

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Cross Country Automotive Services, Inc.		09/15/2008	CORPORATION: NEVADA

RECEIVING PARTY DATA

Name:	Bank of America, N.A.
Street Address:	100 Federal Street
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	National Banking Association:

PROPERTY NUMBERS Total: 19

Property Type	Number	Word Mark
Registration Number:	2727632	AUTOVALET
Registration Number:	2623732	ARGOSI.NET
Registration Number:	2665473	A ARGOSI NET
Registration Number:	1796158	DRIVER'S CHOICE
Registration Number:	2878223	BUILDING LASTING RELATIONSHIPS, CREATING LIFETIME VALUE
Registration Number:	1872927	DRIVER'S ONECARD
Registration Number:	2327061	ASSIST 24
Registration Number:	1604976	ASSIST 24
Registration Number:	2668584	DRIVER'S PREMIER
Registration Number:	2677030	DRIVER'S ELITE
Registration Number:	2677031	DRIVER'S ONE
Registration Number:	2768680	ARGOSI
Serial Number:	78217019	ARGOSI

OP \$490.00 2727632

Serial Number:	78594974	VIMS
Serial Number:	77162871	SAFE 'N SECURE
Serial Number:	78926744	TOWEVENTS
Serial Number:	77480185	INTELLIGENT SOLUTIONS FROM CROSS COUNTRY
Serial Number:	77480255	
Serial Number:	77480232	MERJ

CORRESPONDENCE DATA

Fax Number: (617)502-4877
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 617-248-4877
Email: hbalmat@choate.com
Correspondent Name: Heather E. Balmat
Address Line 1: Two International Place
Address Line 2: Choate, Hall & Stewart LLP
Address Line 4: Boston, MASSACHUSETTS 02110

ATTORNEY DOCKET NUMBER:	2005936.0009
NAME OF SUBMITTER:	Heather E. Balmat
Signature:	/Heather E. Balmat/
Date:	09/15/2008

Total Attachments: 3
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TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "*Agreement*"), is entered into as of September 15, 2008, by CROSS COUNTRY AUTOMOTIVE SERVICES, INC., a Nevada corporation ("*CCAS*"), CROSS COUNTRY MOTOR CLUB, INC., a Massachusetts corporation ("*CCMC*"), ATX GROUP, INC., a Texas corporation ("*ATX*" and, together with CCAS and CCMC, the "*Grantors*" and each a "*Grantor*"), in favor of BANK OF AMERICA, N.A., in its capacity as Administrative Agent under and as defined in the Credit Agreement.

W I T N E S S E T H:

WHEREAS, the Grantors are party to a Security Agreement dated as of September 12, 2008 (as amended from time to time, the "*Security Agreement*") in favor of the Administrative Agent pursuant to which the Grantors are required to execute and deliver this Agreement;

NOW, THEREFORE, in consideration of the premises and to induce the Administrative Agent, for the benefit of the Secured Parties, to enter into Credit Agreement, the Grantors hereby agree with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, terms defined in the Security Agreement and used herein have the meaning given to them in the Security Agreement.

SECTION 2. Grant of Security Interest in Trademark Collateral. Each Grantor hereby pledges and grants to the Administrative Agent for the benefit of the Lenders a lien on and a security interest in and to all of its right, title and interest in, to and under all:

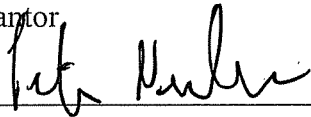
- (a) Trademarks for which registrations or applications for registration are listed on Schedule I attached hereto;
- (b) Goodwill associated with such Trademarks; and
- (c) Proceeds of any and all of the foregoing.

SECTION 3. Security Agreement. The security interest granted pursuant to this Agreement is granted in conjunction with the security interest granted to the Administrative Agent pursuant to the Security Agreement and the Grantors hereby acknowledge and affirm that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein. In the event that any provision of this Agreement is deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall control.

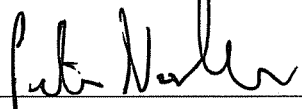
[Signature Page Follows]

IN WITNESS WHEREOF, each Grantor has caused this Agreement to be executed and delivered by its duly authorized offer as of the date first set forth above.

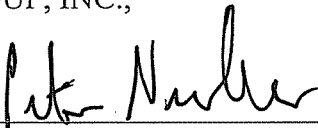
CROSS COUNTRY AUTOMOTIVE SERVICES, INC.,
as Grantor

By: 
Name:
Title:

CROSS COUNTRY MOTOR CLUB, INC.
as Grantor

By: 
Name:
Title:

ATX GROUP, INC.,
as Grantor

By: 
Name:
Title:

[Signature Page to Trademark Security Agreement]

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TRADEMARK
REEL: 003853 FRAME: 0361

Schedule I

TRADEMARKS AND SERVICEMARKS:

<u>MARK</u>	<u>REGISTRATION/APPLICATION NUMBER</u>	<u>REGISTRATION DATE</u>	<u>OWNER</u>
AUTOVALET	2727632	June 17, 2003	CCAS
ARGOSI.NET (BLOCK)	2623732)	September 24, 2002	CCAS
ARGOSI.NET (Miscellaneous Design)	TMA638936 (Canada)	May 3, 2005	CCAS
ARGOSI.NET (Design plus character(s))	2665473	December 24, 2002	CCAS
RV-AID (BLOCK)	1163187	July 28, 1981	CCMC
DRIVER'S CHOICE (BLOCK)	1796158)	September 28, 1993	CCAS
BUILDING LASTING RELATIONSHIPS	2878223	August 31, 2004	CCAS
DRIVER'S ONECARD (BLOCK)	1872927	January 10, 1995	CCAS
HIGHWAY DESIGN (Miscellaneous Design)	1396203	June 3, 1985	CCMC
ASSIST 24 (BLOCK)	2327061	March 7, 2000	CCAS
ASSIST 24 (BLOCK)	1604976	July 3, 1990	CCAS
DRIVER'S PREMIER (BLOCK)	2668584	December 31, 2002	CCAS
DRIVER'S ELITE (BLOCK)	2677030)	January 21, 2003	CCAS
DRIVER'S ONE (BLOCK)	2677031	January 21, 2003	CCAS
ARGOSI (BLOCK)	2768680	September 30, 2003	CCAS
ARGOSI	1186607 (Canada - Pending)	August 6, 2003	CCAS
ARGOSI (BLOCK)	78/217019	February 20, 2003	CCAS
VIMS (BLOCK)	78/594974	March 25, 2005	CCAS
SAFE 'N SECURE (BLOCK)	77/162871	April 23, 2007	CCAS
TOWEVENTS (BLOCK)	78/926744	July 11, 2006	CCAS
DRIVER'S CHOICE (BLOCK)	1796158	September 28, 1993	CCAS
INTELLIGENT SOLUTIONS FROM CROSS COUNTRY (BLOCK)	77/480185		CCAS
M (DESIGN PLUS CHARACTER(S))	77/480255		CCAS
MERJ (BLOCK)	77/480232		CCAS
ATX	3039449	January 10, 2006	ATX
ATX & Design	3052211	January 31, 2006	ATX
ATX TECHNOLOGIES	2189864	September 15, 1998	ATX
ATX Logo	3439569 (EU)	May 19, 2005	ATX
ON GUARD	559790 (Canada)	March 27, 2002	ATX