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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

06/17/2010
900164957

SUBMISSION TYPE:		NEW ASSIGNMENT	
NATURE OF CONVEYANCE:		SECURITY INTEREST	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
American Tire Distributors, Inc.		05/28/2010	CORPORATION: DELAWARE
Am-Pac Tire Dist. Inc.		05/28/2010	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	The Bank of New York Mellon Trust Company, N.A. as collateral agent		
Street Address:	10181 Centurion Parkway		
City:	Jacksonville		
State/Country:	FLORIDA		
Postal Code:	32256		
Entity Type:	NATIONAL BANK ASSOCIATION: UNITED STATES		
PROPERTY NUMBERS Total: 48			
Property Type	Number	Word Mark	
Registration Number:	3024766	AMERICAN TIRE DISTRIBUTORS	
Registration Number:	1522166	AMERICAN TIRE DISTRIBUTORS	
Registration Number:	3148443	ATD	
Registration Number:	3133944	ATDNET	
Registration Number:	3188225	ATDONLINE	
Registration Number:	3229705	ATDONLINE POWER-SEARCH	
Registration Number:	3218533	ATDSERVICEBAY	
Registration Number:	3415784	ATDSERVICEBAY	
Registration Number:	1327370	AUTOMINDER	
Registration Number:	1141271	CALIFORNIAN	
Registration Number:	2372443	CARS ASK FOR US BY NAME.	
Registration Number:	2610504	COMMUNICATIONSEEDGE	
Registration Number:	2610503	CREDITEDGE	

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Registration Number:	3489644	CRUISER ALLOY
Registration Number:	2394307	CRUISERWIRE
Registration Number:	3386225	DRIFZ
Registration Number:	1982061	DYNATRAC
Registration Number:	3408819	ENVIZIO
Registration Number:	3700735	EVOLVE YOUR RIDE
Registration Number:	1835379	ICW
Registration Number:	2610505	IMAGEEDGE
Registration Number:	974810	ITCO
Registration Number:	2846259	KEEP IT IN THE FAMILY
Registration Number:	1884613	MAGNUM
Registration Number:	2636680	MARKETINGEDGE
Registration Number:	3713864	O.E. PERFORMANCE
Registration Number:	3704089	O.E. PERFORMANCE
Registration Number:	3704090	O.E. PERFORMANCE
Registration Number:	1818444	PACER
Registration Number:	2013348	PACER
Registration Number:	1595228	PACESETTER IV
Registration Number:	2425241	PACESETTER PLUS
Registration Number:	2869965	REGAL
Registration Number:	1407619	REGUL
Registration Number:	2084592	REGUL QUESTA
Registration Number:	2810506	REWARDSEGE
Registration Number:	2643974	TIREEDGE
Registration Number:	2622080	TRAININGEDGE
Registration Number:	1331956	TRAK 'N' BLAZER
Registration Number:	2419497	VICO
Registration Number:	3308837	WHEEL WIZARD ENVIZIO
Registration Number:	3385163	WHEELENVIZIO.COM
Registration Number:	1026159	WINNER
Registration Number:	934470	WINSTON
Registration Number:	1047633	WINSTON
Registration Number:	3302482	WINSTON TIRES
Serial Number:	77418698	AMERICAN TIRE DISTRIBUTORS
Serial Number:	77161065	AM-PAC

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CORRESPONDENCE DATA

Fax Number: (212)859-4000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 212-859-8000
Email: Arianne.deGovia@ffhsj.com,teas@ffhsj.com
Correspondent Name: Arianne de Govia
Address Line 1: One New York Plaza
Address Line 2: Fried Frank LLP
Address Line 4: New York, NEW YORK 10004

ATTORNEY DOCKET NUMBER:	31737.892
NAME OF SUBMITTER:	Arianne H. de Govia
Signature:	/AHDG/
Date:	06/17/2010

Total Attachments: 10
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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

EXECUTION VERSION**GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS**

THIS GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS (this "Agreement"), dated as of May 28, 2010 is made by **AMERICAN TIRE DISTRIBUTORS, INC.** ("Company"), a Delaware corporation, with offices at 12200 Herbert Wayne Court, Suite 150, Huntersville, North Carolina 28078, and **AM-PAC TIRE DIST. INC.** ("Am-Pac"), a California corporation with offices at 12200 Herbert Wayne Court, Suite 150, Huntersville, North Carolina 28078, (Company and Am-Pac, collectively, the "Grantors") in favor of **THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.**, a national banking association, with offices at 10161 Centurion Parkway, Jacksonville, FL 32256, as Notes Collateral Agent (in such capacity, the "Agent") for the Secured Parties, in accordance with the Indenture, dated as of May 28, 2010 (as further amended, supplemented or otherwise modified from time to time, the "Indenture"), among American Tire Distributors, Inc. (the "Issuer"), the guarantors from time to time party thereto and the Agent.

