

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331352

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	TERMINATION AND RELEASE OF SECURITY INTEREST PREVIOUSLY RECORDED AT REEL/FRAME (4231/0440)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Notes Collateral Agent		02/06/2015	a national banking association: UNITED STATES

RECEIVING PARTY DATA

Name:	AMERICAN TIRE DISTRIBUTORS, INC.
Street Address:	12200 Herbert Wayne Court
Internal Address:	Suite 150
City:	Huntersville
State/Country:	NORTH CAROLINA
Postal Code:	28078
Entity Type:	CORPORATION: DELAWARE
Name:	AM-PAC TIRE DIST. INC.
Street Address:	12200 Herbert Wayne Court
Internal Address:	Suite 150
City:	Huntersville
State/Country:	NORTH CAROLINA
Postal Code:	28078
Entity Type:	CORPORATION: CALIFORNIA

PROPERTY NUMBERS Total: 48

Property Type	Number	Word Mark
Registration Number:	1522166	AMERICAN TIRE DISTRIBUTORS
Registration Number:	3024766	AMERICAN TIRE DISTRIBUTORS
Registration Number:	3146443	ATD
Registration Number:	3133944	ATDNET
Registration Number:	3188225	ATDONLINE
Registration Number:	3229705	ATDONLINE POWER-SEARCH
Registration Number:	3415784	ATDSERVICEBAY
Registration Number:	3216533	ATDSERVICEBAY
Registration Number:	1327370	AUTOMINDER

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	1141271	CALIFORNIAN
Registration Number:	2372443	CARS ASK FOR US BY NAME.
Registration Number:	2610504	COMMUNICATIONSEEDGE
Registration Number:	2610503	CREDITEDGE
Registration Number:	3489644	CRUISER ALLOY
Registration Number:	2394307	CRUISERWIRE
Registration Number:	3386225	DRIFZ
Registration Number:	1982061	DYNATRAC
Registration Number:	3406819	ENVIZIO
Registration Number:	3700735	EVOLVE YOUR RIDE
Registration Number:	1835379	ICW
Registration Number:	2610505	IMAGEEDGE
Registration Number:	974610	ITCO
Registration Number:	2846259	KEEP IT IN THE FAMILY
Registration Number:	1884613	MAGNUM
Registration Number:	2636680	MARKETINGEDGE
Registration Number:	3704089	O.E. PERFORMANCE
Registration Number:	3713864	O.E. PERFORMANCE
Registration Number:	3704090	O.E. PERFORMANCE
Registration Number:	1818444	PACER
Registration Number:	2013348	PACER
Registration Number:	1595228	PACESETTER IV
Registration Number:	2425241	PACESETTER PLUS
Registration Number:	2869965	REGAL
Registration Number:	1407619	REGUL
Registration Number:	2084592	REGUL QUESTA
Registration Number:	2610506	REWARDSEDGE
Registration Number:	2643974	TIREEDGE
Registration Number:	2622060	TRAININGEDGE
Registration Number:	1331956	TRAK 'N' BLAZER
Registration Number:	2419497	VICO
Registration Number:	3308837	WHEEL WIZARD ENVIZIO
Registration Number:	3365163	WHEEL ENVIZIO.COM
Registration Number:	1026159	WINNER
Registration Number:	934470	WINSTON
Registration Number:	1047633	WINSTON
Registration Number:	3302482	WINSTON TIRES
Serial Number:	77418698	AMERICAN TIRE DISTRIBUTORS

Property Type	Number	Word Mark
Serial Number:	77161065	AM-PAC

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) 455-3989

Email: jmull@stblaw.com

Correspondent Name: Michael Joshi

Address Line 1: 425 Lexington Avenue

Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	003923/0007
NAME OF SUBMITTER:	J. Jason Mull
SIGNATURE:	/J. Jason Mull/
DATE SIGNED:	02/06/2015

Total Attachments: 6

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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS
(UNITED STATES)**

TERMINATION AND RELEASE dated as of February 6, 2015 from THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Notes Collateral Agent (in such capacity, the "Agent") for the Secured Parties, to AMERICAN TIRE DISTRIBUTORS, INC. ("Company"), a Delaware corporation, with offices at 12200 Herbert Wayne Court, Suite 150, Huntersville, North Carolina 28078, and AM-PAC TIRE DIST. INC. ("Am-Pac"), a California corporation with offices at 12200 Herbert Wayne Court, Suite 150, Huntersville, North Carolina 28078, (Company and Am-Pac, collectively, the "Grantors").

