

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM503686

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NOTICE OF SUCCESSION OF AGENCY AND ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS - Recorded at Reel/Frame - 5246/0931

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		12/21/2018	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Ankura Trust Company, as Successor Agent
Street Address:	60 State Street,
Internal Address:	Suite 700
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02109
Entity Type:	Limited Liability Company: NEW HAMPSHIRE

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	713519	HERCULES
Registration Number:	771896	H
Registration Number:	893739	HERCUMILE
Registration Number:	1132666	ELECTRA
Registration Number:	1282370	TRAIL DIGGER
Registration Number:	1407619	REGUL
Registration Number:	1522166	AMERICAN TIRE DISTRIBUTORS
Registration Number:	1715482	MERIT
Registration Number:	1749007	TDW TIRE DEALER'S WAREHOUSE
Registration Number:	1802671	MRX PLUS IV
Registration Number:	1835379	ICW
Registration Number:	1887070	CAPITOL
Registration Number:	1982061	DYNATRAC
Registration Number:	2013348	PACER
Registration Number:	2173352	HEAFNET
Registration Number:	2254918	ULTRA PLUS IV

CH \$1365.00 713519

Property Type	Number	Word Mark
Registration Number:	2394940	POLAR TRAX
Registration Number:	2398388	MERIT ALL COUNTRY LXT
Registration Number:	2482486	TERRA TRAC
Registration Number:	3024766	AMERICAN TIRE DISTRIBUTORS
Registration Number:	3071313	NEGOTIATOR
Registration Number:	3073522	ALL COUNTRY
Registration Number:	3146443	ATD
Registration Number:	3188225	ATDONLINE
Registration Number:	3216533	ATDSERVICEBAY
Registration Number:	3310895	HERCULES TIRE INTERNATIONAL
Registration Number:	3386225	DRIFZ
Registration Number:	3415784	ATDSERVICEBAY
Registration Number:	3449339	H HERCULES TIRE
Registration Number:	3482180	ROAD FORCE
Registration Number:	3489644	CRUISER ALLOY
Registration Number:	3491397	ALL TRAC
Registration Number:	3505165	RIDE ON OUR STRENGTH
Registration Number:	3508541	H HERCULES TIRE
Registration Number:	3532134	RAPTIS
Registration Number:	3704089	O.E. PERFORMANCE
Registration Number:	3704090	O.E. PERFORMANCE
Registration Number:	3713864	O.E. PERFORMANCE
Registration Number:	3884077	TOUR 4.0
Registration Number:	3932475	IRONMAN IMOVE
Registration Number:	4056891	ROADTOUR
Registration Number:	4284277	AMERICAN TIRE DISTRIBUTORS
Registration Number:	4302414	REGUL
Registration Number:	4444826	ECO FT
Registration Number:	4469168	ATDCONNECT
Registration Number:	4522947	BUY SMART. DRIVE SAFE.
Registration Number:	4539172	MILES AHEAD
Registration Number:	4589540	ATD AMERICAN TIRE DISTRIBUTORS
Registration Number:	4589552	ATD
Registration Number:	4593721	ATD AMERICAN TIRE DISTRIBUTORS MILES AHE
Registration Number:	4618123	TIRE BUYER.COM
Registration Number:	4618124	TIRE BUYER
Registration Number:	4724495	TERRA TRAC CROSS-V
Registration Number:	4818532	ATD ONLINE

CORRESPONDENCE DATA**Fax Number:** 3128622200*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:** 3128623837**Email:** raza.siddiqui@kirkland.com**Correspondent Name:** Raza Siddiqui**Address Line 1:** 300 N. Lasalle**Address Line 2:** Kirkland & Ellis LLP**Address Line 4:** Chicago, ILLINOIS 60654

ATTORNEY DOCKET NUMBER:	44676-12
NAME OF SUBMITTER:	Raza Siddiqui
SIGNATURE:	/razasiddiqui/
DATE SIGNED:	12/28/2018

Total Attachments: 10

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**NOTICE OF SUCCESSION OF AGENCY AND ASSIGNMENT OF SECURITY INTEREST IN
TRADEMARKS
[0526/0931]**

This NOTICE OF SUCCESSION OF AGENCY AND ASSIGNMENT OF SECURITY INTEREST IN TRADEMARKS (this “Notice”), dated as of December 21, 2018 (the “Effective Date”), is executed by Bank of America, N.A., in its capacity as Administrative Agent under the Original Credit Agreement (as defined below) (the “Prior Agent”), and Ankura Trust Company, in its capacity as Administrative Agent and Collateral Agent under the Current Agreement (as defined below) (the “Successor Agent”).

