

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

Name	Formerly	Execution Date	Entity Type
Carstar Franchise Systems, Inc.		05/30/2008	CORPORATION: KANSAS

RECEIVING PARTY DATA

Name:	BB&T Capital Partners/Windsor Mezzanine Fund, LLC, as Collateral Agent
Street Address:	101 North Cherry Street
Internal Address:	Suite 700
City:	Winston-Salem
State/Country:	NORTH CAROLINA
Postal Code:	27101
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 12

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

CORRESPONDENCE DATA

900108786

**TRADEMARK
 REEL: 003794 FRAME: 0472**

OP \$315.00 3381711

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 JUNIOR EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	06/12/2008

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 Security and Pledge 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 Grantors party thereto (each a "Grantor" and collectively, the "Grantors") the Lenders from time to time party thereto and BB&T Capital Partners/Windsor Mezzanine Fund, LLC, a Delaware limited liability company, as collateral agent (the "Agent") for the holders of the Secured Obligations referenced therein, the undersigned Grantor 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.

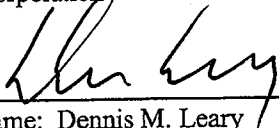
The Grantors and the Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the trademarks and trademark applications shown on Schedule 1 hereto (i) may only be terminated in accordance with the terms of the Agreement and (ii) is not to 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

By: _____


Name: Dennis M. Leary
Title: Vice President

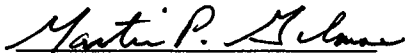
IP Notice - Trademarks (US)

TRADEMARK
REEL: 003794 FRAME: 0475

Acknowledged and Accepted:

BB&T CAPITAL PARTNERS/WINDSOR MEZZANINE FUND, LLC,
a Delaware limited liability company, as Collateral Agent

By: Reynolda Capital Management Company II, LLC, its manager

By: 
Name: Martin P. Gilmore
Title: Member

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