900540857 03/18/2020

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1 Stylesheet Version v1.2 ETAS ID: TM567657

SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (SECOND LIEN)		
RESUBMIT DOCUMENT ID:	900540189		

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LAKIN TIRE WEST LLC		03/12/2020	Limited Liability Company: CALIFORNIA

RECEIVING PARTY DATA

Name:	THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS COLLATERAL AGENT
Street Address:	500 ROSS STREET, 12TH FLOOR
Internal Address:	ATTN: CORPORATE TRUST ADMINISTRATION - LIBERTY TIRE
City:	PITTSBURGH
State/Country:	PENNSYLVANIA
Postal Code:	15262
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Registration Number:	2372166	LAKIN TIRE
Registration Number:	2370129	

CORRESPONDENCE DATA

Fax Number:

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.

Phone: 7145401235

Email: IPDOCKET@LW.COM, KRISTIN.AZCONA@LW.COM

Correspondent Name: LATHAM & WATKINS LLP

Address Line 1: 650 TOWN CENTER DRIVE, 20TH FLOOR

Address Line 4: COSTA MESA, CALIFORNIA 92626

ATTORNEY DOCKET NUMBER:	060803-0006
NAME OF SUBMITTER:	KRISTIN J AZCONA
SIGNATURE:	/KJA/
DATE SIGNED:	03/18/2020

TRADEMARK REEL: 006894 FRAME: 0243

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Total Attachments: 4source=Liberty Tire_ Project Tread_ Trademark Security Agreement (2L)_114551301_3_US-DOCS#page1.tif source=Liberty Tire_ Project Tread_ Trademark Security Agreement (2L)_114551301_3_US-DOCS#page2.tif source=Liberty Tire_ Project Tread_ Trademark Security Agreement (2L)_114551301_3_US-DOCS#page3.tif

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THE LIENS AND SECURITY INTEREST GRANTED HEREBY ARE SUBORDINATE IN THE MANNER AND TO THE EXTENT SET FORTH IN THAT CERTAIN FIRST LIEN/SECOND LIEN INTERCREDITOR AGREEMENT, DATED AS OF DECEMBER 29, 2017 AMONG PNC BANK, NATIONAL ASSOCIATION, AS ABL AGENT, HPS INVESTMENT PARTNERS, LLC, AS TERM AGENT, AND THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., AS SECOND LIEN NOTES TRUSTEE.

GRANT OF SECURITY INTEREST IN UNITED STATES TRADEMARKS (SECOND LIEN)

FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Lakin Tire West LLC, a California limited liability company (the "Grantor"), hereby grants to THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as Collateral Agent (the "Grantee"), a continuing security interest in (i) all of the Grantor's right, title and interest in, to and under to the United States trademarks, trademark registrations and trademark applications (the "Trademarks") set forth on Schedule A attached hereto, (ii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Trademarks, (iii) the goodwill of the businesses with which the Trademarks are associated and (iv) all causes of action arising prior to or after the date hereof for infringement of any of the Trademarks or unfair competition regarding the same.

THIS GRANT is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in the Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of December 29, 2017 (as amended, modified, restated and/or supplemented from time to time, the "Security Agreement"). Upon the occurrence of any termination (as set forth in Section 9 of the Security Agreement), the Grantee shall execute, acknowledge and deliver to the Grantor an instrument in writing releasing the security interest in the Trademarks acquired under this Grant.

This Grant has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are as set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Grant are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

[Signature Pages Follow]

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the $\underline{12}$ day of March, 2020.

LAKIN TIRE WEST, LLC,

as Grantor

Name: Frank J/DeCarlo

Title: Secretary

Signature Page to Trademark Security Agreement

IN WITNESS WHEREOF, the undersigned have executed this Grant as of the 12th day of March, 2020.

> THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A.,

not in its individual capacity but solely as Collateral

Name:

ROBERT W. HARDY VICE PRESIDENT

Title:

Signature Page to Trademark Security Agreement

TRADEMARK

REEL: 006894 FRAME: 0247

Schedule A

Trademarks

Trademark	App. No.	App. Date	Reg. No.	Reg. Date	Owner
LAKIN TIRE	75582990	11/2/1998	2372166	8/1/2000	Lakin Tire West, LLC*
DESIGN	75581463	11/2/1998	2370129	7/25/2000	Lakin Tire West, LLC*

^{*} Currently registered in the prior name of Lakin Tire West Incorporated; in process of being updated to reflect conversion to LLC.

Schedule A

RECORDED: 03/13/2020