

Form PTO-1594 (Rev. 03/05)
OMB Collection 0651-0027 (exp. 6/30/2005)

U.S. DEPARTMENT OF COMMERCE
United States Patent and Trademark Office

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Meineke Car Care Centers, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation- State: North Carolina
☐ Other _____

Citizenship (see guidelines) _____

Additional names of conveying parties attached? ☐ Yes ☒ No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) June 15, 2005

- ☐ Assignment ☐ Merger
☒ Security Agreement ☐ Change of Name
☒ Other New Credit Card to record 700188040A

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? ☐ Yes ☒ No

Name: Allied Capital Corporation, as Collateral Agent

Internal _____

Address: _____

Street Address: 401 N. Michigan Avenue, Suite 2050

City: Chicago

State: Illinois

Country: USA Zip: 60611

- ☐ Association Citizenship _____
☐ General Partnership Citizenship _____
☐ Limited Partnership Citizenship _____
☒ Corporation Citizenship Maryland
☐ Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and Identification or description of the Trademark.

A. Trademark Application No.(s)

78/325,667
76/563,372
78/437,010

B. Trademark Registration No.(s)

1,042,467

Additional sheet(s) attached? ☒ Yes ☐ No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elizabeth M. Millican

Internal Address: _____

Street Address: 101 N. Tryon Street, Suite 1900

City: Charlotte

State: North Carolina Zip: 28246

Phone Number: 704-377-8170

Fax Number: 704-339-3470

Email Address: emillican@rbh.com

6. Total number of applications and registrations involved:

24

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 615.00

- ☒ Authorized to be charged by credit card
☐ Authorized to be charged to deposit account
☐ Enclosed

8. Payment Information:

a. Credit Card Last 4 Numbers 6613
Expiration Date 06/07

b. Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elizabeth M. Millican
Signature

August 3, 2005

Date

Elizabeth M. Millican

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 6

Documents to be recorded (including cover sheet) should be faxed to (703) 306-5985, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

TRADEMARK

REEL: 003195 FRAME: 0677

700210432

OP \$615.00 78325667

4.B. Additional Trademark Numbers

1,191,431	1,283,288
1,206,108	1,434,915
1,207,483	1,610,116
1,207,490	1,620,331
1,215,262	2,022,824
1,241,466	1,965,214
1,268,145	1,970,877
1,268,264	2,728,887
1,268,265	2,748,431
2,803,550	2,913,294

**ASSIGNMENT AND GRANT OF SECURITY INTEREST
IN TRADEMARKS**

WHEREAS, Meineke Car Care Centers, Inc., a North Carolina corporation (the "**Pledgor**"), is the owner of the trademarks and service marks listed on Schedule A attached hereto, which marks are registered or have pending registrations in the United States Patent and Trademark Office as set forth on Schedule A attached hereto (all such trademarks, service marks, registrations and applications, collectively, the "**Trademarks**"); and

WHEREAS, the Pledgor has entered into a Security Agreement (as amended, restated, modified or supplemented from time to time, the "**Security Agreement**"), dated as of June 15, 2005, in which the Pledgor has agreed with Allied Capital Corporation, as Collateral Agent (the "**Collateral Agent**"), with offices at 401 N. Michigan Avenue, Suite 2050, Chicago, Illinois 60611, to execute this Assignment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, as security for the payment and performance of the Secured Obligations (as defined in the Security Agreement), the Pledgor does hereby assign and grant to the Collateral Agent a security interest in all of its right, title and interest in and to the Trademarks, and the use thereof, together with all proceeds and products thereof and the goodwill of the businesses symbolized by the Trademarks. This Assignment has been given in conjunction with the assignment and security interest granted to the Collateral Agent under the Security Agreement, and the provisions of this Assignment are without prejudice to and in addition to the provisions of the Security Agreement, which are incorporated herein by this reference.

MEINEKE CAR CARE CENTERS, INC.

