

07-16-2001

7-9-01



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TO: The Commissioner of Patents and T. *Please record the attached original document(s) or copy(ies).*

**Submission Type**

New

Resubmission (Non-Recordation)  
Document ID#

Correction of PTO Error  
Reel #  Frame #

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**Conveyance Type**

Assignment  License

Security  Nunc Pro Tunc Assignment

Merger

Change of Name

Other

Effective Date  
Month Day Year

JUL - 9

**Conveying Party**

Mark if additional names of conveying parties attached

Execution Date  
Month Day Year

Name

Formerly

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

Citizenship/State of Incorporation/Organization

**Receiving Party**

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

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City State/Country Zip Code

Individual  General Partnership  Limited Partnership  Corporation  Association

Other

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If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

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01 FC:481  
02 FC:482  
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Mail documents to be recorded with required cover sheet(s) information to:  
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**Domestic Representative Name and Address**

Enter for the first Receiving Party Only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached  
 Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)			Registration Number(s)		
<input type="text" value="76/186,725"/>	<input type="text" value="75/638,980"/>	<input type="text"/>	<input type="text" value="2,195,776"/>	<input type="text" value="1,445,056"/>	<input type="text"/>
<input type="text" value="76/142,161"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,946,961"/>	<input type="text" value="1,432,865"/>	<input type="text"/>
<input type="text" value="75/833,421"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1,921,163"/>	<input type="text"/>	<input type="text"/>

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**Statement and Signature**

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

Steven D. Thomas  
Name of Person Signing

Steven D. Thomas  
Signature

July 5, 2001  
Date Signed

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 (the "Security Agreement") by and among the Obligors thereto (each an "Obligor" and collectively, the "Obligors") and 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	Registration No.	Registration Date
TITAN STRIPE	2,195,776	10/13/98
ONCE-A-THON!	1,946,961	1/9/96
LEASE CARE	1,921,163	9/19/95
ARMORED BY PERMA-GUARD (Stylized)	1,445,056	6/30/87
PERMA-GUARD	1,432,865	3/17/87

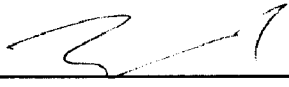
**Pending Applications**

Mark	Appl. Ser. No.	Filing Date
CHOOSE WISELY	76-186,725	12/27/00
CONNECTIONS	76-142,161	10/6/00
EASYDRIVE	75-833,421	10/28/99
THE VALUE IS REAL!	75-638,980	2/9/99

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,

SOUTHEAST TOYOTA DISTRIBUTORS, LLC

By:   
Name: Eric Gebhard  
Title: Assistant Treasurer

Acknowledged and Accepted:

FIRST UNION NATIONAL BANK,  
as Collateral Agent

By:   
Name: Margaret Walker Duvall  
Title: Senior Vice President