

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM644279

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TERMINATION OF SECOND LIEN SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ares Capital Corporation		05/04/2021	Corporation: MARYLAND
RECEIVING PARTY DATA			
Name:	Brakes Plus, LLC		
Street Address:	1880 SOUTHPARK DRIVE		
City:	BIRMINGHAM		
State/Country:	ALABAMA		
Postal Code:	35244		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	EXPRESS OIL CHANGE, L.L.C.		
Street Address:	1880 SOUTHPARK DRIVE		
City:	BIRMINGHAM		
State/Country:	ALABAMA		
Postal Code:	35244		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	MAVIS SOUTHEAST LLC		
Street Address:	358 SAW MILL RIVER ROAD		
City:	MILLWOOD		
State/Country:	NEW YORK		
Postal Code:	10546		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	MAVIS TIRE SUPPLY LLC		
Street Address:	358 SAW MILL RIVER ROAD		
City:	MILLWOOD		
State/Country:	NEW YORK		
Postal Code:	10546		
Entity Type:	Limited Liability Company: DELAWARE		
Name:	SOMERSET TIRE SERVICE, INC		
Street Address:	P.O. BOX 2001		
City:	BOUND BROOK		
State/Country:	NEW JERSEY		

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TRADEMARK

Postal Code:	08805
Entity Type:	Corporation: NEW JERSEY
Name:	TOWN FAIR TIRE CENTERS, INC.
Street Address:	460 COE AVENUE
City:	EAST HAVEN
State/Country:	CONNECTICUT
Postal Code:	06512
Entity Type:	Corporation: DELAWARE

PROPERTY NUMBERS Total: 41

Property Type	Number	Word Mark
Serial Number:	74287153	BRAKES PLUS
Serial Number:	75485719	
Serial Number:	78320689	BRAKES PLUS
Serial Number:	76362145	WHEN AMERICA SAYS "GIMME A BREAK", AMERI
Serial Number:	77741967	
Serial Number:	77742079	BRAKES PLUS
Serial Number:	75485603	BRAKES PLUS
Serial Number:	86878284	WE DO IT ALL!! BRAKES MAINTENANCE REPAIR
Serial Number:	86878383	SERVICE YOU CAN TRUST AT A PRICE YOU CAN
Serial Number:	86494505	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIR
Serial Number:	86074896	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIR
Serial Number:	86074836	TE
Serial Number:	86074803	E
Serial Number:	78906265	TURN TO US
Serial Number:	77157692	EXPRESS OIL CHANGE
Serial Number:	77157558	EXPRESS OIL CHANGE & SERVICE CENTER
Serial Number:	77157549	EXPRESS OIL CHANGE & SERVICE CENTER
Serial Number:	85847238	TIRE ENGINEERS
Serial Number:	73719307	EXPRESS OIL CHANGE
Serial Number:	73198766	TUNE-UP CLINIC
Serial Number:	86057301	CHANGING OIL CHANGING LIVES
Serial Number:	87094699	TIRE ENGINEERS FULL SERVICE AUTO CARE
Serial Number:	87094774	TIRE ENGINEERS FULL SERVICE AUTO CARE
Serial Number:	87253981	EXPRESS OIL CHANGE SERVICE CENTER
Serial Number:	87237698	SAVANNAH TIRE
Serial Number:	87375088	TRAX TIRES
Serial Number:	87375103	TRAX TIRES
Serial Number:	87237793	TOPLINE TIRES

Property Type	Number	Word Mark
Serial Number:	77935857	SERVICE ADVANTAGE PREVENTATIVE AUTO CARE
Serial Number:	86481018	KAUFFMAN TIRE
Serial Number:	74097606	MAVIS
Serial Number:	87570980	MAVIS DISCOUNT TIRE
Serial Number:	87585780	MAVIS DISCOUNT TIRE
Serial Number:	73647091	STS
Serial Number:	88403546	NEW ENGLANDER 4S
Serial Number:	87296915	NOBODY BEATS TOWN FAIR TIRE . . NOBODY!!
Serial Number:	88645718	PRÜVEN DESIGNS
Serial Number:	73411460	TOWN FAIR
Serial Number:	86406058	TOWN FAIR TIRE
Serial Number:	76448528	TOWN FAIR TIRE
Serial Number:	90287294	MAVIS TIRES & BRAKES