WITNESSETH:

WHEREAS, pursuant to the Indenture, the Issuer has issued the Notes (as defined in the Indenture);

WHEREAS, in connection with the Indenture, the Issuer and certain other subsidiaries of the Issuer have executed and delivered a Security Agreement, dated as of May 28, 2010, in favor of the Agent (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Security Agreement");

WHEREAS, pursuant to the Security Agreement, the Grantor has agreed to grant to the Agent for the benefit of the Secured Parties, a continuing security interest in all Intellectual Property, including, without limitation, the Trademarks; and

WHEREAS, the Grantor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Holders to Purchase the Notes, and to secure the Secured Obligations, the Grantor agrees, for the benefit of the Agent and the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Security Agreement,

SECTION 2. Notice of Grant of Security Interest. Pursuant to the Security Agreement, the Grantors assign and grant to the Agent, on behalf and for the benefit of the Secured Parties, and to secure the prompt and complete payment and performance of all Secured Obligations, a security interest in all of its right, title and interest in, to and under the Grantors' Trademarks (including, without limitation, those items listed on Schedule A hereto).

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SECTION 3. Purpose. This 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. The security interest granted hereby has been granted to the Agent for the benefit of the Secured Parties in connection with the Security Agreement and is expressly subject to the terms and conditions thereof. The Security Agreement (and all rights and remedies of the Agent and the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.

SECTION 4. Acknowledgment. Grantors do hereby further acknowledge and affirm that the rights and remedies of the Agent and the Secured Parties with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Indenture and the Security Agreement, the terms and provisions of which (including, without limitation, the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Security Agreement, the terms of the Security Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

[Remainder of page intentionally left blank; Signatures appear on following page.]

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

AMERICAN TIRE DISTRIBUTORS, INC.
as Grantor



By: _____
Name: J. Michael Gaither
Title: Executive Vice President, General Counsel
and Secretary

AM-PAC TIRE DIST. INC.
as Grantor



By: _____
Name: J. Michael Gaither
Title: Executive Vice President, General Counsel
and Secretary

[Grant of Security Interest In Trademark Rights]

TRADEMARK
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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

STATE OF *New York*)
COUNTY OF *New York*) ss

On the *28th* day of *May*, 2010, before me personally came J. Michael Gaither, who is personally known to me to be the General Counsel of AMERICAN TIRE DISTRIBUTORS, INC., a Delaware corporation; who, being duly sworn, did depose and say that she/he is the General Counsel in such corporation, the corporation described herein and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

MARIE T. CORLEONE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01CO6121449
Qualified in Kings County
Commission Expires January 18, 2013

Marie T. Corleone
Notary Public

(PLACE STAMP AND SEAL ABOVE)

[Grant of Security Interest In Trademark Rights]

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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

STATE OF New York)
COUNTY OF New York)^{SS}

On the 28th day of May, 2010, before me personally came

J. Michael Gaither, who is personally known to me to be the General Counsel of AM-PAC TIRE DIST. INC., a California corporation; who, being duly sworn, did depose and say that she/he is the General Counsel in such corporation, the corporation described herein and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such corporation; and that she/he acknowledged said instrument to be the free act and deed of said corporation.

MARIE T. CORLEONE
NOTARY PUBLIC-STATE OF NEW YORK
No. 01CO6121449
Qualified in Kings County
Commission Expires January 18, 2013

Marie T. Corleone
Notary Public

(PLACE STAMP AND SEAL ABOVE)

[Grant of Security Interest In Trademark Rights]

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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A.,
as Collateral Agent

By: _____


Name: Christie Leppert
Title: Vice President

Signature Page - Grant of Security Interest in Trademark Rights

TRADEMARK
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TO:ARIANNE DE GOVIA COMPANY:ONE NEW YORK PLAZA

STATE OF NY)
COUNTY OF Duval) ss

On the 28 day of May, 2010, before me personally came Christina, who is personally known to me to be the Vice President of THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., a national banking association, who, being duly sworn, did depose and say that she/he is the Vice President in such association, the association described herein and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such association; and that she/he acknowledged said instrument to be the free act and deed of said association.

