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Commissioner of Patent

01-31-2001

Washington, D.C. 20231

FORM PTO-1618A

(Rev. 8-99)



U.S. DEPARTMENT OF COMMERCE

Patent and Trademark Office

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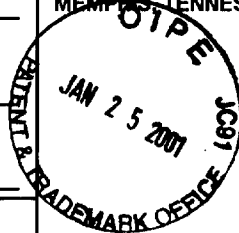
To the Honorable Commissioner of Patents and Trademarks original document or copy thereof.

1. Submission Type

- New
- Resubmission (Non-Recordation)
Document ID # _____
- Correction of PTO Error
Reel # _____ Frame # _____
- Corrective Document
Reel # _____ Frame # _____

2. Name of Conveying Party(ies):

TBC CORPORATION
4770 HICKORY HILL ROAD
MEMPHIS, TENNESSEE 38181-0342



3. Name and Address of Receiving Party(ies):

Name: THE CHASE MANHATTAN BANK
Street Address: 1 CHASE SQUARE, TOWER 9
City: ROCHESTER
State: NEW YORK Zip: 14643

- Individual(s) citizenship _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation-State NEW YORK
- Other _____

- Individual(s)
- Association
- General Partnership
- Limited Partnership
- Corporation-State DELAWARE
- Other: _____

Additional Name(s) of conveying attached? Yes No

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)
Additional name(s) & address(es) attached? Yes No

4. Nature of conveyance:

- Assignment
- Merger
- Security Agreement
- Change of Name
- Other: _____

Execution Date: JANUARY 12, 2001

5. Application number(s) or registration number(s):

A. Trademark Applicant No.(s)
SEE ATTACHED SCHEDULE A

B. Trademark Registration No.(s)
SEE ATTACHED SCHEDULE A

Additional Sheet attached? Yes No

6 Name and address of party to whom correspondence concerning this matter should be mailed:

CUSTOMER NUMBER 00136
JACOBSON, PRICE, HOLMAN & STERN
400 7th Street, N.W.
Washington, DC 20004
Tel. 202-638-6666

Attorney Docket No. 1952/A-709

7. Number of applications and registrations involved:

32

8. Total fee (37 CFR 3.41)..... \$ 815.00

- Enclosed
- Any deficiencies in enclosed fees are authorized to be charged to account 06-1358

DO NOT USE THIS SPACE

10. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

MARSHA G. GENTNER

Name of Person Signing

Signature

January 25, 2001

Date

Total number of pages excluding cover sheet:

3

TBC TRADEMARKS - USA

MARK	APPLN./REG. NO.	REG./FILING DATE
AQUA FLOW	1,815,411	01/04/94
CENTRON	1,357,941	09/03/85
CORDOVAN	755,493	08/27/63
CRITERION	1,169,191	09/15/81
EPIC	1,388,996	04/08-86
GRAN ESPRIT	2,151,303	04/14/98
GRAND PRIX	690,249	12/22/59
GRAND PRIX	1,655,035	08/27/91
GRAND PRIX RADIAL G/T	1,164,594	08/11/81
GRAND SPIRIT	1,958,273	02/27/96
GRAND SPORT	1,421,825	12/23/86
HARVEST KING	1,595,216	05/08/90
MATRIX	1,478,574	03/01/88
MULTI-MILE	560,428	06/24/52
MULTI-MILE	2,266,907	08/03/99
MULTI-MILE RADIAL G/T	1,125,174	09/18/79
MULTI-MILE WIDE '600'	854,178	08/06/68
POWER KING	1,138,319	07/29/80
PRESTIGE	607,037	06/07/55
SCEPTOR	1,421,827	12/23/86
SIGMA	998,427	07/22/80
SIGMA	2,262,889	07/20/99

Schedule A

SOVRAN	1,600,677	06/12/90
STAMPEDE	1,337,798	05/28/85
TBC	1,113,549	02/20/79
TBC	2,114,992	11/25/97
TBC ONLINE	2,312,424	01/25/00
TODAY	2,032,519	01/21/97
ULTREX	1,968,838	04/16/96
WILD COUNTRY	1,755,187	03/02/93
WILD SPIRIT RADIAL GTX	1,822,004	02/15/94
WILD TRAC	1,122,304	07/17/79

Schedule A

**NOTICE OF GRANT OF SECURITY
INTEREST IN TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to an Amended and Restated Security Agreement dated as of January 5, 2001 (the "Security Agreement"), by TBC Corporation (the "Borrower") and The Chase Manhattan Bank, as collateral agent (the "Collateral Agent") for the Lenders, Administrative Agent, and Co-Administrative Agent defined and referenced therein (hereafter, collectively and severally, along with the Collateral Agent, the "Secured Party"), the Borrower has granted a continuing security interest in and continuing lien upon, the trademarks, and registrations and applications therefor, set forth in Schedule 1 hereto, to the Secured Party.

