

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM328388

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LG DT Merger Sub, LLC		12/22/2014	LIMITED LIABILITY COMPANY: DELAWARE
Dealer Tire, LLC		12/22/2014	LIMITED LIABILITY COMPANY: DELAWARE
LG DT Holdings Merger Sub, LLC		12/22/2014	LIMITED LIABILITY COMPANY: DELAWARE
Dealer Tire Holdings, LLC		12/22/2014	LIMITED LIABILITY COMPANY: DELAWARE

RECEIVING PARTY DATA

Name:	JPMorgan Chase Bank, N.A., as Collateral Agent
Street Address:	10 S. Dearborn, 7th Floor
City:	Chicago
State/Country:	ILLINOIS
Postal Code:	60603
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 25

Property Type	Number	Word Mark
Registration Number:	3128731	POINTS PLUS
Registration Number:	3081809	POINTS PLUS
Registration Number:	3094908	TIRE OPPORTUNITY BUSINESS PLAN
Registration Number:	3607282	DYNAMIC RETAIL SELLING GUIDE
Registration Number:	3463360	TIRECAST
Registration Number:	2668011	DEALER TIRE
Registration Number:	2506786	DISCOVER THE POWER OF A LOYAL CUSTOMER
Registration Number:	3093482	DEALERTIRE.COM
Registration Number:	4117159	DRIVE REWARD\$
Registration Number:	4317274	OUR REPUTATION KEEPS YOU ROLLING
Registration Number:	4486449	RIGHTTURN
Registration Number:	4482690	RIGHTTURN
Registration Number:	4565449	
Registration Number:	4433633	TIRECOACH

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4433595	THE RIGHT LANE
Serial Number:	85345707	DYNAMICREPAIRANSWERS
Serial Number:	85345725	DYNAMICSERVICESENSE
Serial Number:	85473844	RIGHTTURN
Serial Number:	85527449	RIGHTTURN
Serial Number:	85527446	
Serial Number:	85698610	THE SMARTEST WAY TO BUY TIRES
Serial Number:	86142857	TIRE PORTER
Serial Number:	86261431	TIRE PORTER TIRE STORAGE SOLUTION
Serial Number:	86374730	TIRE TRIGGER
Serial Number:	86464067	TIRE SIDE CHAT

CORRESPONDENCE DATA

Fax Number: 2124552502

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: (212) 455-2895

Email: ksolomon@stblaw.com

Correspondent Name: Samantha J. Himelman, Esq.

Address Line 1: Simpson Thacher & Bartlett LLP

Address Line 2: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	509265/1888
NAME OF SUBMITTER:	Samantha J. Himelman
SIGNATURE:	/sjh/
DATE SIGNED:	01/08/2015

Total Attachments: 10

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INTELLECTUAL PROPERTY SECURITY AGREEMENT

This INTELLECTUAL PROPERTY SECURITY AGREEMENT is entered into as of December 22, 2014, (this "Agreement"), by LG DT Merger Sub, LLC, a Delaware limited liability company, which will be merged with and into Dealer Tire, LLC, a Delaware limited liability company (the "Borrower"), as borrower, LG DT Holdings Merger Sub, LLC, a Delaware limited liability company, which will be merged with and into Dealer Tire Holdings, LLC, a Delaware limited liability company ("Holdings"), the Subsidiary Parties from time to time party hereto (the foregoing, collectively, the "Grantors") in favor of JPMorgan Chase Bank, N.A. ("JPM"), as collateral agent (in such capacity, the "Collateral Agent") for the Secured Parties.

