

07-02-2003

Form PTO-1594 (Rev. 10-02) OMB No. 0651-0027- (exp. 6-30/2005)

RECOI TR



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

102487352

7-203

Tab settings -> -> ->

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

1. Name of conveying party(ies):

TBC Brands, LLC

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other Delaware Limited Liability Corporation

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: April 24, 2003

2. Name and address of receiving party(ies):

Name: JPMorgan Chase Bank, as Collateral Agent

Internal Address:

Street Address: P.O. Box 2558

City: Houston State: TX ZIP: 77252

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State, Other New York banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

See Attached Schedule A

B. Trademark Registration No.(s)

See Attached Schedule A

76369496

Additional number(s) attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Alison J. Winick, Esq.

Internal Address: Simpson Thacher & Bartlett LLP

Street Address: 425 Lexington Avenue

City: New York State: NY ZIP: 10017

6. Total number of applications and registrations involved: 73

7. Total fee (37 CFR 3.41): \$ 1,840.00

- Enclosed, Authorized to be charged to deposit account credit card

8. Deposit account number:

(Attach duplicate copy of this page if paying by deposit account)

07/02/2003 BBYRNE 00000181 76369496

01 FC:8521 40.00 DP 02 FC:8522 1800.00 DP

DO NOT USE THIS SPACE

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Alison J. Winick, Esq. Name of Person Signing

Signature

7/1/03 Date

Total number of pages including cover sheet, attachments, and document: 12

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

TRADEMARK REEL: 002770 FRAME: 0086

SCHEDULE A

U.S. Trademark Applications

<u>MARK</u>	<u>DATE FILED</u>	<u>APPLICATION NO.</u>
TBC BRANDS	2/12/2002	76/369,496
GRAND SPIRIT TOURING LS	12/4/2002	76/472,572
POWER KING IMT	6/21/2002	76/424,630
MILEAGE MASTER	3/12/2003	76/497,354
VANDERBILT TOURING	12/4/2002	76/472,570
TRAIL GUIDE RT	12/4/2002	76/472,525
BROADWAY CLASSIC	12/4/2002	76/472,568
PR812	1/8/2002	76/468,503
TBC PRIVATE BRANDS & DESIGN	2/12/2002	76/369,492
TRAILER KING	3/12/2003	76/497,369

U.S. Trademark Registrations

<u>MARK</u>	<u>CLASSES</u>	<u>FILED</u>	<u>APPL#</u>	<u>REG. DATE</u>	<u>REG. No.</u>
AQUA FLOW					
UNITED STATES REGISTERED	12	11/24/1992	74/334,184	1/4/1994	1,815,411
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UNITED STATES REGISTERED	12	9/13/2000	76/128,049	4/2/2002	2,557,298
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UNITED STATES REGISTERED	12	1/15/1999	75/621,314	3/20/2001	2,437,511
CENTRON					
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CENTURY					
UNITED STATES REGISTERED	12	7/30/1999	75/764,830	7/17/2001	2,470,426
CORDOVAN					
UNITED STATES REGISTERED	12,17	9/27/1985	73/560,572	12/2/1986	1,419,104

UNITED STATES REGISTERED	35	6/15/1945	72/159,045	8/27/1963	755,493
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CORDOVAN BONNEVILLE JET (STYLIZED)

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CORDOVAN WIDE 600

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EXCEL

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UNITED STATES REGISTERED	12	5/20/1996	75/107,105	4/14/1998	2,151,303
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UNITED STATES REGISTERED	11	5/5/1980	73/260,923	12/29/1981	1,183,571
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UNITED STATES REGISTERED	9	10/26/1982	73/400,864	11/22/1983	1,258,438
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UNITED STATES REGISTERED	35	3/25/1959	72/070,188	12/22/1959	690,249
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UNITED STATES REGISTERED	12	5/13/1986	73/598,547	12/23/1986	1,421,825
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UNITED STATES REGISTERED	12	3/13/1985	73/562,619	3/1/1988	1,478,574
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UNITED STATES REGISTERED	12	8/23/1982	73/381,561	11/29/1983	1,259,363
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UNITED STATES REGISTERED	12	5/15/1998	75/485,588	8/3/1999	2,266,907
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UNITED STATES REGISTERED	35	8/30/1967	72/279,377	8/6/1968	854,178
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UNITED STATES REGISTERED	35	3/22/1973	72/452,297	3/26/1974	981,104
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POWER KING

