

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM331445

| | | | |
|---|----------------------------------|-----------------------|--------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | MERGER | | |
| EFFECTIVE DATE: | 01/03/2015 | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| Terry's Tire Town, Inc. | | 12/23/2014 | CORPORATION: OHIO |
| RECEIVING PARTY DATA | | | |
| Name: | Terry's Tire Town Holdings, Inc. | | |
| Street Address: | 12200 Herbert Wayne Court | | |
| Internal Address: | Suite 150 | | |
| City: | Huntersville | | |
| State/Country: | NORTH CAROLINA | | |
| Postal Code: | 28070-3145 | | |
| Entity Type: | CORPORATION: OHIO | | |
| PROPERTY NUMBERS Total: 3 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 3584563 | NORTHCOAST TRUCK.COM | |
| Registration Number: | 3584562 | NORTHCOAST TUNER.COM | |
| Serial Number: | 77831790 | TIRETEAM | |
| CORRESPONDENCE DATA | | | |
| Fax Number: | 2125215401 | | |
| <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: | 212-521-5400 | | |
| Email: | nycipdocketing@reedsmith.com | | |
| Correspondent Name: | Clark W. Lackert | | |
| Address Line 1: | Reed Smith LLP | | |
| Address Line 2: | 599 Lexington Avenue | | |
| Address Line 4: | New York, NEW YORK 10022 | | |
| ATTORNEY DOCKET NUMBER: | 506290.20001 | | |
| NAME OF SUBMITTER: | Clark W. Lackert | | |
| SIGNATURE: | /Clark W. Lackert/ | | |
| DATE SIGNED: | 02/06/2015 | | |

OP \$90.00 3584563

Total Attachments: 8

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201435700266

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 12/23/2014 | 201435700266 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00 | .00 | .00 |

Receipt

This is not a bill. Please do not remit payment.

NSI
145 BAKER ST.
ATTN:MELODY FREEMAN
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Jon Husted

1976430

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TERRY'S TIRE TOWN HOLDINGS, INC.

and, that said business records show the filing and recording of:

Document(s)

MERGER/DOMESTIC

Document No(s):

201435700266

Effective Date: 01/03/2015



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of December, A.D. 2014.

Jon Husted

Ohio Secretary of State

**TRADEMARK
REEL: 005455 FRAME: 0378**

| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|---------|------|------|
| 12/23/2014 | 201435700266 | MERGED OUT OF EXISTENCE (MEX) | .00 | .00 | .00 | .00 | .00 |

Receipt

This is not a bill. Please do not remit payment.

NSI
145 BAKER ST.
ATTN:MELODY FREEMAN
MARION, OH 43302

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted

519217

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

TERRY'S TIRE TOWN, INC.

and, that said business records show the filing and recording of:

Document(s)
MERGED OUT OF EXISTENCE

Document No(s):
201435700266

Effective Date: 01/03/2015



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 23rd day of December, A.D. 2014.

Jon Husted

Ohio Secretary of State



Form 551 Prescribed by:
JON HUSTED
 Ohio Secretary of State

Central Ohio: (614) 466-3910
 Toll Free: (877) SOS-FILE (767-3453)
 www.OhioSecretaryofState.gov
 Busserv@OhioSecretaryofState.gov

Makes checks payable to Ohio Secretary of State

Mail this form to one of the following:
 Regular Filing (non expedite)
 P.O. Box 1329
 Columbus, OH 43216

Expedite Filing (Two-business day processing
 time requires an additional \$100.00).
 P.O. Box 1390
 Columbus, OH 43216

Certificate of Merger
Filing Fee: \$125
(154-MER)

COPY

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Terry's Tire Town Holdings, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

[Empty box for name change]

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. Domestic (Ohio entity)

Foreign (Non-Ohio Entity)

[Empty box for jurisdiction of formation]

Jurisdiction of formation

2. Charter/Registration/License Number

1976430

(If licensed in Ohio as domestic or foreign)

3. For-Profit Corporation

Nonprofit Corporation

For-Profit Limited Liability Company

Nonprofit Limited Liability Company

Partnership

Limited Partnership

Limited Liability Partnership

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

| Entity Name | Ohio Charter/License/Registration Number | Jurisdiction of Formation | Type of Entity |
|-----------------------------------|--|---------------------------|----------------|
| Terry's Tire Town Virginia, Ltd. | 1499927 | Ohio | LLC |
| Terry's Tire Town Baltimore, Ltd. | 1179611 | Ohio | LLC |
| Terry's Tire Town, Inc. | 519217 | Ohio | Corporation |
| T & Z Tire Wholesalers, Inc. | 607788 | Ohio | Corporation |

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

J. Michael Gaither

Name

12200 Herbert Wayne Court, Suite 150

Mailing Address

Huntersville

City

NC

State

28070

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on January 3, 2015 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name

Mailing Address

City

State
Zip Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached

No Amendments

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

- Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
- Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
- Foreign Qualifying Limited Liability Company - Form 533B
- Foreign Qualifying Limited Partnership - Form 531B
- Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

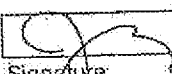
The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Terry's Tire Town Holdings, Inc.
Name of entity

By: 
Signature

Its: Secretary
Title

Terry's Tire Town Baltimore, Ltd.
Name of entity

By: 
Signature

Its: Vice President and Secretary
Title

Terry's Tire Town, Inc.
Name of entity

By: 
Signature

Its: Vice President and Secretary
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

II. CONSTITUENT ENTITY Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

| Entity Name | Ohio Charter/License/ Registration Number | Jurisdiction of Formation | Type of Entity |
|-----------------------------|--|------------------------------|-------------------|
| Summit Tires Northeast, LLC | 1988157 | Ohio | LLC |

T & Z Tire Wholesalers, Inc.

Name of Entity

By: _____

Signature

Its: Vice President and Secretary

Summit Tires Northeast, LLC

Name of Entity

By: _____

Signature

Its: Vice President and Secretary

Terry's Tire Town Virginia, Ltd.

Name of Entity

By: _____

Signature

Its: Vice President and Secretary