Reference is made to that certain Pledge and Security Agreement, dated as of December 22, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Security Agreement"), among the Loan Parties party thereto and the Collateral Agent. The Lenders (as defined below) have extended credit to the Borrower (as defined in Credit Agreement (as defined below)) subject to the terms and conditions set forth in that certain Credit Agreement, dated as of December 22, 2014 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time and in effect on the date hereof, the "Credit Agreement"), by and among Dealer Tire Holdings, LLC, a Delaware limited liability company, as Holdings, Dealer Tire, LLC, a Delaware limited liability company, as the Borrower, the Lenders from time to time party thereto, JPM, in its capacities as a swingline lender, an issuing bank and as administrative agent and collateral agent for the Lenders. Consistent with the requirements set forth in Sections 4.01 and 5.12 of the Credit Agreement and Section 4.03(c) of the Security Agreement, the parties hereto agree as follows:

SECTION 1. *Terms.* Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Security Agreement.

SECTION 2. *Grant of Security Interest.* As security for the prompt and complete payment or performance, as the case may be, in full of the Secured Obligations, each Grantor, pursuant to the Security Agreement, did and hereby does pledge, collaterally assign, mortgage, transfer and grant to the Collateral Agent, its successors and permitted assigns, on behalf of and for the ratable benefit of the Secured Parties, a continuing security interest in all of its right, title or interest in, to or under all of the following assets, whether now owned or at any time hereafter acquired by or arising in favor of such Grantor and regardless of where located (collectively, the "IP Collateral"):

- A. all Trademarks, including the Trademark registrations and registration applications in the United States Patent and Trademark Office listed on Schedule I hereto;
- B. all Patents, including the Patent registrations and pending applications in the United States Patent and Trademark Office listed on Schedule II hereto
- C. all Copyrights, including the Copyright registrations and pending applications for registration in the United States Copyright Office listed on Schedule III; and
- D. all proceeds of the foregoing;

in each case to the extent the foregoing items constitute Collateral.

SECTION 3. *Security Agreement.* The security interests granted to the Collateral Agent herein are granted in furtherance, and not in limitation of, the security interests granted to the Collateral Agent pursuant to the Security Agreement. Each Grantor hereby acknowledges and affirms that the rights and remedies of the Collateral Agent with respect to the IP Collateral are more fully set forth in the Security

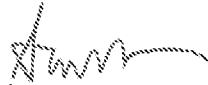
Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 4. *Governing Law.* This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

[Signature Pages Follow]


IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

LG DT MERGER SUB, LLC
LG DT HOLDINGS MERGER SUB, LLC

By: 
Name: Scott Mueller
Title: Chief Executive Officer

After giving effect to the Holdings Merger:

DEALER TIRE HOLDINGS, LLC

By: 
Name: Scott Mueller
Title: Chief Executive Officer

After giving effect to the Target Merger:

DEALER TIRE, LLC
DT CANADIAN HOLDINGS, LLC
RIGHTTURN, LLC
DT FINANCIAL SERVICES, LLC

By: 
Name: Scott Mueller
Title: Chief Executive Officer

SCHEDULE I**TRADEMARKS**

REGISTRANT	REGISTRATION NO.	REGISTRATION DATE	MARK
Dealer Tire, LLC	3128731	8/15/2006	POINTS PLUS & Design
Dealer Tire, LLC	3081809	4/18/2006	POINTS PLUS
Dealer Tire, LLC	3094908	5/23/2006	TIRE OPPORTUNITY BUSINESS PLAN
Dealer Tire, LLC	3607282	4/14/2009	DYNAMIC RETAIL SELLING GUIDE
Dealer Tire, LLC	3463360	7/8/2008	TIRECAST
Dealer Tire, LLC	2668011	12/31/2002	DEALER TIRE & Design
Dealer Tire, LLC	2506786	11/13/2001	DISCOVER THE POWER OF A LOYAL CUSTOMER
Dealer Tire, LLC	3093482	5/16/2006	DEALERTIRE.COM
Dealer Tire, LLC	4117159	3/27/2012	DRIVE REWARDS\$
Dealer Tire, LLC	4317274	4/9/2013	OUR REPUTATION KEEPS YOU ROLLING
Dealer Tire, LLC	4486449	2/18/2014	RIGHTTURN & Design
Dealer Tire, LLC	4482690	2/11/2014	RIGHTTURN
Dealer Tire, LLC	4565449	7/8/2014	RIGHTTURN Logo
Dealer Tire, LLC	4433633	11/12/2013	TIRECOACH
Dealer Tire, LLC	4433595	11/12/2013	THE RIGHT LANE

