

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

|                              |                              |
|------------------------------|------------------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT               |
| <b>NATURE OF CONVEYANCE:</b> | Trademark Security Agreement |

**CONVEYING PARTY DATA**

| Name  | Formerly | Execution Date | Entity Type                         |
|---|----------|----------------|-------------------------------------|
| Automobile Protection Corporation - APCO                    |          | 04/02/2007     | CORPORATION: GEORGIA                |
| APCO Holdings, Inc.   |          | 04/02/2007     | CORPORATION: DELAWARE               |
| The Aegis Group, Inc.                                       |          | 04/02/2007     | CORPORATION: GEORGIA                |
| The Aegis Service Contract Liability Purchasing Group, Inc. |          | 04/02/2007     | Non-profit Corporation: GEORGIA     |
| APCO Louisiana VMBI, LLC                                    |          | 04/02/2007     | LIMITED LIABILITY COMPANY: DELAWARE |
| APCO Services, LLC  |          | 04/02/2007     | LIMITED LIABILITY COMPANY: DELAWARE |

**RECEIVING PARTY DATA**

|                        |                                     |
|------------------------|-------------------------------------|
| <b>Name:</b>           | ING Capital LLC                     |
| <b>Street Address:</b> | 1325 Avenue of the Americas         |
| <b>City:</b>           | New York                            |
| <b>State/Country:</b>  | NEW YORK                            |
| <b>Postal Code:</b>    | 10019                               |
| <b>Entity Type:</b>    | LIMITED LIABILITY COMPANY: DELAWARE |

**PROPERTY NUMBERS Total: 6**

| 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: | 2123625 | SOMETHING YOU CAN COUNT ON ... AND MORE! |
| Registration Number: | 1645484 | TOTAL CARE                               |

**CORRESPONDENCE DATA**

**900073629**

**TRADEMARK  
 REEL: 003515 FRAME: 0849**

**CH \$165.00 1599868**

Fax Number: (917)777-3703  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: 212-735-3703  
Email: jubani@skadden.com  
Correspondent Name: John Ubani  
Address Line 1: 4 Times Square  
Address Line 4: New York, NEW YORK 10036

|                         |            |
|-------------------------|------------|
| ATTORNEY DOCKET NUMBER: | 290710/46  |
| NAME OF SUBMITTER:      | John Ubani |
| Signature:              | /JU/       |
| Date:                   | 04/05/2007 |

Total Attachments: 7  
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EXHIBIT B  
TO PLEDGE AND SECURITY AGREEMENT

**TRADEMARK SECURITY AGREEMENT**

This Trademark Security Agreement dated as of April 2, 2007, by the Grantors (as defined in the Pledge and Security Agreement referred to below), in favor of ING CAPITAL LLC, as agent for the Secured Parties (in such capacity, the "**Collateral Agent**").

**WITNESSETH:**

WHEREAS, pursuant to the Credit Agreement, dated as of April 2, 2007 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "**Credit Agreement**"), among AUTOMOBILE PROTECTION CORPORATION - APCO, a Georgia corporation and successor in interest to the merger between Automobile Protection Corporation - APCO and APCO One Holdings, LLC (the "Borrower" or "APCO"), APCO HOLDINGS, INC., a Delaware Corporation ("Holdings"), the lenders from time to time party hereto (each a "Lender" and, collectively, the "Lenders"), and ING CAPITAL LLC ("ING"), as Administrative Agent (in such capacity, the "Administrative Agent"), Sole Arranger and Sole Bookrunner, the Lenders have severally agreed to maintain loans to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, the Grantors other than the Borrower are party to the Guaranty pursuant to which they have guaranteed the Obligations;

WHEREAS the Borrower is the owner of the Trademarks on Schedule I hereto, including those acquired by the Borrower pursuant to a Trademark and Domain Name Assignment Agreement between the Borrower and Ford Motor Company dated April 2, 2007, and Closing (as defined therein) has occurred; and

WHEREAS, all the Grantors are party to that certain Pledge and Security Agreement dated April 2, 2007 in favor of ING Capital LLC, as Collateral Agent (the "**Pledge and Security Agreement**") pursuant to which the Grantors are required to execute and deliver this Trademark Security Agreement;

NOW THEREFORE, in consideration of the premises and to induce the Lenders and the Administrative Agent to enter into the Credit Agreement and to induce the Lenders to maintain their respective loans to the Borrower thereunder, each Grantor hereby agrees with the Collateral Agent as follows:

**Section 1. Defined Terms.**

Unless otherwise defined herein, terms defined in the Pledge and Security Agreement and used herein have the meaning given to them in the Pledge and Security Agreement.

**Section 2. Grant of Security Interest in Trademark Collateral.**

Each Grantor, as collateral security for the prompt and complete payment and performance in full when due, whether at stated maturity, by required payment, declaration,

EXHIBIT B-1

acceleration, demand or otherwise, of all Obligations of such Grantor, hereby grants to the Collateral Agent a security interest and continuing lien on all of its right, title and interest in, to and under all of its Trademarks and Trademark Licenses to which such Grantor is a party, including, without limitation, those referred to on Schedule I hereto (the "**Trademark Collateral**").