The security interest in the attached trademarks and trademark registrations and applications can be terminated only in accordance with the terms of the Security Agreement.

Very truly yours,

TBC CORPORATION

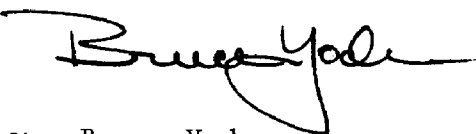
By: 

Name: Ronald E. McCollough

Title: Exec. Vice President & Chief Financial
Officer

Acknowledged and Accepted:

THE CHASE MANHATTAN BANK, as
Collateral Agent

BY: 

Name: Bruce Yoder

Title: Vice President

STATE OF Tennessee)
)
CITY OF Memphis)

I, Rosemary R. Timms, a Notary Public of the County and State aforesaid, certify that Ronald E. McCollough, personally came before me this day and acknowledged that he/she is Exec VP/CFO of TBC Corporation, a Delaware corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/her in its name as Exec. V.P./CFO.

WITNESS my hand and official stamp or seal, this 12th day of January, 2001.

Rosemary R. Timms
Notary Public

My Commission Expires: MY COMMISSION EXPIRES:
May 11, 2004

(Notary Seal)

STATE OF New York)
)
CITY OF Rochester)

I, Maureen E. Mulholland, a Notary Public of the County and State aforesaid, certify that Bruce Yoder, personally came before me this day and acknowledged that she/he is VP of The Chase Manhattan Bank, a New York corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed by him/her in its name as VP.

WITNESS my hand and official stamp or seal, this 16th day of January, 2001.

Maureen E. Mulholland
Notary Public

MAUREEN E. MULHOLLAND
Notary Public in the State of New York
Qualified in Monroe County
Commission Expires January 31, 2002

My Commission Expires:

TBC TRADEMARKS - USA

Trademark Name	Product	Registration Date	In Use Yes/N
AQUA FLOW – 1,815,411	Tires	1/4/94--Expires 1/4/2004 Combined Declaration accepted 1/31/00.	
AQUA FLOW - Japan 877543	Tires	7/31/96 Expires 7/31/06	
CENTRON 1357941	Tires	9/3/85 Expires 9/3/2005	Yes
CORDOVAN (USA) 755493	Tires	Decl. accepted 3/15/93 Reg. expires 12/2/2006	Yes
CORDOVAN (France) 1657817	Tires	4/5/9--Expires 4/25/2001 MG preparing renewal 8/28/00	No
CORDOVAN (Germany) 2017105	Tires	7/14/92--Expires 4/30/2001 Will renew 12/8/00	No
CORDOVAN (UK) 1464865	Tires – Class 9	Renewed 5/21/98 Expires 5/21/2008	No
CORDOVAN (UK) 1462329	Tires – Class 12	Renewed 4/24/98 Expires 4/24/2008	No
CORDOVAN (European Community) #719351	Tires	12/30/97 Expires 12/30/2007	
CORDOVAN BONNEVILLE JET784838	Tires	2/9/85 Expires 2/9/2005	No
CORDOVAN RADIAL G/T #1,102,631 – 1952/T-10265	Tires	Renewed 9/19/98 Expires 9/10/2008	No
CORDOVAN "600" 854177	Tires	Renewed 8/6/88 Expires 8/6/2008	No
CORDY 1999007	Retail tire store services & tire distrib. services--changed 7/31/95	9/10/96 Expires 9/10/2006	No
CRITERION 1169191	Tires	9/15/81 Expires 9/15/2001	Yes
EPIC 1388996	Tires	4/8/86 Expires 4/8/2006	Yes
ESPRIT - UK 1146522	Tires	Renewed 1/6/88 Expires 1/6/2002	No
ESPRIT - FRANCE 1636050	Tires	Renewed 1/9/91 Expires 1/8/2001	No
ESPRIT - GERMANY 1021322	Tires	Renewed 1/11/91 Expires 1/11/2001--Has not been used, could be cancelled 6/92	No