TRADEMARK APPLICATIONS

REGISTRANT	APPLICATION NO.	APPLICATION DATE	MARK
Dealer Tire, LLC	85/345,707	6/14/2011	DYNAMICREPAIRANS WERS

Dealer Tire, LLC	85/345,725	6/14/2011	DYNAMICSERVICESEN SE
Dealer Tire, LLC	85/473,844	11/16/2011	RIGHTTURN
Dealer Tire, LLC	85/527,449	1/27/2012	RIGHTTURN & Design
Dealer Tire, LLC	85/527,446	1/27/2012	RIGHTTURN Logo
Dealer Tire, LLC	85/698,610	8/8/2012	THE SMARTEST WAY TO BUY TIRES
Dealer Tire, LLC	86/142,857	12/13/2013	TIRE PORTER
Dealer Tire, LLC	86/261,431	4/24/2014	TIRE PORTER TIRE STORAGE SOLUTION Logo
Dealer Tire, LLC	86/374,730	8/22/2014	TIRE TRIGGER
Dealer Tire, LLC	86/464,067	11/25/2014	TIRE SIDE CHAT

SCHEDULE II

PATENTS

OWNER	PATENT NUMBER	DESCRIPTION
Dealer Tire, LLC	8,719,072	System and Method for identifying retail tire sales opportunities

PATENT APPLICATIONS

OWNER	APPLICATION NO.	FILE DATE	TITLE
Dealer Tire, LLC	13/248,623	9/29/2011	Portable On-Tread Tire Rack
Dealer Tire, LLC	13/597,379	8/29/2012	Processor Implemented Systems and Methods for Winter Tire Pre-Ordering and Tire Storage
Dealer Tire, LLC	13/647,653	10/9/2012	Tire Recommendation Engine
Dealer Tire, LLC	14/225,683	3/26/2014	System and Method for Identifying Retail Tire Sales

SCHEDULE III

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REGISTRANT	REGISTRATION NO.	REGISTRATION DATE	TITLE
Dealer Tire, LLC	TXu001642580	7/13/2009	Tires 101 GST 041309
Dealer Tire, LLC	TXu001642553	7/13/2009	Accessories TCMC Training Module RevA
Dealer Tire, LLC	TXu001642551	7/13/2009	Tires 101 TCMC 041309
Dealer Tire, LLC	TXu001642549	7/13/2009	Tires 101 Audi 041309, et al.
Dealer Tire, LLC	TXu001642548	7/13/2009	GENERIC TIRES 101 TP FEB2009 C
Dealer Tire, LLC	TXu001780826	7/13/2009	Tires 101 VW TP FEB2009
Dealer Tire, LLC	TXu001642543	7/13/2009	NMA Batteries Field Training Module 050709
Dealer Tire, LLC	TX0005945070	3/4/2004	BMW retail selling guide.
Dealer Tire, LLC	TX0005945068	3/4/2004	Lexus tire center program quick reference guide.
Dealer Tire, LLC	TX0005945071	3/4/2004	MBUSA tire marketing program retail selling guide.
Dealer Tire, LLC	TX0005945069	3/4/2004	Saab tire advantage retail selling guide.
Dealer Tire, LLC	TX0005945072	3/4/2004	Toyota tire center retail selling guide : Camry, Avalon, & Solara.
Dealer Tire, LLC	VA0001707358	12/22/2009	Ford Dealer Brochure – Delivering Value to Your Dealership
Dealer Tire, LLC	PA0001670717	12/22/2009	The Fixed Operations Future
Dealer Tire, LLC	PA0001670713	12/22/2009	Group 1 Automotive Tires 101