CORRESPONDENCE DATA

Fax Number: 6508385109

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: 650-838-3743

Email: jlik@shearman.com

Correspondent Name: COREY BETKER

Address Line 1: 599 Lexington Avenue

Address Line 2: Shearman & Sterling LLP

Address Line 4: New York, NEW YORK 10022

ATTORNEY DOCKET NUMBER:	40203/23
NAME OF SUBMITTER:	COREY BETKER
SIGNATURE:	/COREY BETKER/
DATE SIGNED:	05/05/2021

Total Attachments: 7

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**TERMINATION OF SECOND LIEN SECURITY INTEREST IN UNITED STATES
TRADEMARKS**

This **TERMINATION OF SECOND LIEN SECURITY INTEREST IN UNITED STATES TRADEMARKS** (this "Termination"), dated as of May 4, 2021, is made by Ares Capital Corporation in its capacity as collateral agent (the "Collateral Agent") in favor of Brakes Plus, LLC, a Delaware limited liability company ("Brakes Plus"), Express Oil Change, L.L.C., a Delaware limited liability company ("EOC"), Mavis Southeast LLC, a Delaware limited liability company ("Mavis Southeast"), Mavis Tire Supply LLC, a Delaware limited liability company ("Mavis Tire Supply"), Somerset Tire Service, Inc., a New Jersey corporation ("STS"), and Town Fair Tire Centers, Inc., a Delaware corporation ("Town Fair Tire Centers"), and, together with Brakes Plus, EOC, Mavis Southeast, Mavis Tire Supply, Mavis Connecticut and STS, collectively, the "Pledgors"). Unless otherwise defined herein or the context otherwise requires, terms used in this Termination shall have the meanings assigned to such terms in the Security Agreement (as defined below).

WHEREAS, pursuant to that certain (i) Second Lien Pledge and Security Agreement, dated as of March 20, 2018 (as it may be amended, restated, supplemented, waived or otherwise modified from time to time, the "Security Agreement") between the Pledgors, the other pledgors party thereto and the Collateral Agent, (ii) Second Lien Trademark Security Agreement, dated as of March 20, 2018, executed by Brakes Plus in favor of the Collateral Agent, (iii) Second Lien Trademark Security Agreement, dated as of March 20, 2018, executed by EOC in favor of the Collateral Agent, (iv) Second Lien Trademark Security Agreement, dated as of March 20, 2018, executed by Mavis Southeast in favor of the Collateral Agent, (v) Second Lien Trademark Security Agreement, dated as of March 20, 2018, executed by Mavis Tire Supply in favor of the Collateral Agent, (vi) Second Lien Trademark Security Agreement, dated as of March 20, 2018, executed by STS in favor of the Collateral Agent, and (vii) Second Lien Trademark Security Agreement, dated as of November 30, 2020, executed by Town Fair Tire Centers and Mavis Tire Supply in favor of the Collateral Agent, (clauses (ii) through (vii), collectively, the "Trademark Security Agreements"), the Pledgors pledged and granted to the Collateral Agent a security interest in and continuing lien on all of the Pledgors' right, title and interest in, to and under the Trademark Collateral;

WHEREAS, the security interest in the Trademark Collateral pledged and granted by the Pledgors to the Collateral Agent under the Trademark Security Agreements were recorded at the United States Patent and Trademark Office (i) with respect to Brakes Plus, on March 20, 2018, at Reel 6296, and Frame 0335, (ii) with respect to EOC, on March 20, 2018, at Reel 6296, and Frame 0251, (iii) with respect to Mavis Southeast, on March 20, 2018, at Reel 6296, and Frame 0125, (iv) with respect to Mavis Tire Supply, on March 20, 2018, at Reel 6296, and Frame 0132, (v) with respect to STS, on March 20, 2018, at Reel 6296, and Frame 0343, and (vi) with respect to Town Fair Tire Centers and Mavis Tire Supply, on December 1, 2020, at Reel 7119, and Frame 0864; and

WHEREAS, the Collateral Agent has agreed to terminate, release and discharge its security interest and lien on all Trademarks owned by Pledgors, including, without limitation, the Trademark Collateral (as defined in each of the Trademark Security Agreements) and the trademark registrations and applications listed on **Schedule 1** hereto (the "Trademark Collateral").

