

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		Release of Trademark Security Agreement (Senior Subordinated Debt)	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Fifth Third Bank		01/31/2014	Banking Corporation: OHIO
RECEIVING PARTY DATA			
Name:	AGM AUTOMOTIVE, INC.		
Street Address:	1708 Northwood Drive		
City:	Troy		
State/Country:	MICHIGAN		
Postal Code:	48084		
Entity Type:	CORPORATION: MICHIGAN		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4138414	ORIGINATIVITY	
CORRESPONDENCE DATA			
Fax Number:	2025339099		
	<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>		
Phone:	202-467-8800		
Email:	jspiantanida@vorys.com, dharcher@vorys.com		
Correspondent Name:	VORYS, SATER, SEYMOUR & PEASE LLP		
Address Line 1:	P.O. BOX 2255-IPLAW@VORYS		
Address Line 2:	Attn: Tanya Marie Curcio		
Address Line 4:	Columbus, OHIO 43216		
ATTORNEY DOCKET NUMBER:	005252-883/1707/RELEASE		
NAME OF SUBMITTER:	Julie S. Piantanida		
Signature:	/julie piantanida/		

CH \$40.00 4138414

Date:

03/06/2014

Total Attachments: 2

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RELEASE OF TRADEMARK SECURITY AGREEMENT
(Senior Subordinated Debt)

THIS RELEASE OF TRADEMARK SECURITY AGREEMENT ("Release"), dated as of January 31, 2014, is made by FIFTH THIRD BANK, an Ohio banking corporation solely through its Mezzanine Finance Group ("FTMFG"), and is as follows:

WHEREAS, FTMFG and AGM AUTOMOTIVE, INC., a Michigan corporation ("Debtor"), are parties to that certain Trademark Security Agreement, dated as of April 23, 2013 (the "Agreement"), which was recorded with The United States Patent and Trademark Office on July 1, 2013 in its records at Reel 5061, Frame 0577 (capitalized terms used, but not defined, herein shall have the meanings given to them in the Agreement);

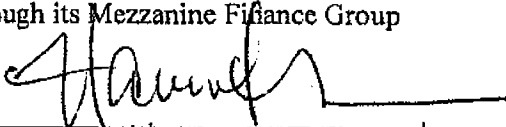
WHEREAS, the Agreement granted to FTMFG a continuing security interest in and to, and Lien on, all of the Trademark Collateral, including each mark, registration, and application listed on Schedule I attached hereto and made a part hereof; and

WHEREAS, FTMFG desires to release its security interest in and to, and Lien on, the Trademark Collateral solely as granted under the Agreement.

NOW, THEREFORE, FTMFG hereby releases its security interest in and to, and Lien on, the Trademark Collateral granted under the Agreement; *provided, however*, that nothing in this Release shall be construed as terminating, releasing, decreasing, diminishing, or in any other way altering Debtor's obligations, or Fifth Third Bank's rights or Liens, under (i) that certain Trademark Security Agreement, dated as of April 23, 2013 (the "Initial Senior Agreement"), which was recorded with The United States Patent and Trademark Office on July 1, 2013 in its records at Reel 5061, Frame 0590; which Initial Senior Agreement is being amended and restated by that certain Amended and Restated Trademark Security Agreement dated as of even date herewith (the "Senior Agreement"), between AGM Automotive, LLC, a Delaware limited liability company ("AGM") and successor by conversion to Debtor, and Fifth Third Bank, as Agent for the benefit of itself and certain other lenders from time to time, or (ii) any other Loan Document (as defined in the Credit Agreement, which is defined in the Senior Agreement).

IN WITNESS WHEREOF, FTMFG has caused this Release to be duly executed as of the day and year first above written.

FIFTH THIRD BANK,
an Ohio banking corporation,
through its Mezzanine Finance Group

By: 
Name: Harrison S. Mullin
Title: V.P.

**SCHEDULE I
TRADEMARKS**

U.S. FEDERALLY-REGISTERED TRADEMARKS

Mark	Serial No.	Filing Date	Reg. No.	Reg. Date
ORIGINATIVITY	85/415,685	09-06-2011	4,138,414	05-08-2012