

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM617883

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|---|---|-----------------------|------------------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | SECURITY INTEREST | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| TIRE FACTORY, INC. | | 12/30/2020 | Cooperative Corporation: OREGON |
| RECEIVING PARTY DATA | | | |
| Name: | Bank of America, N.A. | | |
| Street Address: | 121 SW Morrison Street | | |
| Internal Address: | Floor 17 | | |
| City: | Portland | | |
| State/Country: | OREGON | | |
| Postal Code: | 97204 | | |
| Entity Type: | National Banking Association: UNITED STATES | | |
| PROPERTY NUMBERS Total: 2 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 4774919 | TIRE FACTORY | |
| Registration Number: | 2314658 | TIRE FACTORY | |
| 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> | | | |
| Email: | lvincent@mcguirewoods.com | | |
| Correspondent Name: | Stephanie A. Martinez | | |
| Address Line 1: | 800 East Canal Street | | |
| Address Line 4: | Richmond, VIRGINIA 23219 | | |
| NAME OF SUBMITTER: | Stephanie Martinez | | |
| SIGNATURE: | /Stephanie Martinez/ | | |
| DATE SIGNED: | 12/31/2020 | | |
| Total Attachments: 4 | | | |
| source=BABC_Tire Factory Memorandum and Notice of Security Interest in Intellectual Property#page1.tif | | | |
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OP \$65.00 4774919

**MEMORANDUM AND NOTICE OF SECURITY INTEREST
IN INTELLECTUAL PROPERTY**

December 30, 2020

TIRE FACTORY, INC., a cooperative corporation formed under the laws of the State of Oregon (“Debtor”) hereby acknowledges that it has granted to **BANK OF AMERICA, N.A.**, a national banking association (“Agent”), as Agent for the lenders under the Loan Agreement referred to below, whose address is Bank of America, N.A., OR1-129-17-01, 121 SW Morrison Street, Floor 17, Portland, Oregon 97204, a security interest in and to all of Debtor’s right, title and interest in and to the trademarks and trademark registrations which are identified on Exhibit A attached hereto and herein incorporated by this reference owned by the applicable Debtor (the “Trademarks”), together with the goodwill and assets of the business, as set forth in the Loan Documents (as defined below).

The terms and conditions of the aforementioned security interest are contained in that certain Loan and Security Agreement dated as of the date hereof (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the “Loan Agreement”) by and between Debtor and Lender, as security for the Obligations (as defined in the Loan Agreement) as set forth in the Loan Agreement. Nothing contained in this Memorandum and Notice of Security Interest in Intellectual Property shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which Lender may have in any other collateral described in the Loan Agreement or otherwise.

The parties hereby agree that this Memorandum and Notice of Security Interest in Intellectual Property and all claims shall be governed by the law of the State of New York, without giving effect to any conflict of law principles except federal laws relating to national banks and Sections 12.13, 12.14 and 12.5 of the Loan Agreement are hereby incorporated by reference. Debtor hereby authorizes the filing of this Memorandum and Notice of Security Interest in Intellectual Property with the United States Patent and Trademark Office.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned has duly executed this Memorandum and Notice of Security Interest in Intellectual Property as of the date first written above.

DEBTOR:

TIRE FACTORY, INC.,

a cooperative corporation formed under the laws
of the State of Oregon

By: 
Name: Walter Lybeck
Title: President/CEO

AGENT:

BANK OF AMERICA, N.A.

By: 

Name: Brett German

Title: Senior Vice President

EXHIBIT A
TRADEMARKS

| Trademark | Owner | Status in Trademark Office | Federal Registration Number | Registration Date |
|--------------------------|--------------------|-----------------------------------|------------------------------------|--------------------------|
| TIRE FACTORY (design) | Tire Factory, Inc. | Registered | 4,774,919 | July 21, 2015 |
| TIRE FACTORY | Tire Factory, Inc. | Registered | 2,314,658 | February 1, 2000 |