UNITED STATES REGISTERED	12	4/5/1979	73/210,451	7/29/1980	1,138,319
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UNITED STATES REGISTERED	9	2/7/1983	73/412,703	4/3/1984	1,272,524
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PRESTIGE

UNITED STATES REGISTERED	35	9/1/1954	71/672,582	6/7/1955	607,037
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REGENT

UNITED STATES		12/17/1999	75/874,916	6/26/2001	2,464,646
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REGISTERED	12				
SCEPTOR					
UNITED STATES REGISTERED	12	5/13/1986	73/598,549	12/23/1986	1,421,827
SIGMA					
UNITED STATES REGISTERED	12	5/15/1998	75/485,561	7/20/1999	2,262,889
SIGMA & DESIGN					
UNITED STATES REGISTERED	12	12/28/1973	73/009,844	11/19/1974	998,427
SIGMA SUPREME HP					
UNITED STATES REGISTERED	12	7/26/2000	76/096,412	6/4/2002	2,575,403
SIGMA SUPREME TR					
UNITED STATES REGISTERED	12	12/17/1999	75/874,912	3/26/2002	2,553,584
SOVRAN					
UNITED STATES REGISTERED	12	7/27/1989	73/815,288	6/12/1990	1,600,677
STAMPEDE					
UNITED STATES REGISTERED	12	9/18/1984	73/499,961	5/28/1985	1,337,798
SUSSEX					
UNITED STATES REGISTERED	12	5/13/1986	73/598,548	12/23/1986	1,421,826
TALON					
UNITED STATES REGISTERED	12	9/10/1985	73/559,172	4/8/1986	1,388,995
TBC					
UNITED STATES REGISTERED	9,12	10/26/1983	73/449,847	7/2/1985	1,345,491
UNITED STATES REGISTERED	12	6/13/1978	73/174,209	2/20/1979	1,113,549
UNITED STATES REGISTERED	35, 36, 42	6/8/1995	74/685,983	11/25/1997	2,114,992
TBC ONLINE					
UNITED STATES REGISTERED	9	1/23/1998	75/423,437	1/25/2000	2,312,424
TEMPEST					
UNITED STATES REGISTERED	12	12/17/1999	75/874,914	6/19/2001	2,462,822
TODAY					
UNITED STATES REGISTERED	12	2/25/1994	74/494,330	1/21/1997	2,032,519

TRAIL GUIDE RADIAL ATP

UNITED STATES REGISTERED	12	3/17/2000	76/004,067	4/2/2002	2,557,059
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TRAIL SCOUT

UNITED STATES REGISTERED	12	4/12/1999	75/679,588	7/3/2001	2,466,356
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TURBO-TECH

UNITED STATES REGISTERED	12	7/18/1989	73/813,331	10/2/1990	1,615,599
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ULTRA CELL

UNITED STATES REGISTERED	9	11/1/1984	73/506,662	6/11/1985	1,340,421
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ULTRA LIFE

UNITED STATES REGISTERED	9	11/5/1984	73/507,226	11/19/1985	1,371,051
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ULTREX

UNITED STATES REGISTERED	12	3/16/1994	74/500,719	4/16/1996	1,968,838
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VANDERBILT

UNITED STATES REGISTERED	12	10/6/1961	72/129,434	6/11/1963	750,869
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WILD COUNTRY

UNITED STATES REGISTERED	12	6/30/1992	74/289,945	3/2/1993	1,755,187
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WILD SPIRIT RADIAL GTX

UNITED STATES REGISTERED	12	12/1/1992	74/335,812	2/15/1994	1,822,004
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WILD TRAC

UNITED STATES REGISTERED	12	7/3/1978	73/177,148	7/17/1979	1,122,304
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GRANT OF
SECURITY INTEREST IN TRADEMARKS

