

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM644250

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
EXPRESS OIL CHANGE, L.L.C.		05/04/2021	Limited Liability Company: DELAWARE
BRAKES PLUS, LLC		05/04/2021	Limited Liability Company: DELAWARE
MAVIS TIRE SUPPLY LLC		05/04/2021	Limited Liability Company: DELAWARE
SOMERSET TIRE SERVICE, INC.		05/04/2021	Corporation: NEW JERSEY
MAVIS SOUTHEAST LLC		05/04/2021	Limited Liability Company: DELAWARE
TOWN FAIR TIRE CENTERS, INC.		05/04/2021	Corporation: CONNECTICUT

RECEIVING PARTY DATA

Name:	JEFFERIES FINANCE LLC
Street Address:	520 Madison Ave
City:	NEW YORK
State/Country:	NEW YORK
Postal Code:	10022
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 44

Property Type	Number	Word Mark
Serial Number:	74097606	MAVIS
Serial Number:	77935857	SERVICE ADVANTAGE PREVENTATIVE AUTO CARE
Serial Number:	86481018	KAUFFMAN TIRE
Serial Number:	73647091	STS
Serial Number:	88403546	NEW ENGLANDER 4S
Serial Number:	87296915	NOBODY BEATS TOWN FAIR TIRE . . NOBODY!!
Serial Number:	88645718	PRÜVEN DESIGNS
Serial Number:	73411460	TOWN FAIR
Serial Number:	86406058	TOWN FAIR TIRE
Serial Number:	76448528	TOWN FAIR TIRE

CH \$1115.00 74097606

Property Type	Number	Word Mark
Serial Number:	86494505	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIR
Serial Number:	86074896	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIR
Serial Number:	86074836	TE
Serial Number:	86074803	E
Serial Number:	78906265	TURN TO US
Serial Number:	77157692	EXPRESS OIL CHANGE
Serial Number:	77157558	EXPRESS OIL CHANGE & SERVICE CENTER
Serial Number:	77157549	EXPRESS OIL CHANGE & SERVICE CENTER
Serial Number:	85847238	TIRE ENGINEERS
Serial Number:	73719307	EXPRESS OIL CHANGE
Serial Number:	73198766	TUNE-UP CLINIC
Serial Number:	86057301	CHANGING OIL CHANGING LIVES
Serial Number:	87094699	TIRE ENGINEERS FULL SERVICE AUTO CARE
Serial Number:	90438160	MAVIS TIRES & BRAKES AT DISCOUNT PRICES
Serial Number:	90438184	MAVIS TIRES & BRAKES AT DISCOUNT PRICES
Serial Number:	90438196	MAVIS TIRES & BRAKES
Serial Number:	90438203	MAVIS TIRES & BRAKES AT DISCOUNT PRICES
Serial Number:	90438208	MAVIS TIRES & BRAKES AT DISCOUNT PRICES
Serial Number:	90287294	MAVIS TIRES & BRAKES
Serial Number:	87585780	MAVIS DISCOUNT TIRE
Serial Number:	87375088	TRAX TIRES
Serial Number:	87375103	TRAX TIRES
Serial Number:	87253981	EXPRESS OIL CHANGE SERVICE CENTER
Serial Number:	87237698	SAVANNAH TIRE
Serial Number:	87094774	TIRE ENGINEERS FULL SERVICE AUTO CARE
Serial Number:	86878284	WE DO IT ALL!! BRAKES MAINTENANCE REPAIR
Serial Number:	86878383	SERVICE YOU CAN TRUST AT A PRICE YOU CAN
Serial Number:	77741967	
Serial Number:	77742079	BRAKES PLUS
Serial Number:	78320689	BRAKES PLUS
Serial Number:	76362145	WHEN AMERICA SAYS "GIMME A BREAK", AMERI
Serial Number:	75485603	BRAKES PLUS
Serial Number:	74287153	BRAKES PLUS
Serial Number:	75485719	

CORRESPONDENCE DATA

Fax Number: 6508385109

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.

TRADEMARK

REEL: 007279 FRAME: 0697

Phone: 650-838-3743
Email: jlik@shearman.com
Correspondent Name: COREY JB BETKER
Address Line 1: 599 Lexington Avenue
Address Line 2: Shearman & Sterling LLP
Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER: 40203/23

NAME OF SUBMITTER: COREY BETKER

SIGNATURE: /COREY BETKER/

DATE SIGNED: 05/04/2021

Total Attachments: 9

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TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Trademark Security Agreement”) dated May 4, 2021, is made by the Persons listed on the signature pages hereof (collectively, the “Grantors”) in favor of JEFFERIES FINANCE LLC as Collateral Agent (the “Collateral Agent”) for the Secured Parties. Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Credit Agreement and the Security Agreement referred to therein.