WITNESSETH:

WHEREAS, pursuant to that certain Security Agreement dated as of May 28, 2010, made by the Grantors in favor of the Agent, a security interest (the "Security Interest") was granted by the Grantors to the Agent in certain collateral, including the Trademark Collateral (as hereinafter defined); and

WHEREAS, pursuant to that certain Grant of Security Interest in Trademark Rights dated as of May 28, 2010, among the Grantors and the Agent (the "Trademark Security Interest"), the Grantors, by reference to the Security Agreement, reaffirmed its intent to grant a Security Interest to the Agent for the benefit of the Secured Parties (as defined in the Security Agreement) specifically in certain Trademark Collateral; and

WHEREAS, the Trademark Security Interest was recorded in the United States Patent & Trademark Office on June 24, 2010, at Reel 004231, Frame 0440; and

WHEREAS, the Agent now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Security Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Agent hereby states as follows:

1. Trademark Collateral: The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest in, to and under as of the date hereof the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Trademark Security Interest.

2. Release of Security Interest: The Agent, hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Agent in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances: The Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary and requested by the Grantors to effect the release of the Security Interest contemplated hereby.

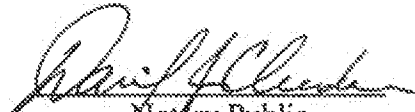
IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
as Collateral Agent

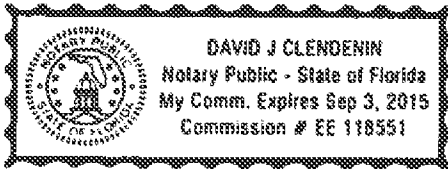
By: 
Name: Scott Williams
Title: Vice President

STATE OF Florida)
)
COUNTY OF Duval) ss.:

On this 6th day of February, 2015, before me personally appeared Scott Williams to me known who, being by me duly sworn, did depose and say that he/she is Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A..


Notary Public

(Affix Seal Below)



Schedule A

U.S. Trademarks

Trademark	Registration/Serial No.
AMERICAN TIRE DISTRIBUTORS	1522166
AMERICAN TIRE DISTRIBUTORS	3024766
ATD	3146443
ATDNET	3133944
ATDONLINE	3188225
ATDONLINE POWER-SEARCH	3229705
ATDSERVICEBAY	3415784
ATDSERVICEBAY	3216533
AUTOMINDER	1327370
CALIFORNIAN	1141271
CARS ASK FOR US BY NAME.	2372443
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CREDITEDGE	2610503
CRUISER ALLOY	3489644
CRUISERWIRE	2394307
DRIFZ	3386225
DYNATRAC	1982061
ENVIZIO	3406819
EVOLVE YOUR RIDE	3700735
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MARKETINGEDGE	2636680
O.E. PERFORMANCE	3704089
O.E. PERFORMANCE	3713864
O.E. PERFORMANCE	3704090
PACER	1818444
PACER	2013348
PACESETTER IV	1595228
PACESETTER PLUS	2425241
REGAL	2869965
REGUL	1407619
REGUL QUESTA	2084592
REWARDSEdge	2610506

TIREEDGE	2643974
TRAININGEDGE	2622060
TRAK 'N' BLAZER	1331956
VICO	2419497
WHEEL WIZARD ENVIZIO	3308837
WHEELENVIZIO.COM	3365163
WINNER	1026159
WINSTON	934470
WINSTON	1047633
WINSTON TIRES	3302482
AMERICAN TIRE DISTRIBUTORS	77418698
AM-PAC	77161065