

# TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

| <b>SUBMISSION TYPE:</b>  | NEW ASSIGNMENT                              |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
|--|---|---|------------------------|-----------------------------|---------------------------|----------------|-----------------------|-----------------------|---------------------|----------------------|---------------------|---------------------------------|----------------------|---------|---|----------------------|---------|----------------|----------------------|---------|---------------------------|----------------------|---------|----------------|----------------|----------|------------------------------------|--|
| <b>NATURE OF CONVEYANCE:</b>   | SECURITY INTEREST                           |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>CONVEYING PARTY DATA</b>  |   |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th style="width: 30%;">Name</th> <th style="width: 30%;">Formerly</th> <th style="width: 20%;">Execution Date</th> <th style="width: 20%;">Entity Type</th> </tr> <tr> <td>Monro Muffler Brake, Inc.</td> <td></td> <td>06/13/2011</td> <td>CORPORATION: NEW YORK</td> </tr> </table>   | Name  | Formerly                                      | Execution Date         | Entity Type                 | Monro Muffler Brake, Inc. |                | 06/13/2011            | CORPORATION: NEW YORK |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Name   | Formerly                                    | Execution Date                                | Entity Type            |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Monro Muffler Brake, Inc.  |   | 06/13/2011                                    | CORPORATION: NEW YORK  |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>RECEIVING PARTY DATA</b>  |   |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%;"><b>Name:</b></td> <td>RBS Citizens, N.A., as Administrative Agent</td> </tr> <tr> <td><b>Street Address:</b></td> <td>28 State Street, 15th Floor</td> </tr> <tr> <td><b>City:</b></td> <td>Boston</td> </tr> <tr> <td><b>State/Country:</b></td> <td>MASSACHUSETTS</td> </tr> <tr> <td><b>Postal Code:</b></td> <td>02109</td> </tr> <tr> <td><b>Entity Type:</b></td> <td>INC. ASSOCIATION: UNITED STATES</td> </tr> </table>  | <b>Name:</b>                                | RBS Citizens, N.A., as Administrative Agent   | <b>Street Address:</b> | 28 State Street, 15th Floor | <b>City:</b>              | Boston         | <b>State/Country:</b> | MASSACHUSETTS         | <b>Postal Code:</b> | 02109                | <b>Entity Type:</b> | INC. ASSOCIATION: UNITED STATES |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>Name:</b>   | RBS Citizens, N.A., as Administrative Agent |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>Street Address:</b>   | 28 State Street, 15th Floor                 |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>City:</b>   | Boston                                      |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>State/Country:</b>  | MASSACHUSETTS                               |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>Postal Code:</b>  | 02109                                       |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>Entity Type:</b>  | INC. ASSOCIATION: UNITED STATES             |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>PROPERTY NUMBERS Total: 8</b>   |   |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">Property Type</th> <th style="width: 20%;">Number</th> <th style="width: 60%;">Word Mark</th> </tr> </thead> <tbody> <tr> <td>Registration Number:</td> <td>2806454</td> <td>TREAD QUARTERS</td> </tr> <tr> <td>Registration Number:</td> <td>2980938</td> <td>TW</td> </tr> <tr> <td>Registration Number:</td> <td>1835696</td> <td>TW TIRE WAREHOUSE</td> </tr> <tr> <td>Registration Number:</td> <td>3053147</td> <td>TW TIRE WAREHOUSE TIRES &amp; AUTO PARTS FOR LESS</td> </tr> <tr> <td>Registration Number:</td> <td>2178290</td> <td>BRAKES FOREVER</td> </tr> <tr> <td>Registration Number:</td> <td>2746923</td> <td>ON THE RIM &amp; OUT THE DOOR</td> </tr> <tr> <td>Registration Number:</td> <td>3727720</td> <td>ONE EASY PRICE</td> </tr> <tr> <td>Serial Number:</td> <td>85215856</td> <td>WE DON'T MAIL THEM. WE MOUNT THEM!</td> </tr> </tbody> </table> | Property Type                               | Number  | Word Mark              | Registration Number:        | 2806454                   | TREAD QUARTERS | Registration Number:  | 2980938               | TW                  | Registration Number: | 1835696             | TW TIRE WAREHOUSE               | Registration Number: | 3053147 | TW TIRE WAREHOUSE TIRES & AUTO PARTS FOR LESS | Registration Number: | 2178290 | BRAKES FOREVER | Registration Number: | 2746923 | ON THE RIM & OUT THE DOOR | Registration Number: | 3727720 | ONE EASY PRICE | Serial Number: | 85215856 | WE DON'T MAIL THEM. WE MOUNT THEM! |  |
| Property Type  | Number                                      | Word Mark                                     |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 2806454                                     | TREAD QUARTERS                                |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 2980938                                     | TW  |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 1835696                                     | TW TIRE WAREHOUSE                             |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 3053147                                     | TW TIRE WAREHOUSE TIRES & AUTO PARTS FOR LESS |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 2178290                                     | BRAKES FOREVER                                |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 2746923                                     | ON THE RIM & OUT THE DOOR                     |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Registration Number:   | 3727720                                     | ONE EASY PRICE                                |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Serial Number:   | 85215856                                    | WE DON'T MAIL THEM. WE MOUNT THEM!            |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <b>CORRESPONDENCE DATA</b>   |   |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Fax Number:  | (212)564-6083                               |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| <i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>   |   |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Phone:   | (212) 947-7200                              |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Email:   | jdougherty@nationalcorp.com                 |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Correspondent Name:  | Joseph Dougherty                            |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |
| Address Line 1:  | National Corporate Research                 |   |                        |                             |                           |                |                       |                       |                     |                      |                     |                                 |                      |         |   |                      |         |                |                      |         |                           |                      |         |                |                |          |                                    |  |