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS ("Agreement"), dated as of April 24, 2003 is made by TBC Brands, LLC, in favor of JPMorgan Chase Bank, as Collateral Agent (in such capacity, the "Collateral Agent") for (i) the banks and other financial institutions or entities (the "Lenders") from time to time parties to the Credit Agreement, dated as of March 31, 2003 (as amended, supplemented or otherwise modified from time to time, the "Credit Agreement"), among TBC Corporation (the "Borrower"), the Lenders, the Administrative Agent and the Co-Administrative Agent and (ii) The Prudential Insurance Company of America ("Prudential") party to the Second Amended and Restated Note Agreement dated as of April 1, 2003 (as amended, supplemented or otherwise modified from time to time, the "Existing Note Agreement") between Prudential and the Borrower and party to the Note Purchase Agreement dated as of April 1, 2003 (as amended, supplemented or otherwise modified from time to time, the "Additional Note Agreement") among Prudential, certain affiliates, managed accounts or funds of Prudential (the "Prudential Affiliates") and the Borrower (the Existing Note Agreement and the Additional Note Agreement collectively referred to as the "Note Agreements") (the Lenders, Prudential and the Prudential Affiliates being collectively referred to as the "Secured Parties").

W I T N E S S E T H:

WHEREAS, pursuant to the Credit Agreement, the Lenders have severally agreed to make Loans and other extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein; and

WHEREAS, in connection with the Credit Agreement, TBC Brands, LLC has executed and delivered a Guarantee and Collateral Agreement, dated as of March 31, 2003, as a grantor party (the "Grantor") in favor of the Collateral Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Guarantee and Collateral Agreement");

WHEREAS, pursuant to the Guarantee and Collateral Agreement, the Grantor has pledged and granted to the Collateral Agent for the benefit of the Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Lenders to make Loans and other financial accommodations to the Borrower pursuant to the Credit Agreement, the Grantor agrees, for the benefit of the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Credit Agreement and the Guarantee and Collateral Agreement.

SECTION 2. Grant of Security Interest. Grantor hereby pledges and grants a continuing security interest in, and a right of setoff against, and effective upon demand made upon the occurrence and during the continuance of an Event of Default assigns, transfers and conveys, the Trademarks (including, without limitation, those items listed on Schedule A hereto), to the Collateral Agent for the benefit of the Secured Parties to secure payment, performance and observance of the Obligations.

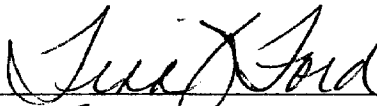
SECTION 3. Purpose. This Agreement has been executed and delivered by the Grantor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Guarantee and Collateral Agreement and is expressly subject to the terms and conditions thereof. The Guarantee and Collateral Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Credit Agreement and the Guarantee and Collateral Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

TBC BRANDS, LLC

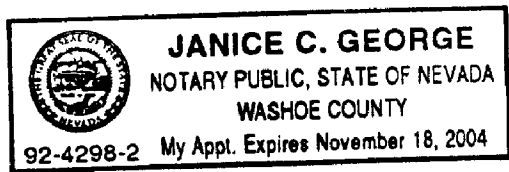
By: 
Name: TINA FORD
Title: PRESIDENT

JPMorgan Chase Bank (formerly known as THE CHASE MANHATTAN BANK) as Collateral Agent for the Secured Parties

By: _____
Name:
Title:

STATE OF Nevada)
COUNTY OF Washoe) SS

On the 24th day of April, 2003, before me personally came Ima Ford, who is personally known to me to be the President of TBC Brands, LLC, a limited liability corporation; who, being duly sworn, did depose and say that she/he is the President in such limited liability corporation, the limited liability corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Managers of such limited liability corporation and that she/he acknowledged said instrument to be the free act and deed of said limited liability corporation.



Janice C. G.
Notary Public

(PLACE STAMP AND SEAL ABOVE)

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

TBC BRANDS, LLC

By: _____
Name:
Title:

JPMorgan Chase Bank (formerly known as THE CHASE MANHATTAN BANK) as Collateral Agent for the Secured Parties

By: Bruce Yoder
Name: Bruce Yoder
Title: Vice President

STATE OF)
) ss
COUNTY OF)

On the 15th day of April, 2003, before me personally came Bruce Yoden, who is personally known to me to be the Vice President of JPMorgan Chase Bank, a New York Corporation; who, being duly sworn, did depose and say that she/he is the Vice President in such corporation, the corporation described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

Patricia S. Crego
Notary Public
PATRICIA S. CREGO
Notary Public in the State of New York
Monroe County
Commission Expires February 28, 2006
(PLACE STAMP AND SEAL ABOVE)