WHEREAS, METIS MERGER SUB, LLC, a Delaware limited liability company, as the initial borrower thereunder, whose rights and obligations will, immediately following the consummation of the Acquisition, be assigned to and assumed by MAVIS TIRE EXPRESS SERVICES TOPCO, L.P., a Delaware limited partnership, METIS BUYER, INC., a Delaware corporation, JEFFERIES FINANCE LLC, as administrative agent (in such capacity, and together with its successors and permitted assigns, the “Administrative Agent”), and Collateral Agent, each Lender from time to time party thereto (collectively, the “Lenders” and individually, a “Lender”) and each other parties thereto have entered into the First Lien Credit Agreement dated as of May 4, 2021 (the “Closing Date”) (as amended, restated, amended and restated, extended, supplemented or otherwise modified from time to time, the “Credit Agreement”), pursuant to which the Lenders have severally agreed to make Loans, the L/C Issuers to issue Letters of Credit, the Hedge Banks to enter into Secured Hedge Agreements and the Cash Management Banks to enter into agreements in respect of Cash Management Obligations upon the terms and subject to the conditions therein.

WHEREAS, in connection with the Credit Agreement, the Grantors have entered into the Security Agreement dated as of the Closing Date (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Security Agreement”) in order to induce the Lenders to make Loans, the L/C Issuers to issue Letters of Credit, the Hedge Banks to enter into Secured Hedge Agreements and the Cash Management Banks to enter into agreements in respect of the Cash Management Obligations.

WHEREAS, under the terms of the Security Agreement, the Grantors have granted to the Collateral Agent, for the benefit of the Secured Parties, a security interest in, among other property, certain Intellectual Property of the Grantors, and have agreed as a condition thereof to execute this Trademark Security Agreement for recording with the United States Patent and Trademark Office.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor agrees as follows:

SECTION 1. Grant of Security. Each Grantor hereby grants to the Collateral Agent for the benefit of the Secured Parties a security interest in all of such Grantor’s right, title and interest in and to the following (the “Collateral”):

- (a) all registered Trademarks (as defined in the Security Agreement) and Trademarks for which applications are pending in the United States Patent and Trademark Office, including those set forth in Schedule A hereto (excluding any Excluded Property).

SECTION 2. Recordation. This Trademark Security Agreement has been executed and delivered by the Grantors for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. Each Grantor authorizes and requests that the Commissioner for Patents and the Commissioner for Trademarks record this Trademark.

SECTION 3. Execution in Counterparts. This Trademark Security Agreement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.

SECTION 4. Grants, Rights and Remedies. This Trademark Security Agreement has been entered into in conjunction with the provisions of the Security Agreement. Each Grantor does hereby acknowledge and confirm that the grant of the security interest hereunder to, and the rights and remedies of, the Collateral Agent with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Trademark Security Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

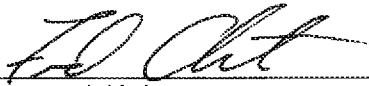
SECTION 5. Governing Law. This Trademark Security Agreement shall be governed by, and construed in accordance with, the laws of the State of New York.

SECTION 6. Severability. In case any one or more of the provisions contained in this Trademark Security Agreement should be held invalid, illegal or unenforceable in any respect, the validity, legality and enforceability of the remaining provisions contained herein and in the Security Agreement shall not in any way be affected or impaired thereby (it being understood that the invalidity of a particular provision in a particular jurisdiction shall not in and of itself affect the validity of such provision in any other jurisdiction). The parties hereto shall endeavor in good-faith negotiations to replace the invalid, illegal or unenforceable provisions with valid provisions the economic effect of which comes as close as possible to that of the invalid, illegal or unenforceable provisions.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have duly executed this Trademark Security Agreement as of the day and year first above written.

EXPRESS OIL CHANGE, L.L.C.
BRAKES PLUS, LLC
MAVIS TIRE SUPPLY LLC
SOMERSET TIRE SERVICE, INC.
MAVIS SOUTHEAST LLC
TOWN FAIR TIRE CENTERS, INC.