WHEREAS, pursuant to that certain Credit Agreement, dated as of March 28, 2014, (as amended pursuant to Amendment No. 1 thereto, dated as of June 16, 2014, as further amended pursuant to Amendment No. 2 thereto, dated as of February 15, 2015, and as further amended pursuant to Amendment No. 3 thereto, dated as of April 1, 2015 by and among American Tire Distributors Holdings, Inc., as Holdings, American Tire Distributors, Inc., as the Borrower (“ATD”), Prior Agent, as Administrative Agent and certain other parties thereto (the “Original Credit Agreement”), (i) the Prior Agent, ATD, Terry’s Tire Town Holdings, LLC (as successor by way of merger with Terry’s Tire Town, Inc. and as converted as of even date from a corporation to a limited liability company, “Terry’s Tire Town”) and The Hercules Tire & Rubber Company (“Hercules” and, together with ATD and Terry’s Tire Town, the “Grantors”) and certain other parties entered into that certain Security Agreement, dated as of March 28, 2014 and (ii) the Prior Agent, ATD, Hercules, Terry’s Tire Town and certain other grantors thereto entered into that related Trademark Security Agreement, dated as of March 28, 2014 (the “Trademark Security Agreement”), pursuant to which the Grantors granted a security interest in and to certain trademarks identified on Schedule A attached hereto (the “Specified Trademark Collateral”);

WHEREAS, (i) the Trademark Security Agreement was recorded with the United States Copyright Office on March 31, 2014 at Reel/Frame 005246/0931, with respect to the Specified Trademark Collateral;

WHEREAS, the Original Credit Agreement is amended and restated, as of even date (as amended and restated, the “Current Agreement”), and in connection with the transactions under the Current Agreement, the Prior Agent, the Successor Agent, Borrower and certain other parties have entered into that certain Agency Resignation, Appointment and Assumption Agreement, dated as of November 8, 2018 (the “Resignation Agreement”), whereby the Prior Agent resigned as the Administrative Agent and Collateral Agent and is succeeded to and replaced by the Successor Agent as successor Administrative Agent and Collateral Agent.

WHEREAS, pursuant to the Resignation Agreement, the Prior Agent assigned to the Successor Agent, and the Successor Agent accepted, all of the Prior Agent’s rights and obligations under the Trademark Security Agreement, including the security interests held by the Prior Agent in all of the Grantors’ right, title and interest in, to and under the Specified Trademark Collateral, including the intellectual property identified on Schedule A attached hereto.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Resignation Agreement or Original Credit Agreement.

2. Succession and Replacement of Agency. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent hereby assigns to the Successor Agent the Prior Agent's entire security interest in all of Grantors' right, title and interest in, to and under the Specified Trademark Collateral, including the intellectual property identified on Schedule A attached hereto.

3. Assignment of Security Interest. Pursuant to the terms and conditions set forth in the Resignation Agreement, the Prior Agent hereby assigns to the Successor Agent the Prior Agent's entire security interest in all of Grantors' right, title and interest in, to and under the Specified Trademark Collateral, including the intellectual property identified on Schedule A attached hereto.

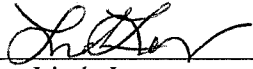
4. Purpose. This Notice has been executed and delivered for the purpose of recording the assignment of security interest with the United States Patent and Trademark Office. The security interest assigned hereby has been granted in connection with the Current Agreement and other Loan Documents, and assigned pursuant to the Resignation Agreement, and is expressly subject to the terms and conditions thereof. The parties hereto do hereby further acknowledge and affirm that the rights and remedies with respect to the security interest in the Specified Trademark Collateral are more fully set forth in the Current Agreement, other Loan Documents, and the Resignation Agreement, the terms and provisions of which are incorporated by reference herein as if fully set forth herein and nothing herein shall be deemed to terminate, interrupt or impair the continuity of the security interest in the Specified Trademark Collateral originally granted to the Prior Agent under the Trademark Security Agreement, which security interest is now succeeded by and transferred to the Successor Agent. The Current Agreement, other Loan Documents, and Resignation Agreement shall remain in full force and effect in accordance with their terms.

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.

