

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM683636

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SHORT FORM TRADEMARK SECURITY AGREEMENT

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
AMERICAN TIRE DISTRIBUTORS, INC.		10/22/2021	Corporation: DELAWARE
THE HERCULES TIRE & RUBBER COMPANY		10/22/2021	Corporation: CONNECTICUT
TIRE PROS FRANCORP, LLC		10/22/2021	Limited Liability Company: CALIFORNIA
TIREBUYER.COM, LLC		10/22/2021	Limited Liability Company: DELAWARE

RECEIVING PARTY DATA

Name:	BANK OF AMERICA, N.A.
Street Address:	900 W Trade St., Gateway Village
City:	Charlotte
State/Country:	NORTH CAROLINA
Postal Code:	28255
Entity Type:	Bank: DELAWARE

PROPERTY NUMBERS Total: 88

Property Type	Number	Word Mark
Registration Number:	4284277	AMERICAN TIRE DISTRIBUTORS
Registration Number:	5682267	ATD ACTIVATE
Registration Number:	4589540	ATD AMERICAN TIRE DISTRIBUTORS
Registration Number:	4593721	ATD AMERICAN TIRE DISTRIBUTORS MILES AHE
Registration Number:	4589552	ATD
Registration Number:	4818532	ATD ONLINE
Registration Number:	4469168	ATDCONNECT
Registration Number:	5423407	LET'S DO IT
Registration Number:	4539172	MILES AHEAD
Registration Number:	5134525	PACER
Registration Number:	5325789	R
Registration Number:	5318781	R
Registration Number:	5431103	R RUBBR
Registration Number:	5431008	RUBBR

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	5431102	RUBBR
Registration Number:	6081412	SPARK
Registration Number:	4618124	TIRE BUYER
Registration Number:	4618123	TIRE BUYER.COM
Registration Number:	4987171	TIREBUYER
Registration Number:	6452394	TIREBUYER
Registration Number:	6452395	TIREBUYER
Registration Number:	4987173	TIREBUYER.COM
Registration Number:	6282820	TORQATA
Registration Number:	6282819	TORQATA
Registration Number:	6287785	TORQATA CATEGORY COMPASS
Registration Number:	6287782	TORQATA MARKET PRICE EXPLORER
Registration Number:	6287783	TORQATA PROFIT EXPERT
Registration Number:	3024766	AMERICAN TIRE DISTRIBUTORS
Registration Number:	3146443	ATD
Registration Number:	3188225	ATDONLINE
Registration Number:	3216533	ATDSERVICEBAY
Registration Number:	1887070	CAPITOL
Registration Number:	3489644	CRUISER ALLOY
Registration Number:	3386225	DRIFZ
Registration Number:	1982061	DYNATRAC
Registration Number:	1835379	ICW
Registration Number:	3071313	NEGOTIATOR
Registration Number:	3713864	O.E. PERFORMANCE
Registration Number:	3704090	O.E. PERFORMANCE
Registration Number:	3704089	O.E. PERFORMANCE
Registration Number:	2013348	PACER
Registration Number:	1407619	REGUL
Registration Number:	1715482	MERIT
Registration Number:	4444826	ECO FT
Registration Number:	4056891	ROADTOUR
Registration Number:	5331316	STRONG GUARD
Registration Number:	4724495	TERRA TRAC CROSS-V
Registration Number:	3073522	ALL COUNTRY
Registration Number:	2289115	AVALANCHE
Registration Number:	3077810	AVALANCHE X-TREME
Registration Number:	0771896	H
Registration Number:	3508541	H HERCULES TIRE