By: 
Name: Fred Christensen
Title: Chief Financial Officer

[Signature Page to Trademark Security Agreement]

TRADEMARK
REEL: 007279 FRAME: 0701

JEFFERIES FINANCE LLC,
as Collateral Agent

By: 
Name: Jason Kennedy
Title: Managing Director

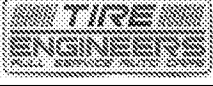





SCHEDULE A

United States Trademark Registrations and Trademark Applications

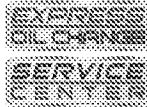



Trademark	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Owner
MAVIS	USA	74/097606 17-Sep-1990	1685669 05-May-1992	Registered	Mavis Tire Supply LLC
SERVICE ADVANTAGE and Design 	USA	77/935857 15-Feb-2010	3849962 21-Sep-2010	Registered	Mavis Southeast LLC
KAUFFMAN TIRE	USA	86/481018 15-Dec-2014	4917010 15-Mar-2016	Registered	Mavis Southeast LLC
STS	USA	73/647091 02-Mar-1987	1551273 08-Aug-1989	Registered	Somerset Tire Service, Inc.
NEW ENGLANDER 4S	USA	88/403546 26-Apr-2019	6065560 26-May-2020	Registered	TOWN FAIR TIRE CENTERS, INC.
NOBODY BEATS TOWN FAIR TIRE . . . NO BODY!!	USA	87/296915 11-Jan-2017	5260603 08-Aug-2017	Registered	TOWN FAIR TIRE CENTERS, INC.
PRÜVEN DESIGNS (Stylized) 	USA	88/645718 08-Oct-2019	6159902 22-Sep-2020	Registered	TOWN FAIR TIRE CENTERS, INC.
TOWN FAIR	USA	73/411460 31-Jan-1983	1271215 20-Mar-1984	Registered	TOWN FAIR TIRE CENTERS, INC.
TOWN FAIR TIRE	USA	86/406058 25-Sep-2014	4735066 12-May-2015	Registered	TOWN FAIR TIRE CENTERS, INC.
TOWN FAIR TIRE and Design 	USA	76/448528 11-Sep-2002	2746782 05-Aug-2003	Registered	TOWN FAIR TIRE CENTERS, INC.

Trademark	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Owner
EXPRESS OIL CHANGE 10 MINUTE SERVICE TIRE ENGINEERS FULL SERVICE AUTO CARE and Design 	USA	86/494505 02-Jan-2015	5038800 13-Sep-2016	Registered	Express Oil Change, L.L.C.
EXPRESS OIL CHANGE 10 MINUTE SERVICE TIRE ENGINEERS FULL SERVICE AUTO CARE and Design 	USA	86/074896 25-Sep-2013	4566952 15-Jul-2014	Registered	Express Oil Change, L.L.C.
TE and Design 	USA	86/074836 25-Sep-2013	4623570 21-Oct-2014	Registered	Express Oil Change, L.L.C.
E and Design 	USA	86/074803 25-Sep-2013	4587502 19-Aug-2014	Registered	Express Oil Change, L.L.C.
TURN TO US	USA	78/906265 12-Jun-2006	3227809 10-Apr-2007	Registered	Express Oil Change, L.L.C.
EXPRESS OIL CHANGE	USA	77/157692 16-Apr-2007	3359314 25-Dec-2007	Registered	Express Oil Change, L.L.C.
EXPRESS OIL CHANGE & SERVICE CENTER and Design 	USA	77/157558 16-Apr-2007	3377494 05-Feb-2008	Registered	Express Oil Change, L.L.C.
EXPRESS OIL CHANGE & SERVICE CENTER and Design 	USA	77/157549 16-Apr-2007	3377493 05-Feb-2008	Registered	Express Oil Change, L.L.C.
TIRE ENGINEERS	USA	85/847238 12-Feb-2013	4442726 03-Dec-2013	Registered	Express Oil Change, L.L.C.
EXPRESS OIL CHANGE and Design 	USA	73/719307 28-Mar-1988	1534649 11-Apr-1989	Registered	Express Oil Change, L.L.C. ¹

¹ Express Oil Change, L.L.C. is identified as an Alabama limited liability company in the USPTO record for this