[Signature pages follow]

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the Effective
Date:

BANK OF AMERICA, N.A., as Prior Agent

By:  _____
Name: Linda Lov
Title: Assistant Vice President

ANKURA TRUST COMPANY, as Successor
Agent

By: _____
Name:
Title:

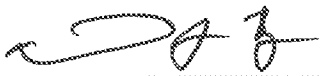
[Signature page to Notice of Change in Agency]

IN WITNESS WHEREOF, the parties have executed this Notice effective as of the
Effective Date:

BANK OF AMERICA, N.A., as Prior Agent

By: _____
Name:
Title:

**ANKURA TRUST COMPANY, as Successor
Agent**

By:  _____
Name: *Michael J. Fey*
Title: *Managing Director*




[Signature page to Notice of Change in Agency]

Schedule A

Trademark Security Agreement recorded March 31, 2014 at Reel/Frame 005246/0931

Trademark Registrations:

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
1.	AMERICAN TIRE DISTRIBUTORS <small>AMERICAN TIRE DISTRIBUTORS</small>	77418698 11-MAR-2008	4284277 05-FEB-2013	AMERICAN TIRE DISTRIBUTORS, INC.
2.	AMERICAN TIRE DISTRIBUTORS 	78443064 29-JUN-2004	3024766 06-DEC-2005	AMERICAN TIRE DISTRIBUTORS, INC.
3.	AMERICAN TIRE DISTRIBUTORS 	73662918 26-MAY-1987	1522166 24-JAN-1989	AMERICAN TIRE DISTRIBUTORS, INC.
4.	ATD 	85854501 20-FEB-2013	4589552 19-AUG-2014	AMERICAN TIRE DISTRIBUTORS, INC.
5.	ATD ATD	78442911 29-JUN-2004	3146443 19-SEP-2006	AMERICAN TIRE DISTRIBUTORS, INC.
6.	ATD AMERICAN TIRE DISTRIBUTORS 	85849087 13-FEB-2013	4589540 19-AUG-2014	AMERICAN TIRE DISTRIBUTORS, INC.

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
7.	ATD AMERICAN TIRE DISTRIBUTORS MILES AHEAD. 	85849099 13-FEB-2013	4593721 26-AUG-2014	AMERICAN TIRE DISTRIBUTORS, INC.
8.	ATD ONLINE 	86107218 31-OCT-2013	4818532 22-SEP-2015	AMERICAN TIRE DISTRIBUTORS, INC.
9.	ATDCONNECT ATDCONNECT	85854502 20-FEB-2013	4469168 21-JAN-2014	AMERICAN TIRE DISTRIBUTORS, INC.
10.	ATDONLINE ATDONLINE	78686447 05-AUG-2005	3188225 19-DEC-2006	AMERICAN TIRE DISTRIBUTORS, INC.
11.	ATDSERVICEBAY ATDServiceBAY	78700554 25-AUG-2005	3415784 22-APR-2008	AMERICAN TIRE DISTRIBUTORS, INC.
12.	ATDSERVICEBAY ATDServiceBAY	78700660 25-AUG-2005	3216533 06-MAR-2007	AMERICAN TIRE DISTRIBUTORS, INC.
13.	BUY SMART. DRIVE SAFE. BUY SMART. DRIVE SAFE.	85821446 11-JAN-2013	4522947 29-APR-2014	AMERICAN TIRE DISTRIBUTORS, INC.
14.	CAPITOL	74489947 14-FEB-1994	1887070 04-APR-1995	AMERICAN TIRE DISTRIBUTORS, INC.
15.	CRUISER ALLOY CRUISER ALLOY	77166106 26-APR-2007	3489644 19-AUG-2008	AMERICAN TIRE DISTRIBUTORS, INC.
16.	DRIFZ 	78461124 03-AUG-2004	3386225 19-FEB-2008	AMERICAN TIRE DISTRIBUTORS, INC.

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
17.	DYNATRAC	74605726 02-DEC-1994	1982061 25-JUN-1996	AMERICAN TIRE DISTRIBUTORS, INC.
18.	HEAFNET	75009392 23-OCT-1995	2173352 14-JUL-1998	AMERICAN TIRE DISTRIBUTORS, INC.
19.	ICW	74428405 25-AUG-1993	1835379 10-MAY-1994	AMERICAN TIRE DISTRIBUTORS, INC.
20.	MILES AHEAD MILES AHEAD	85842700 06-FEB-2013	4539172 27-MAY-2014	AMERICAN TIRE DISTRIBUTORS, INC.
21.	NEGOTIATOR	76181830 14-DEC-2000	3071313 21-MAR-2006	AMERICAN TIRE DISTRIBUTORS, INC.
22.	O.E. PERFORMANCE 	77429241 24-MAR-2008	3704089 03-NOV-2009	AMERICAN TIRE DISTRIBUTORS, INC.
23.	O.E. PERFORMANCE O E PERFORMANCE	77429243 24-MAR-2008	3713864 24-NOV-2009	AMERICAN TIRE DISTRIBUTORS, INC.
24.	O.E. PERFORMANCE 	77429249 24-MAR-2008	3704090 03-NOV-2009	AMERICAN TIRE DISTRIBUTORS, INC.
25.	PACER	74698881 10-JUL-1995	2013348 05-NOV-1996	AMERICAN TIRE DISTRIBUTORS, INC.
26.	REGUL REGUL	85483859 30-NOV-2011	4302414 12-MAR-2013	AMERICAN TIRE DISTRIBUTORS, INC.
27.	REGUL 	73581920 10-FEB-1986	1407619 02-SEP-1986	AMERICAN TIRE DISTRIBUTORS, INC.
28.	TIRE BUYER 	85821433 11-JAN-2013	4618124 07-OCT-2014	AMERICAN TIRE DISTRIBUTORS, INC.
29.	TIRE BUYER.COM 	85821393 11-JAN-2013	4618123 07-OCT-2014	AMERICAN TIRE DISTRIBUTORS, INC.

