ASSIGNMENT AGREEMENT

This Assignment is attached to and expressly made a part of that certain Motor Vehicle Retail Installment Contract ("Contract") dated _____ by and between:

Seller (Dealer):_____ Buyer(s): _____ &_____ .

It is expressly understood and agreed that U Drive Acceptance Corp ("UDAC") is substituted each and every time where the name:

_____

appears on the Retail Installment Contract ("Contract") described herein. For value received, Seller hereby expressly sells, assigns, and transfers all of Seller's rights, title, and interest in the Contract, in all monies due and to become due there under, and in and to the vehicle and other property and security interests described therein, to UDAC and/or its successors, assigns, subsidiaries, or affiliates. Additionally, all representations, warranties, indemnifications, guaranties and hold harmless provisions made by Seller specified in the Contract, and all other terms of the assignment contained therein, are hereby made in favor of UDAC.

This Assignment specifically includes, but is not limited to, all rights, title, and interest of Seller in any insurance policies and other products (and the proceeds thereof) purchased, endorsed, or obtained by said Buyer(s) under the terms of the Contract. This Assignment specifically includes all rights, title, and interest of Seller in and to the vehicle including any property, collateral or security interest described or provided for in the Contract.

This Assignment, upon execution by Seller, shall assign Seller's rights in the Contract to UDAC and not to any assignee(s) named in the Contract. This Assignment shall not be deemed to relieve Seller from any liability for the breach of any warranties, representations or agreements contained herein or in the Contract or in the Dealer Agreement between UDAC and Dealer.

VIN#:_____

Year, Make, & Model:_____

Seller-Dealership (please print): X_____

Seller's Agent (please print): X_____

Agent's Signature: X_____

Title of Agent: X_____

Date of Assignment: X_____