

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Terry's Tire Town, Inc.		11/30/2011	CORPORATION: OHIO
RECEIVING PARTY DATA			
Name:	The Huntington National Bank		
Street Address:	41 South High Street		
City:	Columbus		
State/Country:	OHIO		
Postal Code:	43215		
Entity Type:	a national banking association: UNITED STATES		
PROPERTY NUMBERS Total: 3			
Property Type	Number	Word Mark	
Registration Number:	3584562	NORTHCOAST TUNER.COM	
Registration Number:	3584563	NORTHCOAST TRUCK.COM	
Serial Number:	77831790	TIRETEAM	
CORRESPONDENCE DATA			
Fax Number:	(614)222-3470		
Phone:	(614) 462-1109		
Email:	lhult@szd.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Laura L. Hult		
Address Line 1:	250 West Street		
Address Line 4:	Columbus, OHIO 43215-2538		
ATTORNEY DOCKET NUMBER:	382660-00376		
NAME OF SUBMITTER:	Laura L. Hult		

CH \$90.00 3584562

900208700

TRADEMARK
 REEL: 004672 FRAME: 0011

Signature:	/Laura L. Hult/
Date:	12/05/2011
Total Attachments: 8 source=Notice of Security Interest (H2410784)#page1.tif source=Notice of Security Interest (H2410784)#page2.tif source=Notice of Security Interest (H2410784)#page3.tif source=Notice of Security Interest (H2410784)#page4.tif source=Notice of Security Interest (H2410784)#page5.tif source=Notice of Security Interest (H2410784)#page6.tif source=Notice of Security Interest (H2410784)#page7.tif source=Notice of Security Interest (H2410784)#page8.tif	

NOTICE OF SECURITY INTEREST

Terry's Tire Town, Inc., an Ohio corporation, Summit Tires Northeast, LLC, an Ohio limited liability company, and Englewood Tire Wholesale, Inc., a New Jersey corporation (together with their successors and permitted assigns, "Debtors"), and The Huntington National Bank (together with its successors and assigns, "Secured Party"), are parties to a certain Amended and Restated Intellectual Property Security Agreement dated November 30, 2011 (the "Security Agreement").

WHEREAS, Debtors owns certain rights, title and interest in and to certain Collateral (as defined in the Security Agreement), including the Collateral listed on the annexed Schedule A attached hereto; and

WHEREAS, Debtors have granted Secured Party a security interest as set forth in the Security Agreement in and to, among other things, all right, title and interest of Debtors in the Collateral, to secure the payment, performance and observance of certain obligations defined in the Security Agreement.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Debtors do hereby grant to Secured Party a security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations defined in the Security Agreement.

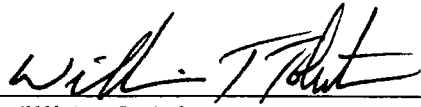
Secured Party does hereby further acknowledge and affirm that the rights and remedies of Secured Party with respect to the security interest in the Collateral made and granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[Signature page immediately follows.]

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice of Security Interest as of the date first written above.

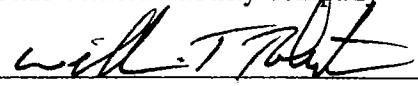
DEBTORS:

TERRY'S TIRE TOWN, INC.,
an Ohio corporation

By: 
William T. Tolerton

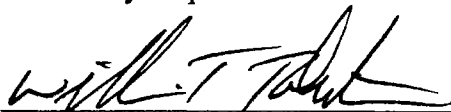
Its: President & Chief Executive Officer

SUMMIT TIRES NORTHEAST, LLC,
an Ohio limited liability company

By: 
William T. Tolerton

Its: President & Chief Executive Officer


ENGLEWOOD TIRE WHOLESALE, INC.,
a New Jersey corporation

By: 
William T. Tolerton

Its: President & Chief Executive Officer

SECURED PARTY:

THE HUNTINGTON NATIONAL BANK
Individually and as Administrative Agent

By: 
William R. Remias, Jr., Senior Vice President

*Signature Page to Notice
of Security Interest*

TRADEMARK
REEL: 004672 FRAME: 0014

STATE OF OHIO

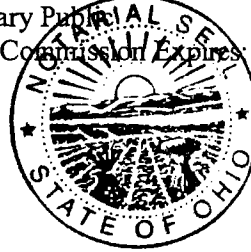
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: ss:
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COUNTY OF CUYAHOGA

On this 22nd day of Nov., 2011, before me, a Notary Public, personally appeared William T. Tolerton, who acknowledged himself to be acting on behalf of Terry's Tire Town, Inc., an Ohio corporation, and that he, being duly authorized to do so, executed the foregoing Notice of Security Interest for the purposes therein contained by signing his name as such on behalf of the Debtor.

Donna Fuller

Notary Public
My Commission Expires:



DONNA FULLER
Notary Public, State of Ohio
My Commission Expires
December 9, 2013

STATE OF OHIO

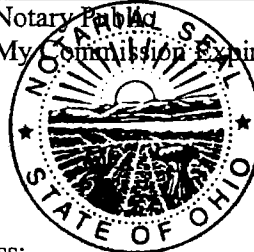
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: ss:
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COUNTY OF CUYAHOGA

On this 22nd day of Nov., 2011, before me, a Notary Public, personally appeared William T. Tolerton, who acknowledged himself to be acting on behalf of Summit Tires Northeast, LLC, an Ohio limited liability company, and that he, being duly authorized to do so, executed the foregoing Notice of Security Interest for the purposes therein contained by signing his name as such on behalf of the Debtor.

Donna Fuller

Notary Public
My Commission Expires:



DONNA FULLER
Notary Public, State of Ohio
My Commission Expires
December 9, 2013

STATE OF OHIO

:
: ss:
:

COUNTY OF CUYAHOGA

On this 22nd day of Nov., 2011, before me, a Notary Public, personally appeared William T. Tolerton, who acknowledged himself to be acting on behalf of Englewood Tire Wholesale, Inc., a New Jersey corporation, and that he, being duly authorized to do so, executed the foregoing Notice of Security Interest for the purposes therein contained by signing his name as such on behalf of the Debtor.

Donna Fuller

Notary Public
My Commission Expires:



DONNA FULLER
Notary Public, State of Ohio
My Commission Expires
December 9, 2013

*Signature Page to Notice
of Security Interest*

IN WITNESS WHEREOF, the parties hereto have duly executed this Notice of Security Interest as of the date first written above.

DEBTORS:

TERRY'S TIRE TOWN, INC.,
an Ohio corporation

By: _____
William T. Tolerton

Its: President & Chief Executive Officer

SUMMIT TIRES NORTHEAST, LLC,
an Ohio limited liability company

By: _____
William T. Tolerton

Its: President & Chief Executive Officer

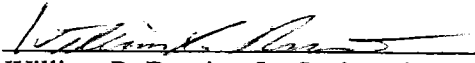
ENGLEWOOD TIRE WHOLESALE, INC.,
a New Jersey corporation

By: _____
William T. Tolerton

Its: President & Chief Executive Officer

SECURED PARTY:

THE HUNTINGTON NATIONAL BANK
Individually and as Administrative Agent

By:  _____
William R. Remias, Jr., Senior Vice President


*Signature Page to Notice
of Security Interest*

STATE OF OHIO

:
: SS:
:

COUNTY OF FRANKLIN

On this 22 day of NOVEMBER, 2011, before me, a Notary Public, personally appeared William R. Remias, Jr., who acknowledged himself to be acting on behalf of The Huntington National Bank, a national banking association, and that he, being authorized to do so, executed the Notice of Security Interest for the purposes therein contained by signing his name as such on behalf of Secured Party.



Notary Public
My Commission Expires:



TERRI E. SEYMOUR
Notary Public, State of Ohio
My Commission Expires 11-07-2012

*Signature Page to Notice
of Security Interest*

TRADEMARK
REEL: 004672 FRAME: 0017

SCHEDULE A
TO
NOTICE OF SECURITY INTEREST

Patents

None.

