

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ford Motor Company		04/02/2007	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Automobile Protection Corporation - APCO
Street Address:	6010 Atlantic Boulevard
City:	Norcross
State/Country:	GEORGIA
Postal Code:	30071
Entity Type:	CORPORATION: GEORGIA

PROPERTY NUMBERS Total: 9

Property Type	Number	Word Mark
Registration Number:	1599868	AEGIS
Registration Number:	1403422	APCO AUTOMOBILE PROTECTION CORP.
Registration Number:	1508560	EASY CARE
Registration Number:	2125471	EASY CARE CERTIFIED PRE-OWNED VEHICLES
Registration Number:	2125472	EASY CARE CERTIFIED PRE-OWNED VEHICLES SOMETHING YOU CAN COUNT ON ... AND MORE!
Registration Number:	1555019	PERFECT PROFIT PROGRAM
Registration Number:	2123625	SOMETHING YOU CAN COUNT ON ... AND MORE!
Registration Number:	1645484	TOTAL CARE
Serial Number:	75314681	PERFECT PROFIT PROGRAM

CORRESPONDENCE DATA	
Fax Number:	(212)909-6836
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>	
Phone:	212-909-6000

CH \$240.00 1599868

Email: trademarks@debevoise.com  
Correspondent Name: Matthew Heintz, Esq.  
Address Line 1: 919 Third Avenue  
Address Line 2: Debevoise & Plimpton LLP  
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	20886-1127
NAME OF SUBMITTER:	Matthew Heintz, Esq.
Signature:	/Matthew Heintz/
Date:	04/03/2007

**Total Attachments: 6**

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## Trademark and Domain Name Assignment Agreement

### TRADEMARK AND DOMAIN NAME ASSIGNMENT AGREEMENT

This TRADEMARK AND DOMAIN NAME ASSIGNMENT (this “**Assignment**”) is made as of April 2, 2007 by Ford Motor Company, a Delaware corporation having a principal place of business at One American Road, Dearborn, Michigan 48126 (“**Assignor**”) to Automobile Protection Corporation - APCO, a Georgia corporation having a principal place of business at 6010 Atlantic Boulevard, Norcross, GA 30071 (“**Assignee**”).

WHEREAS, Assignor acquired certain federal and state trademarks and service marks, certain registrations and applications and all common law rights and goodwill associated therewith from Assignee pursuant to an Assignment dated May 31, 2000, including those set forth on Schedule A (the “**APCO Marks**”);

WHEREAS, the Assignor owns the domain names listed on the attached Schedule B (the “**Domain Names**”) for the benefit of Assignee;

WHEREAS, in connection with the Stock Purchase Agreement by and among Assignor, APCO Holdings, Inc. and Assignee, dated March 1, 2007 (the “**Stock Purchase Agreement**”), Assignor desires to sell, and Assignee desires to acquire the APCO Marks and the Domain Names (capitalized terms not otherwise defined herein shall have the meaning set forth in the Stock Purchase Agreement);

NOW THEREFORE, for good and valuable consideration paid by Assignee, receipt of which is hereby acknowledged:

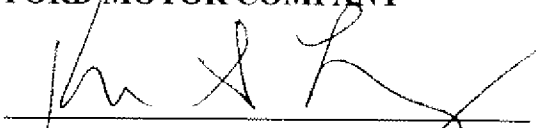
1. Effective immediately prior to the Closing, Assignor hereby sells, assigns, transfers and delivers to Assignee, its successors and assigns, all of Assignor’s right, title and interest in and to the APCO Marks in the United States and Canada, together with the goodwill of the business symbolized by the APCO Marks, and all rights, interests, claims and demands recoverable in law or equity, that Assignor has or may have in profits and damages for past, present and future infringements of the APCO Marks, including, without limitation, the right to compromise, sue for and collect such profits and damages.

2. Effective immediately prior to the Closing, Assignor hereby sells, assigns, transfers and delivers to Assignee, its successors and assigns, all of Assignor’s right, title and interest in and to the Domain Names, together with the goodwill of the business symbolized by the Domain Names.

3. This Assignment shall be construed in accordance with and governed by the laws of the United States in respect to trademark issues and in all other respects including as to validity, interpretation and effect by the laws of the State of New York, without regard to the choice of law provisions thereof (other than Section 5-1401 of the New York General Obligations Law).

IN WITNESS WHEREOF, Ford Motor Company has caused this instrument to be signed by a duly authorized corporate officer, as of this 2<sup>nd</sup> day of April, 2007.

