

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
New Country Motor Car Group, Inc.		01/29/2013	CORPORATION: NEW YORK
RECEIVING PARTY DATA			
Name:	Manufacturers and Traders Trust Company, as Administrative Agent		
Street Address:	One M&T Plaza, 8th Floor		
City:	Buffalo		
State/Country:	NEW YORK		
Postal Code:	14203		
Entity Type:	CORPORATION: NEW YORK		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2041811	NEW COUNTRY	
Serial Number:	75036814	NEW COUNTRY	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	(410) 385-5105		
Email:	jbilo@gebsmith.com		
Correspondent Name:	Jean Sheffic Bilodeau		
Address Line 1:	One South Street, Suite 2200		
Address Line 2:	Gebhardt & Smith LLP		
Address Line 4:	Baltimore, MARYLAND 21202		
ATTORNEY DOCKET NUMBER:	30905		
NAME OF SUBMITTER:	Jean Sheffic Bilodeau		
Signature:	/jsb/		

OP \$65.00 2041811

TRADEMARK

Date:

02/21/2013

Total Attachments: 4

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Execution Version

NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARK

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Third Amended and Restated Loan and Security Agreement dated to be effective as of January 29, 2013 (as the same may be amended, modified, extended, renewed, restated, supplemented, or replaced from time to time, "Security Agreement;" terms defined in the Security Agreement shall have the same meanings in this Notice), by and between the undersigned **NEW COUNTRY MOTOR CAR GROUP, INC.**, a New York corporation ("Pledgor"), and other Borrowers parties thereto, **MANUFACTURERS AND TRADERS TRUST COMPANY**, a New York banking corporation, in its capacity as administrative agent (in such capacity, the "Administrative Agent") for the "Lenders" that are parties to the Security Agreement, and for various other holders of the Obligations (the Administrative Agent, Lenders, and such other holders, collectively, the "Secured Parties"), whose mailing address and location is Manufacturers and Traders Trust Company, One M&T Plaza, Buffalo, New York 14203, Attn: General Counsel, the undersigned Pledgor has granted to the Administrative Agent for the benefit of the Secured Parties a continuing security interest in and to, and continuing lien upon, and hereby grants to the Administrative Agent for the benefit of the Secured Parties a continuing security interest in and to, the trademark and trademark application described on Exhibit A attached hereto, and all proceeds and products thereof.

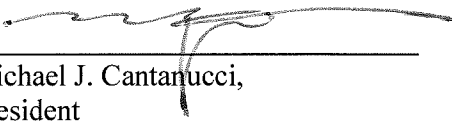
The Pledgor and the Administrative Agent, on behalf of the Secured Parties, hereby acknowledge and agree that the security interest in the aforesaid trademark and trademark application (i) may only be terminated in accordance with the terms of the Security Agreement, (ii) is not to be construed as an assignment of any trademark or trademark application, and (iii) the rights and remedies of the Secured Parties with respect thereto are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein.

This Notice may be executed in any number of counterparts. Signature pages to this Notice delivered by electronic communication (including facsimile, email, and internet or intranet websites) shall be as effective, valid, enforceable, and binding upon the indicated signatories as manually delivered signatures.

Very truly yours,

**NEW COUNTRY MOTOR CAR GROUP,
INC.,**
A New York Corporation

By: _____


Michael J. Cantanucci,
President

Address:
358 Broadway, Suite 403
Saratoga Springs, New York 12866

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Administrative Agent

By: _____
James C. Neaf
Administrative Vice President

This Notice may be executed in any number of counterparts. Signature pages to this Notice delivered by electronic communication (including facsimile, email, and internet or intranet websites) shall be as effective, valid, enforceable, and binding upon the indicated signatories as manually delivered signatures.

Very truly yours,

**NEW COUNTRY MOTOR CAR GROUP,
INC.,**
A New York Corporation

By: _____
Michael J. Cantanucci,
President

Address:
358 Broadway, Suite 403
Saratoga Springs, New York 12866

Acknowledged and Accepted:

MANUFACTURERS AND TRADERS TRUST COMPANY,
as Administrative Agent

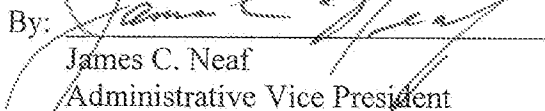

By:  _____
James C. Neaf
Administrative Vice President

EXHIBIT A TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARK

**U.S. Trademark Application/Registration Owned By:
New Country Motor Car Group, Inc.**

Trademark	Serial Number	Filing Date	Registration Number	Issue Date
Word Mark/Typed drawing Type of Mark: Service Mark: 	75036814	12/21/95	2041811	3/4/97