By: 

Name: Ted P. Plante

Title: Vice President & Secretary

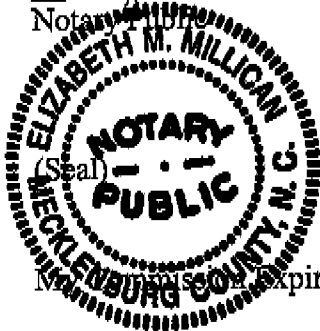
State of North Carolina
County of Mecklenburg

Before me appeared Ted Pearce, the person who signed this instrument, who acknowledged that he/she signed it as a free act on his/her own behalf or on behalf of the identified corporation or other juristic entity with authority to do so.

This 15th day of June, 2005.

Elizabeth M. Millican

Notary Public



My Commission Expires: February 6, 2009

TRADEMARKS AND TRADEMARK APPLICATIONS

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Meineke Car Care Centers, Inc.	Meineke and Design	Reg. No. 1,042,467	United States	1976-06-29
Meineke Car Care Centers, Inc.	Mine-A-Key	Reg. No. 1,191,431	United States	1982-03-02
Meineke Car Care Centers, Inc.	Everlast & Design	Reg. No. 1,206,108	United States	1982-08-24
Meineke Car Care Centers, Inc.	Meineke	Reg. No. 1,207,483	United States	1982-09-07
Meineke Car Care Centers, Inc.	Meineke	Reg. No. 1,207,490	United States	1982-09-07
Meineke Car Care Centers, Inc.	Meineke & Design	Reg. No. 1,215,262	United States	1982-11-02
Meineke Car Care Centers, Inc.	Meineke	Reg. No. 1,241,466	United States	1983-06-07
Meineke Car Care Centers, Inc.	Meineke & Design	Reg. No. 1,268,145	United States	1984-02-21
Meineke Car Care Centers, Inc.	Meineke Discount Mufflers & Design	Reg. No. 1,268,264	United States	1984-02-21
Meineke Car Care Centers, Inc.	Say Mine-A-Key Meineke Discount Mufflers & Design	Reg. No. 1,268,265	United States	1984-02-21
Meineke Car Care Centers, Inc.	Everlast	Reg. No. 1,283,288	United States	1984-06-26
Meineke Car Care Centers, Inc.	Meineke	Reg. No. 1,434,915	United States	1987-03-31
Meineke Car Care Centers, Inc.	Meineke (lower case)	Reg. No. 1,610,116	United States	1990-08-14
Meineke Car Care Centers, Inc.	Meineke	Reg. No. 1,620,331	United States	1990-10-30
Meineke Car Care Centers, Inc.	Meineke Discount Mufflers	Reg. No. 2,022,824	United States	1996-12-17
Meineke Car Care Centers, Inc.	meineke	Reg. No. 1,965,214	United States	1996-04-02
Meineke Car Care Centers, Inc.	meineke	Reg. No. 1,970,877	United States	1996-04-30
Meineke Car Care Centers, Inc.	Meineke University	Reg. No. 2,728,887	United States	2003-06-24
Meineke Car Care Centers, Inc.	M.Key logo	Reg. No. 2,748,431	United States	2003-08-05
Meineke Car Care Centers, Inc.	M.Key	Reg. No. 2,803,550	United States	2004-01-06
Meineke Car Care	YOU WON'T PAY A LOT,	Reg. No.	United States	2004-12-21

TRADEMARK

REEL: 003195 FRAME: 0681

<u>Pledgor</u>	<u>Mark</u>	<u>Application or Registration No.</u>	<u>Country</u>	<u>Issue or Filing Date</u>
Centers, Inc.	BUT YOU'LL GET A LOT	2,913,294		
Meineke Car Care	Right Service. Right Price	Ser. No.	United States	2003-11-10
Centers, Inc.		78/325,667		
Meineke Car Care	Meineke Car Care Center &	Ser. No.	United States	2003-12-04
Centers, Inc.	Design	76/563,372		
Meineke Car Care	MEINEKE	Ser. No.	United States	2004-06-17
Centers, Inc.		78/437,010		