**FORD MOTOR COMPANY**

By:   
Name: Kathryn S. Lamping  
*JSR* Title: Assistant Secretary

ACKNOWLEDGMENT

STATE OF MICHIGAN)

) ss.

COUNTY OF WAYNE)


Subscribed and sworn to by Kathryn Lamping before me on the 2nd day of April, 2007.

Signature Amy C. Olschanski

Printed name Amy C. Olschanski

Notary public, State of Michigan, County of Wayne

My commission expires August 7, 2007

 Amy C. Olschanski  
Notary Public, Wayne County, MI  
My Commission Expires August 7, 2007

SCHEDULE A TO TRADEMARK AND DOMAIN NAME ASSIGNMENT AGREEMENT

APCO Marks

Trademark	Jurisdiction	Class	Status	Application/ Registration Number	Filing/ Registration Date	Services
AEGIS	Georgia	3	Reg.	S-9429	08/07/1989	administering breakdown protection contracts for vehicle buyers and dealers
AEGIS	U.S.	Int. Cl. 36	Reg.	1599868	06/05/1990	administering breakdown protection contracts for vehicle buyers and dealers
APCO AUTOMOBILE PROTECTION CORP. and Design	U.S.	Int. Cl. 36	Reg.	1403422	07/29/1986	administering breakdown protection contracts for vehicle buyers and dealers
EASY CARE	Connecticut	105	Inactive	6969	10/29/1987	administration of vehicle service contracts for reimbursement to customers for specified auto components in the event of a mechanical breakdown
EASY CARE	Maine	40	Reg.	19880195	03/21/1988	administration of vehicle service contracts for reimbursement to customers for specified auto components in the event of a mechanical breakdown
EASY CARE	Massachusetts	39	Reg.	40565	10/13/1987	administration of vehicle service contracts for reimbursement to customers for specified auto components in the event of a mechanical breakdown
EASY CARE	New Hampshire	105	Reg.		09/28/1987	administration of vehicle service contracts for reimbursement to customers for specified auto components in the event of a mechanical breakdown
EASY CARE	Rhode Island	39	Reg.	87101 (alt. 871001)	10/06/1987	administration of vehicle service contracts for reimbursement to customers for specified auto components in the event of a mechanical breakdown
EASY CARE (Stylized and Design)	U.S.	Int. Cl. 36	Reg.	1508560	10/11/1988	administering extended warranty and services contracts in the field of automobiles

Trademark	Jurisdiction	Class	Status	Application/ Registration Number	Filing/ Registration Date	Services
EASY CARE CERTIFIED PRE-OWNED VEHICLES (and Design)	U.S.	Int. Cl. 36	Reg.	2125471	12/30/1997	administering extended warranty and services contracts in the field of automobiles
EASY CARE CERTIFIED PRE OWNED VEHICLES SOMETHING YOU CAN COUNT ON... AND MORE (and Design)	U.S.	Int. Cl. 36	Inactive	2125472	12/30/1997	administering extended warranty and services contracts in the filed of automobiles
PERFECT PROFIT PROGRAM	Georgia	3	Reg.	S-8853	01/03/1989	services related to insurance and financial services
PERFECT PROFIT PROGRAM	U.S.	Int. Cl. 35	Inactive	75/314681	06/25/1997	data processing services in the field of business and financial information and reporting services for the insurance and financial departments of automobile dealers
PERFECT PROFIT PROGRAM	U.S.	Int. Cl. 35	Inactive	1555019	09/05/1989	data processing services in the field of business and financial information and reporting services for the insurance and financial departments of automobile dealers
SOMETHING YOU CAN COUNT ON...AND MORE!	U.S.	Int. Cl. 36	Reg.	2123625	12/23/1997	administering extended warranty and service contracts in the field of automobiles
TOTAL CARE	Georgia	3	Reg.	S9894	02/13/1990	services consisting of an automobile repair expense protection program
TOTAL CARE	U.S.	Int. Cl. 36	Reg.	1645484	05/21/1991	Underwriting automobile repair warranty programs
W.I.N. SYSTEMS (and Design)	Georgia	21	Inactive	T9125	04/19/1989	computer software for use in automobile dealership management
EASY CARE and design	Canada		Reg.	1001216 TMA545681	01/06/1999 05/28/2001	administering extended warranty and services contracts in the field of automobiles

SCHEDULE B TO TRADEMARK AND DOMAIN NAME ASSIGNMENT AGREEMENT

Domain Names

www.easycare.com  
www.apcodealeronline.com  
www.easycareinteractive.com  
www.easycare.us  
www.easycareinteractive.us  
www.apco.us