SCHEDULE A

U.S. Trademark Applications

<u>MARK</u>	<u>DATE FILED</u>	<u>APPLICATION NO.</u>
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REGISTERED	12				
SCEPTOR					
UNITED STATES REGISTERED	12	5/13/1986	73/598,549	12/23/1986	1,421,827
SIGMA					
UNITED STATES REGISTERED	12	5/15/1998	75/485,561	7/20/1999	2,262,889
SIGMA & DESIGN					
UNITED STATES REGISTERED	12	12/28/1973	73/009,844	11/19/1974	998,427
SIGMA SUPREME HP					
UNITED STATES REGISTERED	12	7/26/2000	76/096,412	6/4/2002	2,575,403
SIGMA SUPREME TR					
UNITED STATES REGISTERED	12	12/17/1999	75/874,912	3/26/2002	2,553,584
SOVRAN					
UNITED STATES REGISTERED	12	7/27/1989	73/815,288	6/12/1990	1,600,677
STAMPEDE					
UNITED STATES REGISTERED	12	9/18/1984	73/499,961	5/28/1985	1,337,798
SUSSEX					
UNITED STATES REGISTERED	12	5/13/1986	73/598,548	12/23/1986	1,421,826
TALON					
UNITED STATES REGISTERED	12	9/10/1985	73/559,172	4/8/1986	1,388,995
TBC					
UNITED STATES REGISTERED	9,12	10/26/1983	73/449,847	7/2/1985	1,345,491
UNITED STATES REGISTERED	12	6/13/1978	73/174,209	2/20/1979	1,113,549
UNITED STATES REGISTERED	35, 36, 42	6/8/1995	74/685,983	11/25/1997	2,114,992
TBC ONLINE					
UNITED STATES REGISTERED	9	1/23/1998	75/423,437	1/25/2000	2,312,424
TEMPEST					
UNITED STATES REGISTERED	12	12/17/1999	75/874,914	6/19/2001	2,462,822
TODAY					
UNITED STATES REGISTERED	12	2/25/1994	74/494,330	1/21/1997	2,032,519

TRAIL GUIDE RADIAL ATP

UNITED STATES REGISTERED	12	3/17/2000	76/004,067	4/2/2002	2,557,059
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TRAIL SCOUT

UNITED STATES REGISTERED	12	4/12/1999	75/679,588	7/3/2001	2,466,356
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TURBO-TECH

UNITED STATES REGISTERED	12	7/18/1989	73/813,331	10/2/1990	1,615,599
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ULTRA CELL

UNITED STATES REGISTERED	9	11/1/1984	73/506,662	6/11/1985	1,340,421
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ULTRA LIFE

UNITED STATES REGISTERED	9	11/5/1984	73/507,226	11/19/1985	1,371,051
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ULTREX

UNITED STATES REGISTERED	12	3/16/1994	74/500,719	4/16/1996	1,968,838
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VANDERBILT

UNITED STATES REGISTERED	12	10/6/1961	72/129,434	6/11/1963	750,869
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WILD COUNTRY

UNITED STATES REGISTERED	12	6/30/1992	74/289,945	3/2/1993	1,755,187
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WILD SPIRIT RADIAL GTX

UNITED STATES REGISTERED	12	12/1/1992	74/335,812	2/15/1994	1,822,004
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WILD TRAC

UNITED STATES REGISTERED	12	7/3/1978	73/177,148	7/17/1979	1,122,304
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SIMPSON THACHER & BARTLETT LLP

425 LEXINGTON AVENUE
NEW YORK, N.Y. 10017-3954
(212) 455-2000

FACSIMILE (212) 455-2502

DIRECT DIAL NUMBER

E-MAIL ADDRESS

(212) 455-2276

AWinick@stblaw.com

VIA EXPRESS MAIL

July 1, 2003

Re: Recordation of Security Agreement

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U.S. Patent and Trademark Office
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Dear Madam or Sir:

Enclosed for recording please find a Security Agreement in favor of
JPMorgan Chase Bank, as Collateral Agent, covering 73 U.S. trademarks.

Also completed and enclosed is form PTO-2038, authorizing credit card
payment in the amount of \$ 1,840.00 to cover the filing fee. Please return confirmation of
this filing to me at my firm's address as listed above.

Thank you for your consideration.

Respectfully submitted,



Alison J. Winick

Enclosures

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HONG KONG

TOKYO

LOS ANGELES

PALO ALTO

RECORDED: 07/02/2003

TRADEMARK
REEL: 002770 FRAME: 0103