

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT																																							
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest																																							
CONVEYING PARTY DATA																																								
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>Carstar Franchise Systems, Inc.</td> <td></td> <td>05/30/2008</td> <td>CORPORATION: KANSAS</td> </tr> </table>	Name	Formerly	Execution Date	Entity Type	Carstar Franchise Systems, Inc.		05/30/2008	CORPORATION: KANSAS																																
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Carstar Franchise Systems, Inc.		05/30/2008	CORPORATION: KANSAS																																					
RECEIVING PARTY DATA																																								
Name:	RBC Bank (USA)																																							
Street Address:	531 South Main Street																																							
City:	Greenville																																							
State/Country:	SOUTH CAROLINA																																							
Postal Code:	29601																																							
Entity Type:	Bank: NORTH CAROLINA																																							
PROPERTY NUMBERS Total: 12																																								
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 15%;">Number</th> <th style="width: 65%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>3381711</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>2997840</td> <td>24</td> </tr> <tr> <td>Registration Number:</td> <td>2910275</td> <td></td> </tr> <tr> <td>Registration Number:</td> <td>2500235</td> <td>TRUST. IT'S OUR BUSINESS.</td> </tr> <tr> <td>Registration Number:</td> <td>2045406</td> <td>CARSTAR</td> </tr> <tr> <td>Registration Number:</td> <td>1953010</td> <td>CARSTAR</td> </tr> <tr> <td>Registration Number:</td> <td>1986220</td> <td>WHERE AMERICA GOES FOR QUALITY COLLISION REPAIR</td> </tr> <tr> <td>Registration Number:</td> <td>1620391</td> <td>CARSTAR</td> </tr> <tr> <td>Serial Number:</td> <td>77432283</td> <td>RELAX, WE'LL TAKE IT FROM HERE</td> </tr> <tr> <td>Serial Number:</td> <td>77432208</td> <td>BE SAFE AMERICA</td> </tr> <tr> <td>Serial Number:</td> <td>77432237</td> <td>TAKE 5</td> </tr> <tr> <td>Serial Number:</td> <td>77432266</td> <td>TAKE BACK YOUR LIFE</td> </tr> </tbody> </table>	Property Type	Number	Word Mark	Registration Number:	3381711		Registration Number:	2997840	24	Registration Number:	2910275		Registration Number:	2500235	TRUST. IT'S OUR BUSINESS.	Registration Number:	2045406	CARSTAR	Registration Number:	1953010	CARSTAR	Registration Number:	1986220	WHERE AMERICA GOES FOR QUALITY COLLISION REPAIR	Registration Number:	1620391	CARSTAR	Serial Number:	77432283	RELAX, WE'LL TAKE IT FROM HERE	Serial Number:	77432208	BE SAFE AMERICA	Serial Number:	77432237	TAKE 5	Serial Number:	77432266	TAKE BACK YOUR LIFE	
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CORRESPONDENCE DATA																																								

OP \$315.00 3381711

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TRADEMARK
REEL: 003793 FRAME: 0920

Fax Number: (919)416-8363

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

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

020716.011 NT CARSTAR EAR

NAME OF SUBMITTER:

Ellen A. Rubel

Signature:

/Ellen A. Rubel/

Date:

06/11/2008

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

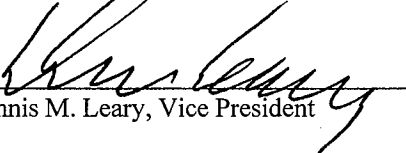
Please be advised that pursuant to the Loan and Security Agreement dated as of May 30, 2008 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Borrowers (each a "Borrower" and collectively, the "Borrowers") and RBC Bank (USA), a North Carolina banking institution (the "Bank"), the undersigned Borrower has granted a continuing security interest in and continuing lien upon the trademarks and trademark applications shown on Schedule 1 hereto to the Agent for the ratable benefit of the holders of the Secured Obligations.

The Borrowers and the Bank hereby acknowledge and agree that the security interest in the trademarks and trademark applications shown on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

[Remainder of page intentionally left blank – Signature page to follow]

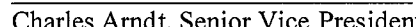
Very truly yours,

CARSTAR FRANCHISE SYSTEMS, INC.,
a Kansas corporation


Dennis M. Leary, Vice President

Acknowledged and Accepted:

RBC Bank (USA)


Charles Arndt, Senior Vice President

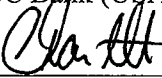
Very truly yours,

CARSTAR FRANCHISE SYSTEMS, INC.,
a Kansas corporation

Dennis M. Leary, Vice President

Acknowledged and Accepted:

RBC Bank (USA)



Charles Arndt, Senior Vice President

Schedule 1

**CARSTAR Franchise Systems, Inc.
(Kansas Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
Design Only	3381711	2/12/08
24 and Design	2997840	9/20/05
Design Only	2910275	12/14/04
TRUST. IT'S OUR BUSINESS.	2500235	10/23/01
CARSTAR and Design	2045406	3/18/97
CARSTAR and Design	1953010	1/30/96
WHERE AMERICA GOES FOR QUALITY COLLISION REPAIR	1986220	7/9/96
CARSTAR	1620391	10/30/90

Pending Applications

Mark	Registration No.	Registration Date
RELAX WE'LL TAKE IT FROM HERE	77432283	3/26/08
BE SAFE AMERICA	77432208	3/26/08
TAKE 5	77432237	3/26/08
TAKE BACK YOUR LIFE	77432266	3/26/08