Property Type	Number	Word Mark
Registration Number:	3449339	H HERCULES TIRE
Registration Number:	0713519	HERCULES
Registration Number:	3310895	HERCULES TIRE INTERNATIONAL
Registration Number:	1385907	IRONMAN
Registration Number:	3932475	IRONMAN IMOVE
Registration Number:	1802671	MRX PLUS IV
Registration Number:	2394940	POLAR TRAX
Registration Number:	3532134	RAPTIS
Registration Number:	3505165	RIDE ON OUR STRENGTH
Registration Number:	1749007	TDW TIRE DEALER'S WAREHOUSE
Registration Number:	2482486	TERRA TRAC
Registration Number:	1282370	TRAIL DIGGER
Registration Number:	6213187	TOURING PRO
Registration Number:	4928229	FEEL GOOD, BUY LOCAL
Registration Number:	5197052	TIRE PROS
Registration Number:	4174264	TIRE PROS INSTALLING PEACE OF MIND
Registration Number:	5734959	TIRE PROS. HASSLE-FREE. GUARANTEED.
Registration Number:	2922503	TIRE PROS
Registration Number:	2918717	TIRE PROS
Registration Number:	2922427	TIRE PROS
Registration Number:	2922337	TIRE PROS
Registration Number:	2922338	TIRE PROS
Registration Number:	2922520	TIRE PROS
Registration Number:	2959164	TIRE PROS
Registration Number:	2920561	TIRE PROS
Registration Number:	2922397	TIRE PROS
Registration Number:	2920542	TIRE PROS
Registration Number:	1592463	TIRE PROS
Registration Number:	6345328	
Registration Number:	6413298	TIRESCANNER
Serial Number:	90542304	TIREBUYER
Serial Number:	90542309	TIREBUYER
Serial Number:	90542314	TIREBUYER
Serial Number:	90542320	TIREBUYER
Serial Number:	90542328	TIREBUYER
Serial Number:	88361222	TIRESCANNER

CORRESPONDENCE DATA

**TRADEMARK
REEL: 007472 FRAME: 0191**

Fax Number:

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: 800-494-5225
Email: ipteam@coagencyglobal.com
Correspondent Name: Stewart Walsh
Address Line 1: 1025 Connecticut Ave NW, Suite 712
Address Line 2: COGENCY GLOBAL Inc.
Address Line 4: Washington, D.C. 20036

ATTORNEY DOCKET NUMBER:	1502962 TM F
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NAME OF SUBMITTER:	Margot Tolley
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SIGNATURE:	/Margot Tolley/
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DATE SIGNED:	10/26/2021
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Total Attachments: 10

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**SHORT FORM
TRADEMARK SECURITY AGREEMENT**

This **SHORT FORM TRADEMARK SECURITY AGREEMENT** (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement") dated as of October 22, 2021, is made by the Persons listed on the signature pages hereof (collectively, the "Grantors") in favor of **BANK OF AMERICA, N.A.** (together with its designated affiliates, "Bank of America"), as Collateral Agent for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Security Agreement referred to therein.

WHEREAS, AMERICAN TIRE DISTRIBUTORS, INC., a Delaware corporation (the "Borrower"), **ATD NEW HOLDINGS III, INC.**, a Delaware corporation ("Parent"), Bank of America, as Administrative Agent and as Collateral Agent, each Lender from time to time party thereto and each other party thereto have entered into the Credit Agreement, dated as of October 22, 2021 (as amended, restated, amended and restated, extended, supplemented or otherwise modified from time to time, the "Credit Agreement"), and each Lender from time to time party thereto pursuant to which the Lenders have severally agreed to make Loans upon the terms and subject to the conditions therein.

WHEREAS, in connection with the Credit Agreement, the Grantors have entered into the Security Agreement dated as of the Closing Date (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Security Agreement") in order to induce the Lenders to make Loans.

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain Intellectual Property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the benefit of the Secured Parties a security interest in all of such Grantor's right, title and interest in and to the following, in each case subject to the terms and conditions of the Security Agreement (the "Collateral"):

- (a) all registered Trademarks (as defined in the Security Agreement) and Trademarks for which applications are pending in the United States Patent and Trademark Office, including those set forth in Schedule A hereto.

SECTION 3. Recordation. This Trademark Security Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Each Grantor authorizes and requests that the Commissioner for Trademarks record this Trademark Security Agreement.

SECTION 4. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 5. Grants, Rights and Remedies. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.


SECTION 6. GOVERNING LAW. SECTION 10.14 (*GOVERNING LAW, JURISDICTION, SERVICE OF PROCESS*) OF THE CREDIT AGREEMENT IS HEREIN INCORPORATED BY REFERENCE, *MUTATIS MUTANDIS*.