OP \$215.00 2806454

**900195439**

**TRADEMARK**  
**REEL: 004569 FRAME: 0414**

Address Line 2: 10 E. 40th Street, 10th Floor  
Address Line 4: New York, NEW YORK 10016

ATTORNEY DOCKET NUMBER: N339410

NAME OF SUBMITTER: Janelle Telesford

Signature: /Janelle Telesford/

Date: 06/24/2011

**Total Attachments: 3**

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**GRANT OF SECURITY INTEREST (TRADEMARKS)**

The undersigned, **MONRO MUFFLER BRAKE, INC.**, a New York corporation (the "*Grantor*"), is obligated to **RBS CITIZENS, N.A.**, as Administrative Agent (in such capacity, the "*Secured Party*"), and the lenders from time to time party to the Amended and Restated 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 July 13, 2005 (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 present and future 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 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 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: 28 State Street, 15<sup>th</sup> Floor, Boston, Massachusetts 02109.

IN WITNESS WHEREOF, the Grantor has caused this Grant of Security Interest to be duly executed by its duly authorized officer as of the 13<sup>th</sup> day of June 2011.

**MONRO MUFFLER BRAKE, INC.**

By: Catherine D'Amico  
Name: Catherine D'Amico  
Title: Executive Vice President – Finance,  
Treasurer and Chief Executive Officer

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

On the 10 day of June in the year 2011 before me, the undersigned, personally appeared Catherine Damico, 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.

Kimberly A. Rudd  
Notary Public

My Commission Expires:

March 7, 2014

KIMBERLY A. RUDD  
Notary Public, State of New York  
Monroe County  
My Commission Expires 3/7/20 14

Schedule 1  
to  
Grant of Security Interest (Trademarks)  
Dated as of June 13, 2011

TRADEMARK REGISTRATIONS

| <u>TRADEMARK</u>                           | <u>REGISTRATION NO.</u> | <u>DATE ISSUED</u> |
|--|-------------------------|--------------------|
| TREAD QUARTERS                             | 2,806,454               | January 20, 2004   |
| TW   | 2,980,938               | August 2, 2005     |
| TW TIRE WAREHOUSE                          | 1,835,696               | May 10, 1994       |
| TW TIRE WAREHOUSE & AUTO PARTS<br>FOR LESS | 3,053,147               | January 31, 2005   |
| BRAKES FOREVER                             | 2,178,290               | August 4, 1998     |
| ON THE RIM & OUT THE DOOR                  | 2,746,923               | August 5, 2003     |
| ONE EASY PRICE                             | 3,727,720               | December 22, 2009  |

TRADEMARK APPLICATIONS

| <u>TRADEMARK</u>                      | <u>APPLICATION NO.</u> | <u>APPLICATION DATE</u> |
|---------------------------------------|------------------------|-------------------------|
| WE DON'T MAIL THEM. WE MOUNT<br>THEM! | 85,215,856             | January 12, 2011        |