

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM398074

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
ZIPS CAR WASH, LLC		08/30/2016	Limited Liability Company:
RECEIVING PARTY DATA			
Name:	BRIGHTWOOD LOAN SERVICES LLC, as Administrative Agent		
Street Address:	810 Seventh Avenue, 26th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10019		
Entity Type:	Corporation: DELAWARE		
PROPERTY NUMBERS Total: 9			
Property Type	Number	Word Mark	
Serial Number:	87111026	ZIPS EXPRESS CAR WASH	
Serial Number:	86946040	ZIPS	
Registration Number:	4852181	ZIP IN. ZIP OUT. ZIP ON.	
Registration Number:	4852180	ZIPS ME!	
Registration Number:	4847160	DIRT INSURANCE	
Registration Number:	4847159	TUNNEL OF LOVE	
Registration Number:	4160866	ZIPS THREE MINUTE CAR WASH	
Registration Number:	3115390	BOOMERANG	
Registration Number:	3211930	DRIVE CLEAN	
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:	2122942684		
Email:	trademarkny@winston.com		
Correspondent Name:	Jonathan Sprintz		
Address Line 1:	200 Park Avenue		
Address Line 2:	Winston & Strawn LLP		
Address Line 4:	New York, NEW YORK 10166		
ATTORNEY DOCKET NUMBER:	86229.24		

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NAME OF SUBMITTER:	Jonathan Sprintz
SIGNATURE:	/Jonathan Sprintz by trademarkny/
DATE SIGNED:	09/12/2016
Total Attachments: 5 source=Zips - Trademark Security Agreement (EXECUTED)#page1.tif source=Zips - Trademark Security Agreement (EXECUTED)#page2.tif source=Zips - Trademark Security Agreement (EXECUTED)#page3.tif source=Zips - Trademark Security Agreement (EXECUTED)#page4.tif source=Zips - Trademark Security Agreement (EXECUTED)#page5.tif	

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of August 30, 2016 (this “Notice”), by ZIPS CAR WASH, LLC (the “Grantor”), in favor of BRIGHTWOOD LOAN SERVICES LLC, as Administrative Agent for the lenders party to the Credit Agreement referred to below (the “Administrative Agent”).

W I T N E S S E T H:

WHEREAS, by operation of a Security Agreement dated as of the date hereof (as amended, modified and supplemented from time to time, the “Security Agreement”), the Grantor has granted a security interest to the Administrative Agent in the trademark registrations and applications listed on Schedule I attached hereto (collectively, the “Trademarks”);

WHEREAS, pursuant to the Credit Agreement, dated as of the date hereof, by and among the Grantor, the other Loan Parties party thereto, the Lenders party thereto and the Administrative Agent (the “Credit Agreement”), the Lenders have agreed to make extensions of credit to the Grantor upon the terms and subject to the conditions set forth therein;

NOW, THEREFORE, in consideration of the premises and to induce the Lenders to perform their obligations under the Credit Agreement, the Grantor hereby agrees with the Administrative Agent as follows:

SECTION 1. Defined Terms. Unless otherwise defined herein, capitalized terms used herein have the meaning given to them in the Credit Agreement or the Security Agreement, as applicable.

SECTION 2. Confirmation of Security Interest. The Grantor hereby confirms that pursuant to the Security Agreement, it granted to the Administrative Agent a security interest in all of the Grantor’s Trademarks (including, without limitation, those items listed on Schedule I attached hereto) and to the extent not otherwise included, all goodwill associated with any and all of the Trademarks and all proceeds and products of any and all of the Trademarks, as collateral security for the prompt and complete payment and performance when due (whether at the stated maturity, by acceleration or otherwise) of the Obligations of the Grantor.

SECTION 3. Purpose. This Notice has been executed and delivered by the Grantor for the purpose of recording the security interest granted pursuant to the Security Agreement with the United States Patent and Trademark Office and any applicable foreign trademark recording office. This Notice is expressly subject to the terms and conditions of the Credit Agreement. The Credit Agreement remains in full force and effect in accordance with its terms. Grantor further acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the security interest in the Trademarks are fully set forth in the Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein

SECTION 4. Counterparts. This Notice may be executed in any number of counterparts, all of which shall constitute one and the same instrument, and any party hereto may execute this Notice by signing and delivering one or more counterparts. Delivery of an executed signature page to this Notice by facsimile or electronic transmission shall be as effective as delivery of a manually signed counterpart of this Notice.

SECTION 5. Applicable Law. THIS NOTICE SHALL BE CONSTRUED IN ACCORDANCE WITH AND GOVERNED BY THE LAWS OF THE STATE OF NEW YORK.

[Signature pages follow]

IN WITNESS WHEREOF, the Grantor has caused this Notice to be executed and delivered by its duly authorized officer as of the date first set forth above.

Very truly yours,

ZIPS CAR WASH, LLC

By: _____

Name: Brett Overman

Title: Authorized Person

[Signature Page to Notice of Grant of Security Interest in Trademarks]

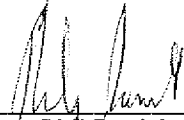
TRADEMARK
REEL: 005873 FRAME: 0961

Accepted and Agreed:

BRIGHTWOOD LOAN SERVICES LLC

By 

Name: Sengal Selassie
Title: Authorized Person

By 

Name: Phil Daniele
Title: Chief Risk Officer

[Signature Page to Notice of Grant of Security Interest in Trademarks]

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Schedule I

Name of Owner	Trademark	Reg. #	Reg. Date	App. #	App. Date	Status
Zips Car Wash, LLC	“Zips Express Car Wash”	Not Yet Registered	Not Yet Registered	87-111,026	7/20/2016	Pending
Zips Car Wash, LLC DBA Zips Three Minute Car Wash	“Zips”	Not Yet Registered	Not Yet Registered	86-946,040	3/18/2016	Pending
Zips Car Wash, LLC DBA Zips Three Minute Car Wash	“Zip In. Zip Out. Zip On.”	4,852,181	November 10, 2015	86-349,681	7/28/2014	Registered
Zips Car Wash, LLC DBA Zips Three Minute Car Wash	“Zips Me!”	4,852,180	November 10, 2015	86-349,658	7/28/2014	Registered
Zips Car Wash, LLC DBA Zips Three Minute Car Wash	“Dirt Insurance”	4,847,160	November 3, 2015	86-349,749	7/28/2014	Registered
Zips Car Wash, LLC DBA Zips Three Minute Car Wash	“Tunnel of Love”	4,847,159	November 3, 2015	86-349,690	7/28/2014	Registered
Zips Car Wash, LLC	“Zips Three Minute Car Wash”	4,160,866	June 19, 2012	85-452,347	10/20/2011	Registered
Boomerang Carwash, LLC	“Boomerang”	3,115,390	July 11, 2006	78-682,858	8/1/2005	Registered
Drive Clean Carwash Systems, Inc.	“Drive Clean”	3,211,930	February 20, 2007	78-693,389	8/16/2005	Registered