SECTION 7. Severability. In case any one or more of the provisions contained in this Trademark Security Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

[Signature Pages Follow]

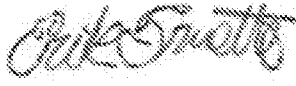
IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be executed and delivered by its duly authorized officer as of the date first set forth above.

AMERICAN TIRE DISTRIBUTORS, INC.
THE HERCULES TIRE & RUBBER
COMPANY
TIRE PROS FRANCORP, LLC
TIREBUYER.COM, LLC,
each as an Initial Grantor

By: 
Name: Carol Genis
Title: Secretary





[Signature Page to Intellectual Property Security Agreement]

BANK OF AMERICA, N.A., as Collateral
Agent



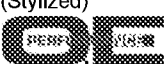

By: 
Name: Erik Truette
Title: Vice President


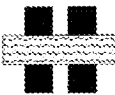


SCHEDULE A




United States Trademark Registrations and Trademark Applications








Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
American Tire Distributors, Inc.	TIREBUYER	United States of America	90542304	2/23/2021	--	--
American Tire Distributors, Inc.	TIREBUYER	United States of America	90542309	2/23/2021	--	--
American Tire Distributors, Inc.	TIREBUYER	United States of America	90542314	2/23/2021	--	--
American Tire Distributors, Inc.	TIREBUYER	United States of America	90542320	2/23/2021	--	--
American Tire Distributors, Inc.	TIREBUYER	United States of America	90542328	2/23/2021	--	--
American Tire Distributors, Inc.	AMERICAN TIRE DISTRIBUTORS	United States of America	77418698	3/11/2008	4284277	2/5/2013
American Tire Distributors, Inc.	ATD ACTIVATE	United States of America	88012975	6/25/2018	5682267	2/19/2019
American Tire Distributors, Inc.	ATD AMERICAN TIRE DISTRIBUTORS (Stylized) 	United States of America	85849087	2/13/2013	4589540	8/19/2014
American Tire Distributors, Inc.	ATD AMERICAN TIRE DISTRIBUTORS MILES AHEAD. and Design 	United States of America	85849099	2/13/2013	4593721	8/26/2014
American Tire Distributors, Inc.	ATD and Design 	United States of America	85854501	2/20/2013	4589552	8/19/2014
American Tire Distributors, Inc.	ATD ONLINE and Design 	United States of America	86107218	10/31/2013	4818532	9/22/2015
American Tire Distributors, Inc.	ATDCONNECT	United States of America	85854502	2/20/2013	4469168	1/21/2014
American Tire Distributors, Inc.	LET'S DO IT	United States of America	87575218	8/18/2017	5423407	3/13/2018
American Tire Distributors, Inc.	MILES AHEAD	United States of America	85842700	2/6/2013	4539172	5/27/2014

Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
American Tire Distributors, Inc.	PACER (Stylized) 	United States of America	86814927	11/10/2015	5134525	1/31/2017
American Tire Distributors, Inc.	R and Design 	United States of America	87328078	2/8/2017	5325789	10/31/2017
American Tire Distributors, Inc.	R and Design 	United States of America	87328081	2/8/2017	5318781	10/24/2017
American Tire Distributors, Inc.	R RUBBR and Design 	United States of America	87328068	2/8/2017	5431103	3/27/2018
American Tire Distributors, Inc.	RUBBR	United States of America	87269781	12/15/2016	5431008	3/27/2018
American Tire Distributors, Inc.	RUBBR (Stylized) 	United States of America	87328061	2/8/2017	5431102	3/27/2018
American Tire Distributors, Inc.	SPARK and Design 	United States of America	88403446	4/26/2019	6081412	6/16/2020
American Tire Distributors, Inc.	TIRE BUYER and Design 	United States of America	85821433	1/11/2013	4618124	10/7/2014
American Tire Distributors, Inc.	TIRE BUYER.COM and Design 	United States of America	85821393	1/11/2013	4618123	10/7/2014
American Tire Distributors, Inc.	TIREBUYER	United States of America	86780655	10/7/2015	4987171	6/28/2016
American Tire Distributors, Inc.	TIREBUYER and Design 	United States of America	90235508	10/5/2020	6452394	8/17/2021
American Tire Distributors, Inc.	TIREBUYER and Design 	United States of America	90235513	10/5/2020	6452395	8/17/2021
American Tire Distributors, Inc.	TIREBUYER.COM	United States of America	86780669	10/7/2015	4987173	6/28/2016
American Tire Distributors, Inc.	TORQATA	United States of America	90076156	7/27/2020	6282820	3/2/2021
American Tire Distributors, Inc.	TORQATA (Stylized) 	United States of America	90076154	7/27/2020	6282819	3/2/2021
American Tire Distributors, Inc.	TORQATA CATEGORY COMPASS	United States of America	90076152	7/27/2020	6287785	3/9/2021

Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
American Tire Distributors, Inc.	TORQATA MARKET PRICE EXPLORER	United States of America	90076141	7/27/2020	6287782	3/9/2021
American Tire Distributors, Inc.	TORQATA PROFIT EXPERT	United States of America	90076145	7/27/2020	6287783	3/9/2021
American Tire Distributors, Inc.	AMERICAN TIRE DISTRIBUTORS and Design 	United States of America	78443064	6/29/2004	3024766	12/6/2005
American Tire Distributors, Inc.	ATD	United States of America	78442911	6/29/2004	3146443	9/19/2006
American Tire Distributors, Inc.	ATDONLINE	United States of America	78686447	8/5/2005	3188225	12/19/2006
American Tire Distributors, Inc.	ATDSERVICEBAY	United States of America	78700660	8/25/2005	3216533	3/6/2007
American Tire Distributors, Inc.	CAPITOL	United States of America	74489947	2/14/1994	1887070	4/4/1995
American Tire Distributors, Inc.	CRUISER ALLOY	United States of America	77166106	4/26/2007	3489644	8/19/2008
American Tire Distributors, Inc.	DRIFZ	United States of America	78461124	8/3/2004	3386225	2/19/2008
American Tire Distributors, Inc.	DYNATRAC	United States of America	74605726	12/2/1994	1982061	6/25/1996
American Tire Distributors, Inc.	ICW	United States of America	74428405	8/25/1993	1835379	5/10/1994
American Tire Distributors, Inc.	NEGOTIATOR	United States of America	76181830	12/14/2000	3071313	3/21/2006
American Tire Distributors, Inc.	O.E. PERFORMANCE	United States of America	77429243	3/24/2008	3713864	11/24/2009
American Tire Distributors, Inc.	O.E. PERFORMANCE (Stylized color) 	United States of America	77429249	3/24/2008	3704090	11/3/2009
American Tire Distributors, Inc.	O.E. PERFORMANCE (Stylized) 	United States of America	77429241	3/24/2008	3704089	11/3/2009
American Tire Distributors, Inc.	PACER	United States of America	74698881	7/10/1995	2013348	11/5/1996
American Tire Distributors, Inc.	REGUL and Design 	United States of America	73581920	2/10/1986	1407619	9/2/1986

Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
The Hercules Tire & Rubber Company	MERIT	United States of America	74221709	11/15/1991	1715482	9/15/1992
The Hercules Tire & Rubber Company	ECO FT and Design 	United States of America	85704193	8/15/2012	4444826	12/3/2013
The Hercules Tire & Rubber Company	ROADTOUR	United States of America	77903142	12/30/2009	4056891	11/15/2011
The Hercules Tire & Rubber Company	STRONG GUARD	United States of America	87264956	12/12/2016	5331316	11/7/2017
The Hercules Tire & Rubber Company	TERRA TRAC CROSS-V	United States of America	86014955	7/19/2013	4724495	4/21/2015
The Hercules Tire & Rubber Company	ALL COUNTRY	United States of America	78603203	4/6/2005	3073522	3/28/2006
The Hercules Tire & Rubber Company	AVALANCHE	United States of America	74496698	3/4/1994	2289115	10/26/1999
The Hercules Tire & Rubber Company	AVALANCHE X-TREME	United States of America	78516992	11/15/2004	3077810	4/4/2006
The Hercules Tire & Rubber Company	H and Design 	United States of America	72175110	8/15/1963	0771896	6/23/1964
The Hercules Tire & Rubber Company	H HERCULES TIRE and Design 	United States of America	77422539	3/14/2008	3508541	9/30/2008
The Hercules Tire & Rubber Company	H HERCULES TIRE and Design 	United States of America	77339242	11/28/2007	3449339	6/17/2008
The Hercules Tire & Rubber Company	HERCULES	United States of America	72072796	5/4/1959	0713519	4/4/1961
The Hercules Tire & Rubber Company	HERCULES TIRE INTERNATIONAL	United States of America	77068689	12/20/2006	3310895	10/16/2007
The Hercules Tire & Rubber Company	IRONMAN	United States of America	73525456	3/6/1985	1385907	3/11/1986
The Hercules Tire & Rubber Company	IRONMAN IMOVE	United States of America	77930231	2/8/2010	3932475	3/15/2011
The Hercules Tire & Rubber Company	MRX PLUS IV	United States of America	74312719	9/11/1992	1802671	11/2/1993
The Hercules Tire & Rubber Company	POLAR TRAX	United States of America	75637231	2/9/1999	2394940	10/17/2000

Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
The Hercules Tire & Rubber Company	RAPTIS	United States of America	77307311	10/18/2007	3532134	11/11/2008
The Hercules Tire & Rubber Company	RIDE ON OUR STRENGTH	United States of America	77422475	3/14/2008	3505165	9/23/2008
The Hercules Tire & Rubber Company	TDW TIRE DEALER'S WAREHOUSE and Design 	United States of America	74175356	6/12/1991	1749007	1/26/1993
The Hercules Tire & Rubber Company	TERRA TRAC	United States of America	76142535	10/10/2000	2482486	8/28/2001
The Hercules Tire & Rubber Company	TRAIL DIGGER	United States of America	73425937	5/16/1983	1282370	6/19/1984
The Hercules Tire & Rubber Company	TOURING PRO	United States of America	88429586	5/14/2019	6213187	12/1/2020
Tire Pros Francorp, LLC	FEEL GOOD, BUY LOCAL	United States of America	86325378	7/1/2014	4928229	3/29/2016
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	86981707	6/2/2015	5197052	5/2/2017
TIRE PROS FRANCORP, LLC	TIRE PROS INSTALLING PEACE OF MIND and Design 	United States of America	85384364	7/29/2011	4174264	7/17/2012
Tire Pros Francorp, LLC	TIRE PROS. HASSLE-FREE. GUARANTEED.	United States of America	87782115	2/2/2018	5734959	4/23/2019
Tire Pros Francorp, LLC	TIRE PROS	United States of America	76575468	2/17/2004	2922503	2/1/2005
Tire Pros Francorp, LLC	TIRE PROS	United States of America	76572724	1/29/2004	2918717	1/18/2005
Tire Pros Francorp, LLC	TIRE PROS	United States of America	76572949	1/28/2004	2922427	2/1/2005
Tire Pros Francorp, LLC	TIRE PROS	United States of America	76569285	1/12/2004	2922337	2/1/2005
Tire Pros Francorp, LLC	TIRE PROS	United States of America	76569286	1/12/2004	2922338	2/1/2005

Grantor	Mark	Jurisdiction	Application No.	Filing Date	Registration No.	Registration Date
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	76580325	3/11/2004	2922520	2/1/2005
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	76572711	1/29/2004	2959164	6/7/2005
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	76573408	1/29/2004	2920561	1/25/2005
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	76571749	1/28/2004	2922397	2/1/2005
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	76569284	1/12/2004	2920542	1/25/2005
Tire Pros Francorp, LLC	TIRE PROS and Design 	United States of America	73737912	7/5/1988	1592463	4/17/1990
Tirebuyer.com, LLC	TIRESCANNER	United States of America	88361222	3/28/2019	--	--
Tirebuyer.com, LLC	Design Only 	United States of America	90085231	7/31/2020	6345328	5/11/2021
Tirebuyer.com, LLC	TIRESCANNER	United States of America	88981211	3/28/2019	6413298	7/6/2021