Trademark Name	Product	Registration Date	In Use Yes/N
GRAN ESPRIT 2151303	Tires	Registered 4/14/98 Expires 4/14/2008	Yes 8/96
GRAN ESPRIT - #385 617	Tires	Registered 9/19/96 Expires 9/19/2006	
GRAND PRIX 690,249	Tires	Renewed 12/22/99 Expires 12/22/09 Sent M.G. Application for Renewal & labels 8/6/99	Yes
GRAND PRIX RADIAL G/T 1164594	Tires	8/11/81 Expires 8/11/2001	Yes
GRAND PRIX 1,655,035	Car wash services	8/27/91 Expires 8/27/2001	Yes
GRAND SPIRIT Reg. # 1,958,273	Tires	2/27/96 Expires 2/27/06	
GRAND SPORT 1421825	Tires	12/23/86 - Expires 2006 Declaration filed 1/93	Yes
HARVEST KING 1595216	Tires	5/8/90--Expires 5/8/2000 Deadline for Declaration of Use 5/8/00 (6-month grace period-11/8/00)	Yes
MATRIX 1478574	Tires	3/1/88 Expires 3/1/2008 Declar. accepted 10/27/93	Yes
MULTI-MILE (USA) 650,428	Tires (stylized letters)	Renewed 6/24/93 Expires 6/24/2002	Yes
MULTI-MILE (USA) reg# 2,266,907	Tires (block letters)	8/3/99 Expires 8/3/2009	
MULTI-MILE (France) 1657653	Tires	4/24/91--Expires 4/24/2001 MG preparing renewal 8/28/00	
MULTI-MILE (UK) 1464866	Tires - Class 9	Renewed 5/21/98 Expires 5/21/2008	No
MULTI-MILE (UK) 1462051	Tires - Class 12	Renewed 4/23/98 Expires 4/23/2008	No
MULTI-MILE (European Community) #719260	Tires	12/30/97 Expires 12/30/2007	
MULTI-MILE RADIAL G/T 1,125,174	Tires	9/18/79 Expires 9/18/09	
MULTI-MILE WIDE "600" 854178	Tires	Renewed 8/6/88 Expires 8/6/2008	No
MULTI-TRAC 981104	Tires	Certificate of Renewal issued Expires 3/26/04	No
POWER KING 1,138,319	Tires	7/28/80 - Expires 7/28/2000 Declaration/Renewal Application filed 7/25/00	Yes

Trademark Name	Product	Registration Date	In Use Yes/N
PRESTIGE 607037	Tires	7/25/95 Expires 7/25/2005	
RADIAL GT (CAMM) 1,125,174	Tires	9/18/79--Expires 9/18/99 Send fact sheet & specimens to renew--before 9/18/99	No
SCEPTOR 1421827	Tires	12/23/86 - Expires 2006 Declaration filed 1/93	Yes
SIGMA (USA) 998,427	Tires	7/22/80--Expires 11/19/04 Cert. of Renewal received 5/19/95	Yes
SIGMA(USA) 2,262,889	Tires (block letters)	7/20/99 Expires 7/20/2009	
SIGMA (Germany) 2017108	Tires	6/10/91 Expires 6/10/2001	No
SIGMA (U.K.) 1466536	Tires	Renewed 6/6/98 Expires 6/6/2000	No
SOVRAN Reg. # 1,600,677	Tires	4/21/81--Expires 4/21/2001 Declaration of use filed 5/19/00	Yes
STAMPEDE 1337798	Tires	5/28/85 Expires 5/28/2005	Yes
SUSSEX 1421826	Tires	12/23/86 - Expires 2006 Declaration filed 1/93	No
TALON 1113549	Tires	4/8/86 Decl. filed 7/92 Expires 4/8/2006	No
TBC #1,113,549	Tires	2/20/79--Renewed 2/20/99 Expires 2/20/2009	
TBC 2114992	Preparing advertising & telemarketing for others; prod. merchandising; conducting marketing studies;providing technical asst. & advice in mrkt'g. products; computerized on line ordering services in the field of vehicle parts, batteries & power supplies, Class 35; and Computer services, namely, providing data bases in the fields of vehicle parts, batteries, & power supplies; whls. dist. & mail order services featuring motor vehicle parts, batteries, & power supplies in Class 42.	11/25/97 Expires 11/25/2017	
TBC ONLINE - 2,312,424	Computer software for use in connection with the distribution & sale of vehicle parts & equipment.	1/25/2000 Expires 1/25/2010	No
TODAY Reg. # 2,032,519	Credit card services	1/21/97 Expires 1/21/2007	Yes
ULTREX - Reg. # 1,938,838	Tires	4/16/96 Expires 4/16/06	Yes
WILD COUNTRY 1,755,187	Tires	3/2/93--Declaration filed 10/26/98 Expires 3/2/2003	Yes

Trademark Name	Product	Registration Date	In Use Yes/N
WILD SPIRIT RADIAL GTX 1,822,004	Tires	2/15/94–Expires 2/15/2004 Rec'd. Combined Declaration receipt 6/27/00	Yes
WILDTRAC 1,122,304	Tires	Renewed 7/17/99 Expires 7/7/2009	Yes
WINNING PERFORMANCE 1,730,304	Tires, air filters	11/3/92–Expires 11/3/2002 Will let expire. 9/25/98	No