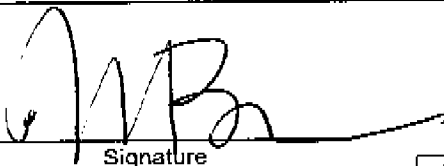
- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

DO NOT USE THIS SPACE

9. Signature.

Jennifer A. Bourgoin
Name of Person Signing


Signature

02/18/2004

Date

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

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

OP \$165.00 2661301

**ASSIGNMENT OF TRADEMARKS, SERVICE MARKS
AND REGISTRATIONS THEREFOR**

WHEREAS, AUTOQUAL USA, INC. ("Assignor"), a Colorado corporation, with an address of 9092 South Ridgeline Boulevard, Highlands Ranch, CO 80129, owns, has adopted, used and is using the marks referenced in Schedule A attached hereto, which are registered in the United States Patent and Trademark Office and the marks referenced in Schedule B attached hereto which are registered in the respective states; and

WHEREAS, Automotive Franchise Systems LLC ("Assignee"), a Michigan limited liability company, with an address of 12432 N. Dumont Way, Littleton, Colorado 80125, desires to acquire such marks and the registrations thereof, and all other common law trademarks and service marks used by Assignor in this or any other country (the "Marks");

WITNESSETH:

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, receipt of which is hereby acknowledged:

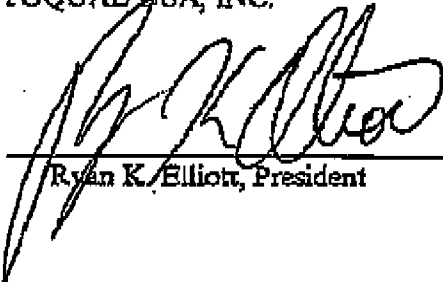
1. Effective as of December 1, 2003, Assignor hereby sells, assigns and transfers unto Assignee, its successors and assigns:

- (a) the full and exclusive present and future right, title and interest of Assignor in and to the Marks in the United States and world-wide, including any and all continuations, divisions, reissues, and extensions for the Marks, together with all Convention and Treaty Rights of all kinds in all countries world-wide;
- (b) all claims, demands, and rights of action, both statutory and based upon common law, that Assignor has or might have in connection with the Marks, together with the right to prosecute such claims, demands, and rights

- of action, including future infringement claims with the right to recover all profits and damages recoverable for past infringement of the same; and
- (c) all rights of Assignor to file for foreign Marks.


IN WITNESS WHEREOF, ASSIGNOR, expressly intending to be legally bound hereby, has caused this Assignment Of Trademarks and Trademark Registrations to be duly executed on this 1st day of December, 2003.

AUTOQUAL USA, INC.

By: 
 Ryan K. Elliott, President

State of Colorado)
) SS
 County of Douglas)

On this 5th day of December, 2003, before me personally appeared the foregoing individual, being duly sworn that he is the President of AUTOQUAL USA, INC., a Colorado corporation, and that such instrument was signed on behalf of the corporation by authority of its Board of Directors, and acknowledged such instrument to be the free act and deed of the corporation.


 Notary Public,
 Douglas County, State of Colorado
 My Commission Expires: Dec 15, 2003