NOW, THEREFORE, for good and valuable consideration, including the satisfaction of all obligations, indebtedness and liabilities of the Pledgors secured by the Trademark Collateral pursuant to the Security Agreement and the Trademark Security Agreements, the receipt and sufficiency of which are hereby acknowledged, the Collateral Agent hereby agrees as follows:

1. The Collateral Agent hereby terminates, releases and discharges any and all of its mortgages, liens, and security interests in and to all of the Trademark Collateral and hereby

reassigns any and all such right, title and interest (if any) that the Collateral Agent may have in the Trademark Collateral to each Pledgor, as applicable, including, without limitation, any and all causes of action which may exist by reason of infringement of the Trademark Collateral.

2. The Collateral Agent hereby terminates, cancels, fully and finally releases, and discharges any other rights with respect to the Trademark Collateral that it may have under the Security Agreement.

3. The Collateral Agent authorizes and requests that the United States Commissioner of Patents and Trademarks and any other applicable officer in any successor office record this Termination.

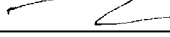
4. The Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts, in each case at the Pledgors' sole cost and expense, as may be reasonably necessary to effect the release of the security interest in the Trademark Collateral contemplated hereby.

5. THIS TERMINATION AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES HEREUNDER SHALL BE GOVERNED BY, AND SHALL BE CONSTRUED AND ENFORCED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF NEW YORK.

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IN WITNESS WHEREOF, the Collateral Agent has caused this Termination of Second Lien Security Interest in United States Trademarks to be duly executed as of the date first set forth above.

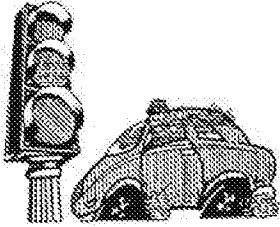
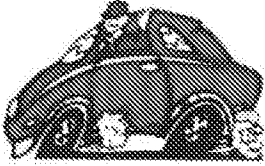

ARES CAPITAL CORPORATION,
as Collateral Agent

By: 
Name: Scott Lem
Title: Authorized Signatory

Schedule I

REGISTERED TRADEMARKS AND TRADEMARK APPLICATIONS

Release of Reel/Frame 6296/0335

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Brakes Plus, LLC	Service Mark of "Brakes Plus"	1798186	74287153	10/12/1993	06/22/1992
Brakes Plus, LLC		2287458	75485719	10/19/1999	05/15/1998
Brakes Plus, LLC	Service Mark of "Brakes Plus"	2910901	78320689	12/14/2004	10/30/2003
Brakes Plus, LLC	Service Mark of "When America Says 'Gimme A Break,' America Comes to Brakes Plus"	2656391	76362145	12/03/2002	01/23/2002
Brakes Plus, LLC		3744117	77741967	02/02/2010	05/21/2009
Brakes Plus, LLC		3744118	77742079	02/02/2010	05/21/2009
Brakes Plus, LLC	Service Mark of "Brakes Plus"	2334455	75485603	03/28/2000	05/15/1998
Brakes Plus, LLC	Service Mark of "We Do It All!! Brakes Maintenance Repairs"	5039842	86878284	09/13/2016	01/18/2016

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Brakes Plus, LLC	Service Mark of "Service You Can Trust at a Price You Can Afford"	5035461	86878383	09/06/2016	01/18/2016

