

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
JM Auto, Inc.		06/07/2001	CORPORATION: FLORIDA
RECEIVING PARTY DATA			
Name:	Wachovia Bank, National Association, as Collateral Agent		
Street Address:	301 S. College Street		
Internal Address:	One Wachovia Center, DC-5		
City:	Charlotte		
State/Country:	NORTH CAROLINA		
Postal Code:	28288		
Entity Type:	national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2847291	UNDERPRICE AND OVERDELIVER	
Registration Number:	2847290	UNDERPRICE	
CORRESPONDENCE DATA			
Fax Number:	(919)416-8339		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	919 286-8028		
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		
NAME OF SUBMITTER:	Charles L. Evans		
Signature:	/Charles L. Evans/		

OP \$65.00 2847291

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TRADEMARK
REEL: 003004 FRAME: 0994

Date:

01/08/2005

Total Attachments: 2

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Security Agreement dated as of June 7, 2001 (as amended, supplemented or otherwise modified from time to time, the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and Wachovia Bank, National Association (f/k/a First Union National Bank), as Collateral Agent (the "Collateral Agent") for the benefited parties referenced therein (the "Benefited Parties"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Collateral Agent for the ratable benefit of the Benefited Parties:

U.S. Trademarks

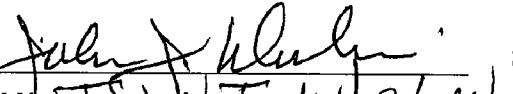
Registered Marks

Mark	Appl. Ser. No.	Filing Date
UNDERPRICE AND OVERDELIVER	2847291	6/1/04
UNDERPRICE	2847290	6/1/04

The Obligors and the Collateral Agent, on behalf of the Benefited Parties, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

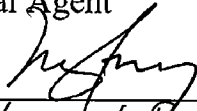
Very truly yours,

JM AUTO, INC.

By: 
Name: John J. Whelan
Title: SECRETARY

Acknowledged and Accepted:

WACHOVIA BANK, NATIONAL ASSOCIATION,
as Collateral Agent

By: 
Name: Michael Romanzo
Title: VICE PRESIDENT