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(Rev. 10/02)
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Tab settings

102465367

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

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

1. Name of conveying party(ies):

First American Credit Management Solutions, Inc. *S-22 US*
 Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other

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

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other

Execution Date: 03/19/03

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

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 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 No

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 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:

500638 Code 3219

DO NOT USE THIS SPACE

9. Signature.

Samantha L. Hetherington
Name of Person Signing

Samantha Hetherington
Signature

5/22/03
Date

06/04/2003 L MUELLER 00000113 500639 75886514 Total number of pages including cover sheet, attachments, and document: 5

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

01 FC:8521 40.00 CH
02 FC:8522 75.00 CH

TRADEMARK
REEL: 002746 FRAME: 0397

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 L. Tischler

Title: President and CEO

CREDIT ONLINE, INC.

By: Howard L. Tischler

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]

[SEAL]

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