Tracey L. Crow
Notary Public

(PLACE STAMP AND SEAL ABOVE)



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SCHEDULE A**U.S. Trademark Registrations and Applications**

Mark	Ser. No./ Reg. No.	Status	Owner/Registrant
AMERICAN TIRE DISTRIBUTORS	77418698	Pending	American Tire Distributors, Inc.
AMERICAN TIRE DISTRIBUTORS & Design	3024766	Registered	American Tire Distributors, Inc.
AMERICAN TIRE DISTRIBUTORS & Design	1522166	Registered	American Tire Distributors, Inc.
ATD	3146443	Registered	American Tire Distributors, Inc.
AIDNET	3133944	Registered	American Tire Distributors, Inc.
ATDONLINE	3188225	Registered	American Tire Distributors, Inc.
ATDONLINE POWER-SEARCH	3229705	Registered	American Tire Distributors, Inc.
ATDSERVICEBAY	3216533	Registered	American Tire Distributors, Inc.
ATDSERVICEBAY	3415784	Registered	American Tire Distributors, Inc.
AUTOMINDER & Design	1327370	Registered	American Tire Distributors, Inc.
CALIFORNIAN	1141271	Registered	American Tire Distributors, Inc.
CARS ASK FOR US BY NAME	2372443	Registered	American Tire Distributors, Inc.
COMMUNICATIONSEGE	2610504	Registered	American Tire Distributors, Inc.
CREDITEDGE	2610503	Registered	American Tire Distributors, Inc.
CRUISER ALLOY	3489644	Registered	American Tire Distributors, Inc.
CRUISERWIRE	2394307	Registered	American Tire Distributors, Inc.
DRIFZ	3386225	Registered	American Tire Distributors, Inc.
DYNATRAC	1982061	Registered	American Tire Distributors, Inc.
ENVIZIO	3406819	Registered	American Tire Distributors, Inc.

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Mark	Ser. No. Reg. No.	Status	Owner/Registrant
EVOLVE YOUR RIDE	3700735	Registered	American Tire Distributors, Inc.
ICW	1835379	Registered	American Tire Distributors, Inc.
IMAGEEDGE	2610505	Registered	American Tire Distributors, Inc.
ITCO & Design	974610	Registered	American Tire Distributors, Inc.
KEEP IT IN THE FAMILY	2846259	Registered	American Tire Distributors, Inc.
MAGNUM	1884613	Registered	American Tire Distributors, Inc.
MARKETINGEDGE	2636680	Registered	American Tire Distributors, Inc.
O.E. PERFORMANCE	3713854	Registered	American Tire Distributors, Inc.
O.E. PERFORMANCE & DESIGN	3704089	Registered	American Tire Distributors, Inc.
O.E. PERFORMANCE & DESIGN	3704090	Registered	American Tire Distributors, Inc.
PACER	1818444	Registered	American Tire Distributors, Inc.
PACER	2013348	Registered	American Tire Distributors, Inc.
PACESETTER IV	1595228	Registered	American Tire Distributors, Inc.
PACESETTER PLUS	2425241	Registered	American Tire Distributors, Inc.
REGAL	2869965	Registered	American Tire Distributors, Inc.
REGUL & Design	1407619	Registered	American Tire Distributors, Inc.
REGUL QUESTA	2084592	Registered	American Tire Distributors, Inc.
REWARDSEDGE	2610506	Registered	American Tire Distributors, Inc.
TIREEDGE	2643974	Registered	American Tire Distributors, Inc.
TRAININGEDGE	2622060	Registered	American Tire Distributors, Inc.
TRAK 'N' BLAZER	1331956	Registered	American Tire Distributors, Inc.
VICO	2419497	Registered	American Tire Distributors, Inc.
WHEEL WIZARD ENVIZIO	3308837	Registered	American Tire Distributors, Inc.
WHELENVIZIO.COM	3365163	Registered	American Tire Distributors, Inc.

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Mark	Sec. No. Reg. No.	Status	Owner/Registrant
WINNER	1026159	Registered	American Tire Distributors, Inc.
WINSTON	934470	Registered	American Tire Distributors, Inc.
WINSTON (Stylized)	1047633	Registered	American Tire Distributors, Inc.
WINSTON TIRES & Design	3302482	Registered	American Tire Distributors, Inc.
AM-PAC	77161065	Pending	Am-Pac Tire Dist. Inc.

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RECORDED: 06/24/2010

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