

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Grant of Security Interest

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Networkcar, Inc.		03/31/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	Morgan Stanley & Co. Incorporated
Street Address:	1585 Broadway
City:	New York
State/Country:	NEW YORK
Postal Code:	10036
Entity Type:	Collateral Agent:

PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
Registration Number:	2884432	CONNECT WITH YOUR INNER CAR
Registration Number:	2808703	KNOW WHAT YOUR CAR IS THINKING
Registration Number:	2810620	NETWORKCAR
Registration Number:	2897117	NETWORKCAR
Registration Number:	3221288	NETWORKFLEET
Registration Number:	3256508	CONNECT WITH YOUR FLEET. LOG ON.

CORRESPONDENCE DATA

Fax Number:

(212)354-8113

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone:

212-819-8200

Email:

trademarkdocket@whitecase.com

Correspondent Name:

Matthew Bart

Address Line 1:

White & Case LLP

Address Line 2:

1155 Avenue of the Americas

Address Line 4:

New York, NEW YORK 10036

900104573

TRADEMARK
REEL: 003763 FRAME: 0201

CH \$165.00 2884432

ATTORNEY DOCKET NUMBER:	1130558-0025
NAME OF SUBMITTER:	Matthew Bart
Signature:	/Matthew Bart/
Date:	04/21/2008
Total Attachments: 4 source=24 - Trademark Grant - Networkcar Inc #page1.tif source=24 - Trademark Grant - Networkcar Inc #page2.tif source=24 - Trademark Grant - Networkcar Inc #page3.tif source=24 - Trademark Grant - Networkcar Inc #page4.tif	

**GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS**

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, NETWORKCAR, INC., a Delaware corporation (the "Grantor") with principal offices at 4510 Executive Drive, Suite 315, San Diego, CA 92121, hereby grants to Morgan Stanley & Co. Incorporated, as Collateral Agent, with principal offices at 1585 Broadway, New York, New York 10036 (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Guaranty and Collateral Agreement referred to below) and products of the Marks, (iii) the goodwill of the businesses with which the Marks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Marks or unfair competition regarding the same.

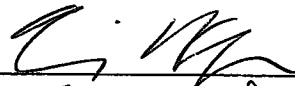
THIS GRANT is made to secure the satisfactory performance and payment of all the Obligations of the Grantor, as such term is defined in the Guaranty and Collateral Agreement among the Grantor, the other grantors from time to time party thereto and the Grantee, dated as of March 31, 2008 (as amended, modified, restated and/or supplemented from time to time, the "Guaranty and Collateral Agreement").

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Guaranty and Collateral Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Guaranty and Collateral Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Guaranty and Collateral Agreement, the provisions of the Guaranty and Collateral Agreement shall govern.

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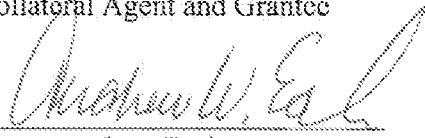
IN WITNESS WHEREOF, the undersigned have executed this Grant as of the
31st day of March, 2008.

NETWORKCAR, INC., Grantor

By 
Name: Craig Kaufmann
Title: Treasurer

MORGAN STANLEY & CO. INCORPORATED,
as Collateral Agent and Grantee

By


Name: Andrew Earls

Title: Managing Director

Trademark	Reg. No. (App. Date)	Reg. Date (Filing Date)
CONNECT WITH YOUR INNER CAR	2,884,432	9/14/2004
KNOW WHAT YOUR CAR IS THINKING	2,808,703	1/27/2004
NETWORKCAR	2,810,620	2/3/2004
NETWORKCAR and Design	2,897,117	10/26/2004
NETWORKFLEET	3,221,288	3/27/2007
CONNECT WITH YOUR FLEET. LOG ON.	3,256,508	6/26/2007