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
30.	TRAIL DIGGER	73425937 16-MAY-1983	1282370 19-JUN-1984	The Hercules Tire & Rubber Company
31.	MERIT	74221709 15-NOV-1991	1715482 15-SEP-1992	The Hercules Tire & Rubber Company
32.	MERIT ALL COUNTRY LXT	75480521 06-MAY-1998	2398388 24-OCT-2000	The Hercules Tire & Rubber Company
33.	POLAR TRAX	75637231 09-FEB-1999	2394940 17-OCT-2000	The Hercules Tire & Rubber Company
34.	ECO FT 	85704193 15-AUG-2012	4444826 03-DEC-2013	The Hercules Tire & Rubber Company
35.	H 	72175110 15-AUG-1963	0771896 23-JUN-1964	The Hercules Tire & Rubber Company
36.	HERCULES	72072796 04-MAY-1959	0713519 04-APR-1961	The Hercules Tire & Rubber Company
37.	HERCUMILE	72337043 04-SEP-1969	0893739 30-JUN-1970	The Hercules Tire & Rubber Company
38.	MRX PLUS IV	74312719 11-SEP-1992	1802671 02-NOV-1993	The Hercules Tire & Rubber Company
39.	TDW TIRE DEALER'S WAREHOUSE 	74175356 12-JUN-1991	1749007 26-JAN-1993	The Hercules Tire & Rubber Company
40.	ULTRA PLUS IV	75356841 15-SEP-1997	2254918 22-JUN-1999	The Hercules Tire & Rubber Company
41.	ALL COUNTRY ALL COUNTRY	78603203 06-APR-2005	3073522 28-MAR-2006	THE HERCULES TIRE & RUBBER COMPANY

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
42.	ALL TRAC ALL TRAC	77236084 23-JUL-2007	3491397 26-AUG-2008	THE HERCULES TIRE & RUBBER COMPANY
43.	ELECTRA	73174619 15-JUN-1978	1132666 08-APR-1980	THE HERCULES TIRE & RUBBER COMPANY
44.	H HERCULES TIRE 	77422539 14-MAR-2008	3508541 30-SEP-2008	THE HERCULES TIRE & RUBBER COMPANY
45.	H HERCULES TIRE 	77339242 28-NOV-2007	3449339 17-JUN-2008	THE HERCULES TIRE & RUBBER COMPANY
46.	HERCULES TIRE INTERNATIONAL <small>HERCULES TIRE INTERNATIONAL</small>	77068689 20-DEC-2006	3310895 16-OCT-2007	THE HERCULES TIRE & RUBBER COMPANY
47.	IRONMAN IMOVE IRONMAN iMOVE	77930231 08-FEB-2010	3932475 15-MAR-2011	THE HERCULES TIRE & RUBBER COMPANY
48.	RAPTIS RAPTIS	77307311 18-OCT-2007	3532134 11-NOV-2008	THE HERCULES TIRE & RUBBER COMPANY
49.	RIDE ON OUR STRENGTH <small>RIDE ON OUR STRENGTH</small>	77422475 14-MAR-2008	3505165 23-SEP-2008	THE HERCULES TIRE & RUBBER COMPANY
50.	ROAD FORCE ROAD FORCE	78714648 16-SEP-2005	3482180 05-AUG-2008	THE HERCULES TIRE & RUBBER COMPANY
51.	ROADTOUR ROADTOUR	77903142 30-DEC-2009	4056891 15-NOV-2011	THE HERCULES TIRE & RUBBER COMPANY

	Mark	Serial No./ Filing Date	Reg. No./ Reg. Date	Owner
52.	TERRA TRAC	76142535 10-OCT-2000	2482486 28-AUG-2001	THE HERCULES TIRE & RUBBER COMPANY
53.	TERRA TRAC CROSS-V TERRA TRAC CROSS-V	86014955 19-JUL-2013	4724495 21-APR-2015	THE HERCULES TIRE & RUBBER COMPANY
54.	TOUR 4.0 TOUR 4.0	77839967 02-OCT-2009	3884077 30-NOV-2010	THE HERCULES TIRE & RUBBER COMPANY