Release of Reel/Frame 6296/0251

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIRE ENGINEERS FULL SERVICE AUTO CARE	5038800	86494505	09/13/2016	01/02/2015
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE 10 MINUTE SERVICE TIRE ENGINEERS FULL SERVICE AUTO CARE	4566952	86074896	07/15/2014	09/25/2013
Express Oil Change, L.L.C.	TE	4623570	86074836	10/21/2014	09/25/2013
Express Oil Change, L.L.C.	E	4587502	86074803	08/19/2014	09/25/2013
Express Oil Change, L.L.C.	TURN TO US	3227809	78906265	04/10/2007	06/12/2006
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE	3359314	77157692	12/25/2007	04/16/2007
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE & SERVICE CENTER	3377494	77157558	02/05/2008	04/16/2007
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE & SERVICE CENTER	3377493	77157549	02/05/2008	04/16/2007
Express Oil Change, L.L.C.	TIRE ENGINEERS	4442726	85847238	12/03/2013	02/12/2013
Express Oil Change, L.L.C.	EXPRESS OIL CHANGE	1534649	73719307	04/11/1989	03/28/1988
Express Oil Change, L.L.C.	TUNE-UP CLINIC	1159428	73198766	06/30/1981	01/02/1979

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Express Oil Change, L.L.C.	CHANGING OIL CHANGING LIVES	4521270	86057301	04/29/2014	09/05/2013
Express Oil Change, L.L.C.	TIRE ENGINEERS FULL SERVICE AUTO CARE	5154935	87094699	03/07/2017	07/06/2016
Express Oil Change, L.L.C.	TIRE ENGINEERS FULL SERVICE AUTO CARE	5198521	87094774	05/09/2017	07/06/2016
Express Oil Change, L.L.C.	EOC SC Stacked Chrome Edge Express Oil Change Service Center	5264195	87253981	08/15/2017	12/01/2016
Express Oil Change, L.L.C.	SAVANNAH TIRE	5254861	87237698	08/01/2017	11/15/2016
Express Oil Change, L.L.C.	TRAX TIRES	5404908	87375088	02/20/2018	03/17/2017
Express Oil Change, L.L.C.	TRAX TIRES	5404909	87375103	02/20/2018	03/17/2017
Express Oil Change, L.L.C.	TOPLINE TIRES	N/A	87237793	N/A	11/15/2016

Release of Reel/Frame 6296/0125

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Mavis Southeast LLC	Service Advantage Preventative Auto Care	3849962	77935857	09/21/2010	02/15/2010
Mavis Southeast LLC	Kauffman Tire	4917010	86481018	03/15/2016	12/15/2014

Release of Reel/Frame 6296/0132

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Mavis Tire Supply LLC	Mavis	1685669	74097606	05/05/1992	09/17/1990
Mavis Tire Supply LLC	MAVIS DISCOUNT TIRE	N/A	87570980	N/A	08/16/2017
Mavis Tire Supply LLC	MAVIS DISCOUNT TIRE	N/A	87585780	N/A	08/28/2017

Release of Reel/Frame 6296/0343

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Somerset Tire Service, Inc.	STS	1551273	73647091	08/08/1989	03/02/1987

Release of Reel/Frame 7119/0864

Owner	Trademark	Registration Number	Application Number	Registration Date	Application Date
Town Fair Tire Centers, Inc.	NEW ENGLANDER 4S	6065560	88403546	05/26/2020	04/26/2019
Town Fair Tire Centers, Inc.	NOBODY BEATS TOWN FAIR TIRE . . NOBODY!!	5260603	87296915	08/08/2017	01/11/2017
Town Fair Tire Centers, Inc.	PRÜVEN DESIGNS	6159902	88645718	09/22/2020	10/08/2019
Town Fair Tire Centers, Inc.	TOWN FAIR	1271215	73411460	03/20/1984	01/31/1983
Town Fair Tire Centers, Inc.	TOWN FAIR TIRE TOWN FAIR TIRE	4735066	86406058	05/12/2015	09/25/2014
Town Fair Tire Centers, Inc.	 TOWN FAIR TIRE	2746782	76448528	08/05/2003	09/11/2002
Mavis Tire Supply LLC	MAVIS TIRES & BRAKES	90287294	N/A	N/A	10/29/2020