REGISTRANT	REGISTRATION NO.	REGISTRATION DATE	TITLE
Dealer Tire, LLC	TX0007317988	1/12/2010	Infiniti Inspection Brochure
Dealer Tire, LLC	TX0007219689	1/12/2010	Infiniti Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007219669	1/7/2010	Jaguar Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007219673	1/12/2010	Land Rover Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007283624	1/6/2010	Jaguar Inspection Brochure
Dealer Tire, LLC	TX0007219663	1/12/2010	Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007219667	1/12/2010	Audi Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007322597	1/12/2010	Dealer Brochure – We Deliver Value to Your Dealerships
Dealer Tire, LLC	TX0007219696	1/12/2010	Saab Inspection Brochure
Dealer Tire, LLC	TX0007294125	11/30/2010	Dynamic Retail Selling Guide – Mazda Parts Manager/Service Manager
Dealer Tire, LLC	TX0007343050	11/26/2010	Southeast Toyota Spanish Version Training Modules
Dealer Tire, LLC	TX0007340074	1/12/2010	Nissan Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007340023	1/12/2010	VW Tire Training Brochure – Become a

REGISTRANT	REGISTRATION NO.	REGISTRATION DATE	TITLE
			Tire Expert
Dealer Tire, LLC	TX0007326690	1/12/2010	Lexus Dealer Brochure
Dealer Tire, LLC	TX0007340067	1/12/2010	Mopar Inspection Brochure
Dealer Tire, LLC	TX0007340036	1/12/2010	Land Rover Inspection Brochure
Dealer Tire, LLC	TX0007340044	1/12/2010	VW Inspection Brochure
Dealer Tire, LLC	TX0007453459	1/12/2010	Lexus Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007453500	1/12/2010	Saab Tire Training Brochure - Become a Tire Expert
Dealer Tire, LLC	TX0007453505	1/12/2010	Mopar Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007453443	1/12/2010	Kia Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007453454	1/12/2010	Mercedes-Benz Tire Training Brochure – Become a Tire Expert
Dealer Tire, LLC	TX0007496516	1/18/2012	Toyota ASM Sell Sheet.
Dealer Tire, LLC	TX0007496522	1/18/2012	Mazda Tire Center Sell Sheet.
Dealer Tire, LLC	TX0007496521	1/18/2012	Lexus ASM Sell Sheet.
Dealer Tire, LLC	TX0007496524	1/18/2012	Volkswagen Tire Store Sell Sheet.
Dealer Tire, LLC	TX0007496517	1/18/2012	Land Rover ASM Sell Sheet.
Dealer Tire, LLC	TX0007499465	1/18/2012	GM ASM Sell Sheet.

REGISTRANT	REGISTRATION NO.	REGISTRATION DATE	TITLE
Dealer Tire, LLC	TX0007525667	3/29/2012	Retailing Tires and Batteries.
Dealer Tire, LLC	TX0007552041	1/18/2012	Mercedes ASM Sell Sheet
Dealer Tire, LLC	TX0007552040	1/18/2012	Mitsubishi ASM Sell Sheet
Dealer Tire, LLC	TX0007552036	1/18/2012	Mopar ASM Sell Sheet
Dealer Tire, LLC	TX0007552046	1/18/2012	Hyundai Sell Sheet
Dealer Tire, LLC	TX0007552048	1/18/2012	Service Advisor Marketing Sheet BMW
Dealer Tire, LLC	TX0007552033	1/18/2012	Nissan ASM Sell Sheet
Dealer Tire, LLC	TX0007552032	1/18/2012	Subaru ASM Sell Sheet
Dealer Tire, LLC	TX0007552028	1/18/2012	Volvo ASM Sell Sheet
Dealer Tire, LLC	TX0007549897	6/11/2012	AutoNation Optimizing Retail Tire Sales & Service Customer Retention
Dealer Tire, LLC	TX0007806172	11/28/2013	Retailing Tires Check List

COPYRIGHT APPLICATIONS

None.