Trademark	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Owner
TUNE-UP CLINIC	USA	73/198766 02-Jan-1979	1159428 30-Jun-1981	Registered	Express Oil Change, L.L.C.
CHANGING OIL CHANGING LIVES	USA	86/057301 05-Sep-2013	4521270 29-Apr-2014	Registered	Express Oil Change, L.L.C.
TIRE ENGINEERS FULL SERVICE AUTO CARE and Design 	USA	87/094699 06-Jul-2016	5154935 07-Mar-2017	Registered	Express Oil Change, L.L.C.
MAVIS TIRES & BRAKES AT DISCOUNT PRICES	USA	90/438160 31-Dec-2020	—	Pending	Mavis Tire Supply LLC
MAVIS TIRES & BRAKES AT DISCOUNT PRICES and Design 	USA	90/438184 31-Dec-2020	—	Pending	Mavis Tire Supply LLC
MAVIS TIRES & BRAKES and Design 	USA	90/438196 31-Dec-2020	—	Pending	Mavis Tire Supply LLC
MAVIS TIRES & BRAKES AT DISCOUNT PRICES (Stylized) 	USA	90/438203 31-Dec-2020	—	Pending	Mavis Tire Supply LLC
MAVIS TIRES & BRAKES AT DISCOUNT PRICES and Design 	USA	90/438208 31-Dec-2020	—	Pending	Mavis Tire Supply LLC
MAVIS TIRES & BRAKES	USA	90/287294 29-Oct-2020	—	Pending	Mavis Tire Supply LLC
MAVIS DISCOUNT TIRE (Stylized) 	USA	87/585780 28-Aug-2017	6098504 14-Jul-2020	Registered	Mavis Tire Supply LLC
TRAX TIRES	USA	87/375088 17-Mar-2017	5404908 20-Feb-2018	Registered	Express Oil Change, L.L.C.
TRAX TIRES and Design 	USA	87/375103 17-Mar-2017	5404909 20-Feb-2018	Registered	Express Oil Change, L.L.C.

trademark registration. It is a Delaware limited liability company.

Trademark	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Owner
EXPRESS OIL CHANGE SERVICE CENTER and Design 	USA	87/253981 01-Dec-2016	5264195 15-Aug-2017	Registered	Express Oil Change, L.L.C. ²
SAVANNAH TIRE	USA	87/237698 15-Nov-2016	5254861 01-Aug-2017	Registered	Express Oil Change, L.L.C. ³
TIRE ENGINEERS FULL SERVICE AUTO CARE and Design 	USA	87/094774 06-Jul-2016	5198521 09-May-2017	Registered	Express Oil Change, L.L.C.
WE DO IT ALL!! BRAKES MAINTENANCE REPAIRS	USA	86/878284 18-Jan-2016	5039842 13-Sep-2016	Registered	Brakes Plus, LLC
SERVICE YOU CAN TRUST AT A PRICE YOU CAN AFFORD	USA	86/878383 18-Jan-2016	5035461 06-Sep-2016	Registered	Brakes Plus, LLC
Design 	USA	77/741967 21-May-2009	3744117 02-Feb-2010	Registered	Brakes Plus, LLC
BRAKES PLUS and Design 	USA	77/742079 21-May-2009	3744118 02-Feb-2010	Registered	Brakes Plus, LLC
BRAKES PLUS	USA	78/320689 30-Oct-2003	2910901 14-Dec-2004	Registered	Brakes Plus, LLC
WHEN AMERICA SAYS "GIMME A BREAK", AMERICA COMES TO BRAKES PLUS!	USA	76/362145 23-Jan-2002	2656391 03-Dec-2002	Registered	Brakes Plus, LLC
BRAKES PLUS	USA	75/485603 15-May-1998	2334455 28-Mar-2000	Registered	Brakes Plus, LLC
BRAKES PLUS	USA	74/287153 22-Jun-1992	1798186 12-Oct-1993	Registered	Brakes Plus, LLC
	USA	75/485719 15-May-1998	2287458 19-Oct-1999	Registered	Brakes Plus, LLC

² Express Oil Change, L.L.C. is identified as an Alabama limited liability company in the USPTO record for this trademark registration. It is a Delaware limited liability company.

³ Express Oil Change, L.L.C. is identified as an Alabama limited liability company in the USPTO record for this trademark registration. It is a Delaware limited liability company.

Trademark	Jurisdiction	Serial No. Filing Date	Reg. No. Reg. Date	Status	Owner
BRAKES PLUS	State of Colorado	—	19941071174 24-Jun-1994	Registered	Brakes Plus, LLC
BRAKES PLUS	State of Colorado	—	19941071175 24-Jun-1994	Registered	Brakes Plus, LLC