

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM567657

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (SECOND LIEN)		
RESUBMIT DOCUMENT ID:	900540189		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
LAKIN TIRE WEST LLC		03/12/2020	Limited Liability Company: CALIFORNIA
RECEIVING PARTY DATA			
Name:	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS COLLATERAL AGENT		
Street Address:	500 ROSS STREET, 12TH FLOOR		
Internal Address:	ATTN: CORPORATE TRUST ADMINISTRATION - LIBERTY TIRE		
City:	PITTSBURGH		
State/Country:	PENNSYLVANIA		
Postal Code:	15262		
Entity Type:	National Banking Association: UNITED STATES		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	2372166	LAKIN TIRE	
Registration Number:	2370129		
CORRESPONDENCE DATA			
Fax Number:			
	<i>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.</i>		
Phone:	7145401235		
Email:	IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM		
Correspondent Name:	LATHAM & WATKINS LLP		
Address Line 1:	650 TOWN CENTER DRIVE, 20TH FLOOR		
Address Line 4:	COSTA MESA, CALIFORNIA 92626		
ATTORNEY DOCKET NUMBER:	060803-0006		
NAME OF SUBMITTER:	KRISTIN J AZCONA		
SIGNATURE:	/KJA/		
DATE SIGNED:	03/18/2020		

Total Attachments: 4

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THE LIENS AND SECURITY INTEREST GRANTED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN FIRST LIEN/SECOND LIEN INTERCREDITOR AGREEMENT, DATED AS OF DECEMBER 29, 2017 AMONG PNC BANK, NATIONAL ASSOCIATION, AS ABL AGENT, HPS INVESTMENT PARTNERS, LLC, AS TERM AGENT, AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS SECOND LIEN NOTES TRUSTEE.

GRANT OF SECURITY INTEREST
IN UNITED STATES TRADEMARKS
(SECOND LIEN)

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Lakin Tire West LLC, a California limited liability company (the “**Grantor**”), hereby grants to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent (the “**Grantee**”), a continuing security interest in (i) all of the Grantor’s right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the “**Trademarks**”) set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Trademarks, (iii) the goodwill of the businesses with which the Trademarks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

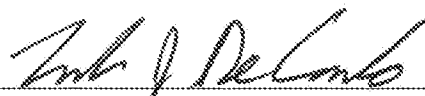
THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 29, 2017 (as amended, modified, restated and/or supplemented from time to time, the “**Security Agreement**”). Upon the occurrence of any termination (as set forth in Section 9 of the Security Agreement), the Grantee shall execute, acknowledge and deliver to the Grantor an instrument in writing releasing the security interest in the Trademarks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 12 day of March, 2020.

LAKIN TIRE WEST, LLC,
as Grantor

By: 
Name: Frank J. DeCarlo
Title: Secretary

Signature Page to Trademark Security Agreement

TRADEMARK
REEL: 006894 FRAME: 0246

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 12th day of March, 2020.

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
not in its individual capacity but solely as Collateral
Agent

By: 

Name: **ROBERT W. HARDY**

Title: **VICE PRESIDENT**

Schedule A

Trademarks

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner
LAKIN TIRE	75582990	11/2/1998	2372166	8/1/2000	Lakin Tire West, LLC*
DESIGN	75581463	11/2/1998	2370129	7/25/2000	Lakin Tire West, LLC*

* Currently registered in the prior name of Lakin Tire West Incorporated; in process of being updated to reflect conversion to LLC.