Trademarks

Registration No.	Registration Date	Registered Owner	Mark
3,584,562	10/06/04	Terry's Tire Town, Inc.	NORTHCOASTTUNER.COM
3,584,563	10/06/04	Terry's Tire Town, Inc.	NORTHCOASTTRUCK.COM

Pending U.S. Trademark Applications of Debtors

Application No.	Filing Date	Applicant	Mark
77/831,790	9/22/09	Terry's Tire Town, Inc.	TIRETEAM

Licenses

Software licenses:

1. Tire Dealer Software & Support Maintenance Agreement between Terry's Tire Town, Inc. and Signal Extraprise Corporation for the license by Terry's Tire Town, Inc. of the Exceed Wholesale, Tire Dealer Retail and Tireworks Gold operating software.
2. Annual Support and Maintenance Agreement between Terry's Tire Town, Inc. and RT Systems for the license by Terry's Tire Town, Inc. of the RT Locator software.

(H2340564.7)

3. Software License, Equipment Purchase and Professional Services Agreement, dated December 30, 2010, and Software Maintenance Agreement, dated December 30, 2010, each with Master Terms and Conditions thereto and by and between ASA Tire Systems, Inc. and Englewood Tire Wholesale, Inc.

4. Price Schedule – Prices and Deliverables Agreement (“PDA”), End User License Agreement (“EULA”) and Warranty Agreement, each dated September 23, 2009, by and between InfoNow Solutions of St., Louis, LLC d/b/a Power Flow Solutions and the Company, as amended by Rider to PDA and EULA, dated September 24, 2009, by and between Power Flow Solutions and Englewood Tire Wholesale, Inc.

5. Software License and Service Agreement, effective April 30, 2009, by and between UPS Logistics Technologies, Inc. and Englewood Tire Wholesale, Inc.

6. The Professional Services Agreement between ASA Tire Systems, Inc. and Summit Tires Northeast, LLC dated June 17, 2004.

7. The contract between Sun Microsystems, Inc. and Summit Tires Northeast, LLC dated June 21, 2004.

License agreements for the license to it of certain third party intellectual property:

1. Terry’s Tire Town, Inc., Englewood Tire Wholesale, Inc. and Summit Tires Northeast, LLC as an ACCC Members, were granted a license to distribute the ACCC Products and to use the ACCC Marks pursuant to the terms of that certain Membership Agreements entered into with American Car Care Centers, Inc.

2. The following Borrowers have been granted limited licenses to use trademarks of certain of its vendors pursuant to the following agreements:

a. Goodyear Tire & Rubber Company has provided Terry’s Tire Town, Inc. a license to use its trademarks pursuant to the Wholesale Distributor Agreement effective January 1, 2009, between The Goodyear Tire & Rubber Company and Terry’s Tire Town, Inc.

b. Bridgestone Firestone Passenger and Light Truck Tire Authorized Distributor Agreement, executed on October 3, 2007, by and between Bridgestone Firestone North American Tire, LLC and Englewood Tire Wholesale, Inc.

c. Tirestarz Distributor Addendum, effective January 1, 2011, by and between Bridgestone Americas Tire Operations, LLC and Englewood Tire Wholesale, Inc.

d. 2011 Gold Program Distributor Participation Agreement by and between Continental Tire the Americas, LLC and Englewood Tire Wholesale, Inc.

e. 2011 MAST General Terms and Conditions, dated as of March 10, 2011, by and between Englewood Tire Wholesale, Inc. and Michelin North America, Inc. (Michelin Americas Small Tires Division).

f. Master Authorized Dealer Agreement, dated as of December 27, 2006, by and between Yokohama Tire Corporation (“Yokohama”) and Englewood Tire Wholesale, Inc., with rider thereto signed by Yokohama on January 4, 2007 and by Englewood Tire Wholesale, Inc. on January 16, 2007.

g. Master Authorized Dealer Agreement, dated and effective December 2, 2009, by and between Falken Tire Corporation and Englewood Tire Wholesale, Inc.

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