

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM328388

|                              |                   |
|------------------------------|-------------------|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT    |
| <b>NATURE OF CONVEYANCE:</b> | 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

|                        |  |
|------------------------|--|
| <b>Name:</b>           | JPMorgan Chase Bank, N.A., as Collateral Agent |
| <b>Street Address:</b> | 10 S. Dearborn, 7th Floor                      |
| <b>City:</b>           | Chicago  |
| <b>State/Country:</b>  | ILLINOIS                                       |
| <b>Postal Code:</b>    | 60603  |
| <b>Entity Type:</b>    | 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

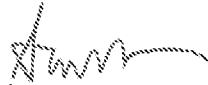
Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Security Agreement, the terms of the Security Agreement shall govern.

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**

| <b>REGISTRANT</b> | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b> | <b>MARK</b>                            |
|-------------------|-------------------------|--------------------------|--|
| 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**

| <b>REGISTRANT</b> | <b>APPLICATION NO.</b> | <b>APPLICATION DATE</b> | <b>MARK</b>           |
|-------------------|------------------------|-------------------------|-----------------------|
| Dealer Tire, LLC  | 85/345,707             | 6/14/2011               | DYNAMICREPAIRANS WERS |

|                  |            |            |  |
|------------------|------------|------------|--|
| Dealer Tire, LLC | 85/345,725 | 6/14/2011  | DYNAMICSERVICESEN<br>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<br>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<br>STORAGE SOLUTION<br>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**

| <b>OWNER</b>     | <b>PATENT NUMBER</b> | <b>DESCRIPTION</b>  |
|------------------|----------------------|---|
| Dealer Tire, LLC | 8,719,072            | System and Method for identifying retail tire sales opportunities |

**PATENT APPLICATIONS**

| <b>OWNER</b>     | <b>APPLICATION NO.</b> | <b>FILE DATE</b> | <b>TITLE</b>  |
|------------------|------------------------|------------------|---|
| 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**

**COPYRIGHTS**

| <b>REGISTRANT</b> | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b> | <b>TITLE</b>   |
|-------------------|-------------------------|--------------------------|--|
| 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                                       |

| <b>REGISTRANT</b> | <b>REGISTRATION NO.</b> | <b>REGISTRATION DATE</b> | <b>TITLE</b>  |
|-------------------|-------------------------|--------------------------|---|
| 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<br>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.