### **Section 3. Security Agreement.**


The security interest granted pursuant to this Trademark Security Agreement is granted in conjunction with the security interest granted to the Collateral Agent pursuant to the Pledge and Security Agreement and each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the security interest in the Trademark Collateral made and granted hereby are more fully set forth in the Pledge and Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

EXHIBIT B-2

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

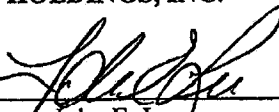
**THE GRANTORS**

**AUTOMOBILE PROTECTION CORPORATION- APCO**

By:   
Name: John E. Lee  
Title: President

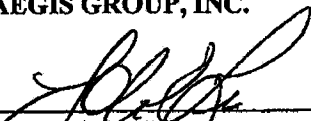
Address:  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

**APCO HOLDINGS, INC.**

By:   
Name: John E. Lee  
Title: President

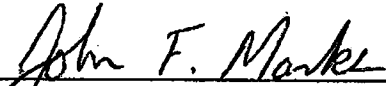
Address:  
c/o Automobile Protection Corporation - APCO  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

**THE AEGIS GROUP, INC.**

By:   
Name: John E. Lee  
Title: Executive Vice President

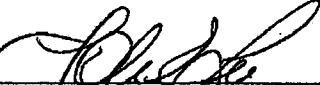
Address:  
c/o Automobile Protection Corporation - APCO  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

**THE AEGIS SERVICE CONTRACT  
LIABILITY PURCHASING GROUP, INC.**

By:   
Name: John F. Marks  
Title: Chief Financial Officer, Vice  
President and Secretary


Address:  
c/o Automobile Protection Corporation - APCO  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

**APCO LOUISIANA VMBI, LLC**

By:   
Name: John E. Lee  
Title: President and Chief Operating  
Officer

Address:  
c/o Automobile Protection Corporation - APCO  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

**APCO SERVICES, LLC**

By:   
Name: John E. Lee  
Title: President

Address:  
c/o Automobile Protection Corporation - APCO  
6010 Atlantic Boulevard  
Norcross, Georgia 30071  
Attn: Chief Financial Officer

ACKNOWLEDGEMENT OF GRANTOR

STATE OF Georgia )  
COUNTY OF Gwinnett ) ss.

On this \_\_\_ day of \_\_\_\_\_, 2007 before me personally appeared \_\_\_\_\_, proved to me on the basis of satisfactory evidence to be the person who executed the foregoing instrument on behalf of \_\_\_\_\_, who being by me duly sworn did depose and say that [he][she] is an authorized officer of said corporation, that the said instrument was signed on behalf of said corporation as authorized by its Board of Directors and that [he][she] acknowledged said instrument to be the free act and deed of said corporation.

*Deanna M. McHone*  
Notary Public



**Schedule I  
to  
Trademark Security Agreement**

***Trademark Registrations***

| <b>Debtor/<br/>Grantor</b>               | <b>Trademarks</b>                                   | <b>Jurisdiction</b> | <b>Registration/<br/>Filing Date</b> | <b>Registration<br/>No.</b> | <b>Status</b> |
|--|---|---------------------|--------------------------------------|-----------------------------|---------------|
| Automobile Protection Corporation - APCO | AEGIS   | Georgia             | 08/07/1989                           | S -9429                     | Registered    |
| Automobile Protection Corporation – APCO | AEGIS   | United States       | 06/05/1990                           | 1599868                     | Registered    |
| Automobile Protection Corporation – APCO | APCO AUTOMOBILE PROTECTION CORP. and Design         | United States       | 07/29/1986                           | 1403422                     | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE   | Maine               | 03/21/1988                           | 19880195                    | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE   | Massachusetts       | 10/13/1987                           | 40565                       | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE   | New Hampshire       | 09/28/1987                           |                             | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE   | Rhode Island        | 10/06/1987                           | 87101 (alt. 871001)         | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE (Stylized and Design)                     | United States       | 10/11/1988                           | 1508560                     | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE CERTIFIED PRE-OWNED VEHICLES (and Design) | United States       | 12/30/1997                           | 2125471                     | Registered    |
| Automobile Protection Corporation        | PERFECT PROFIT PROGRAM                              | Georgia             | 01/03/1989                           | S-8853                      | Registered    |
| Automobile Protection Corporation – APCO | SOMETHING YOU CAN COUNT ON. .AND MORE!              | United States       | 12/23/1997                           | 2123625                     | Registered    |
| Automobile Protection Corporation        | TOTAL CARE  | Georgia             | 02/13/1990                           | S9894                       | Registered    |
| Automobile Protection Corporation – APCO | TOTAL CARE  | United States       | 05/21/1991                           | 1645484                     | Registered    |
| Automobile Protection Corporation – APCO | ENTREIENOTAL  | Canada              | 2/27/2003                            | TMA576,575                  | Registered    |
| Automobile Protection Corporation – APCO | ENTRETIENFACILE                                     | Canada              | 2/27/2003                            | TMA576,570                  | Registered    |



| <b>Debtor/<br/>Grantor</b>               | <b>Trademarks</b>    | <b>Jurisdiction</b> | <b>Registration/<br/>Filing Date</b> | <b>Registration<br/>No.</b> | <b>Status</b> |
|--|----------------------|---------------------|--------------------------------------|-----------------------------|---------------|
| Automobile Protection Corporation – APCO | TOTAL CARE           | Canada              | 5/15/2002                            | TMA562,085                  | Registered    |
| Automobile Protection Corporation – APCO | EASY CARE and design | Canada              | 01/06/1999<br>05/28/2001             | 1001216<br>TMA545681        | Registered    |