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Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005) Tab settings

ET U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office



102468482

To the Honorable Commissioner and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies): First American Credit Management Solutions, Inc. [] Individual(s) [] Association [] General Partnership [] Limited Partnership [x] Corporation-State [] Other

2. Name and address of receiving party(ies) Name: Credit Online, Inc. Internal Address: Suite N109 Street Address: 105 Maxess Road City: Melville State: NY Zip: 11747

Additional name(s) of conveying party(ies) attached? [] Yes [x] No

3. Nature of conveyance: [x] Assignment [] Merger [] Security Agreement [] Change of Name [] Other

[] Individual(s) citizenship [] Association [] General Partnership [] Limited Partnership [x] Corporation-State Delaware [] Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: [] Yes [] No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? [] Yes [x] No

Execution Date: 3/19/03

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) 75/886514

B. Trademark Registration No.(s) 1,901,891; 2,638,036; 2,189,576

Additional number(s) attached [] Yes [x] No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Claudia Ray, Esq.

Internal Address:

Street Address: O'Melveny & Myers LLP 153 East 53rd Street

City: New York State: NY Zip: 10022

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41) \$ 115.00

[] Enclosed [] Authorized to be charged to deposit account

8. Deposit account number: 500639

DO NOT USE THIS SPACE

9. Signature. 06/09/2003 TDIAZI 00000079/500639 75886514

Samantha L. Hetherington Name of Person Signing

Samantha Hetherington Signature

5/30/03 Date

Total number of pages including cover sheet, attachments, and document: 36

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

TRADEMARK ASSIGNMENT

THIS TRADEMARK ASSIGNMENT (the "Trademark Assignment") is made and entered into this 19th day of March 2003 (the "Effective Date") by and between First American Credit Management Solutions, Inc., a Delaware corporation ("Assignor" and "CMSI") and Credit Online, Inc., a Delaware corporation ("Assignee").

WHEREAS, Assignor desires to transfer and assign to Assignee, and Assignee desires to accept from Assignor, the trademarks, and any and all registrations and use-based applications for registration pertaining thereto, listed in the attached Schedule A, together with the goodwill of any business connected to and symbolized by such trademarks (collectively, the "Trademarks"),

NOW, THEREFORE,

1. Assignor hereby assigns, transfers and conveys to Assignee the entire right, title and interest in and to the Trademarks.
2. In consideration for this Trademark Assignment, Assignee shall pay to Assignor such good and valuable consideration as set forth in that certain Stock Purchase Agreement, dated as of January 30, 2003, between Assignor, Assignee, The First American Corporation and DealerTrack Holdings, Inc. (the "Stock Purchase Agreement").
3. Assignor agrees to effectuate and deliver to Assignee such instruments of transfer and other instruments as may reasonably be requested by Assignee in order to vest in Assignee good and marketable title in and to the Trademarks, and otherwise to carry out the purpose and intent of this Trademark Assignment.

IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Assignment the day and year first above written.

FIRST AMERICAN CREDIT MANAGEMENT SOLUTIONS, INC.

By: Howard Z. Tischer
Title: President and CEO

CREDIT ONLINE, INC.

By: Howard Z. Tischer
Title: President and CEO

STATE OF new York)

COUNTY OF new York)

The foregoing instrument was acknowledged before me this 19th day of March, 2003, by Howard Tischler, Howard Tischler of First American on behalf of Credit Online, Inc. Credit Management Solutions, Inc.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public in and for
[State]

[S E A L]

My Commission Expires:

Richard Roel

RICHARD ROEL
Notary Public, State of New York
No. 01RO5026268
Qualified in Nassau County
Commission Expires April 18, 2006

Schedule A

MARK	STATUS	REGISTRANT OWNER	COUNTRY
CREDIT CONNNECTION	<ul style="list-style-type: none"> • Filing Date: 2/18/94 • Reg. Date: 6/27/95 • Reg. No. 1,901,891 	CMSI	USA
CREDIT CONNNECTION	<ul style="list-style-type: none"> • Filing Date: 1/05/00 • Applic. No. 75/886,514 	CMSI	USA
	<ul style="list-style-type: none"> • Common Law 	CMSI	USA, Canada
CREDITONLINE	<ul style="list-style-type: none"> • Filing Date: 2/22/00 • Reg. Date: 10/22/02 • Reg. No. 2,638,036 	CMSI	USA
Credit Online logo	<ul style="list-style-type: none"> • Filing Date: 7/6/95 • Reg. Date: 9/15/98 • Reg. No. 2,189,576 	CMSI	USA
	<ul style="list-style-type: none"> • Common Law 	CMSI	USA
LENDERLINK	<ul style="list-style-type: none"> • Common Law 	CMSI	USA