

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Grant of Security Interest		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Monro Muffler Brake, Inc.		07/13/2005	CORPORATION:
RECEIVING PARTY DATA			
Name:	Charter One Bank, N.A., as Administrative Agent		
Street Address:	71 South Wacker Drive, Suite 2900		
City:	Chicago		
State/Country:	ILLINOIS		
Postal Code:	60606		
Entity Type:	banking association:		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Serial Number:	76544674	MONRO MUFFLER/BRAKE & SERVICE	
Registration Number:	2806454	TREAD QUARTERS	
CORRESPONDENCE DATA			
Fax Number:	(866)459-2899		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	202-783-2700		
Email:	pagodoa@federalresearch.com		
Correspondent Name:	CBC Companies dba Federal Research		
Address Line 1:	1030 Fifteenth Street, NW, Suite 920		
Address Line 2:	attn: Penelope J.A. Agodoa		
Address Line 4:	Washington, DISTRICT OF COLUMBIA 20005		
NAME OF SUBMITTER:	Penelope J.A. Agodoa		
Signature:	/pja/		
Date:	07/19/2005		

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Total Attachments: 4
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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

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

1. Name of conveying party(ies):

Monro Muffler Brake, Inc.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State
 Other _____

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

3. Nature of conveyance:

- Assignment Merger
 Security Agreement Change of Name
 Other Grant of Security Interest

Execution Date: 7/13/2005

2. Name and address of receiving party(ies)

Name: Charter One Bank, N.A.,

Internal Address: as Administrative Agent

Street Address: 71 South Wacker Drive, Suite 2900

City: Chicago State: IL Zip: 60606

- Individual(s) citizenship _____
 Association Banking
 General Partnership _____
 Limited Partnership _____
 Corporation-State _____
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s) 76,544,674

B. Trademark Registration No.(s) 2,806,454;

Additional number(s) attached Yes No

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

Name: _____
Attn: Penelope J.A. Agodoa
Internal / Federal Research Company, LLC
1030 15th Street, NW, Suite 920
Washington, DC 20005
202.783.2700

Street Address: 120 Broadway

City: New York State: NY Zip: 10271

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41).....\$ 65.00

- Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

50-3155

DO NOT USE THIS SPACE

9. Signature.

Janelle Telesford
Name of Person Signing


Signature

7/14/2005
Date

Total number of pages including cover sheet, attachments, and document: 4

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

GRANT OF SECURITY INTEREST (TRADEMARKS)

The undersigned, **MONRO MUFFLER BRAKE, INC.**, a New York corporation (the "*Grantor*"), is obligated to **CHARTER ONE BANK, N.A.**, as Administrative Agent (in such capacity, the "*Secured Party*"), and the lenders from time to time party to the Credit Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Grantor, such lenders and the Secured Party, and pursuant to which the Grantor has entered into the Security Agreement, dated as of the date hereof (as amended, restated, supplemented or otherwise modified from time to time, the "*Security Agreement*"), by and between the Grantor, the subsidiaries of Grantor from time to time party thereto and the Secured Party.

Pursuant to the Security Agreement, the Grantor has granted to the Secured Party a security interest in and to all of the right, title and interest of the Grantor in and to the trademarks listed on Schedule 1, which trademarks are registered in the United States Patent and Trademark Office (the "*Trademarks*"), together with the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof (the "*Collateral*"), to secure the prompt payment, performance and observance of the Obligations (as defined in the Credit Agreement).

For good and valuable consideration, the receipt of which is hereby acknowledged, and for the purpose of recording the grant of the security interest as aforesaid, the Grantor does hereby further assign to the Secured Party, and grant to the Secured Party a security interest in, the Collateral to secure the prompt payment, performance and observance of the Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Secured Party with respect to the assignment of and security interest in the Collateral made and granted hereby are set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

The Secured Party's address is: 71 South Wacker Drive, Suite 2900, Chicago, Illinois 60606.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 13th day of July 2005.

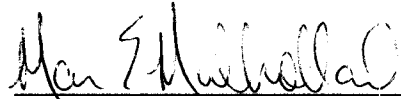
MONRO MUFFLER BRAKE, INC.

By: Catherine D'Amico
Name: Catherine D'Amico
Title: EVP – Finance, CFO and Treasurer

STATE OF NEW YORK)
) ss.:
COUNTY OF Monroe)

On the 12th day of July in the year 2005 before me, the undersigned, personally appeared Catherine D'Amico, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.

MAUREEN E. MULHOLLAND
Notary Public, State of New York
Monroe County, Reg.#02MU6036671
Commission Expires Oct. 31, 2006



Notary Public

My Commission Expires:

12-31-06

**Schedule 1
to
Grant of Security Interest (Trademarks)
Dated as of July 13, 2005**

<u>MARK</u>	<u>REGISTRATION NO.</u>	<u>DATE ISSUED</u>
TREAD QUARTERS	2,806,454	
MONRO MUFFLER/BRAKE & SERVICE	76/544,674	Pending