

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM812490

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	TRADEMARK SECURITY AGREEMENT		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Tire Wholesalers Company, LLC		05/23/2023	Limited Liability Company: DELAWARE
TIRESSHIPPED2YOU.COM LLC		05/23/2023	Limited Liability Company: MICHIGAN
RECEIVING PARTY DATA			
Name:	Cerberus Business Finance Agency, LLC, as collateral agent		
Street Address:	875 Third Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10022		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Serial Number:	97134034	TWI TIRE WHOLESALERS COMPANY, INC.	
Serial Number:	97134025	TIRE WHOLESALERS INC. (TWI)	
Registration Number:	5414989	TIRESSHIPPED2YOU.COM	
Registration Number:	6337153	TIRES SHIPPED2 YOU	
Registration Number:	6337152	TIRES SHIPPED2 YOU	
Registration Number:	6337179	TIRES SHIPPED2 YOU .COM	
CORRESPONDENCE DATA			
Fax Number:	2125935955		
<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:	212-756-2132		
Email:	scott.kareff@srz.com		
Correspondent Name:	S. Kareff c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	19th Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	014951-2132		

CH \$165.00 97134034

NAME OF SUBMITTER:	Scott Kareff (014951-2132)
SIGNATURE:	/kc for sk/
DATE SIGNED:	05/23/2023
Total Attachments: 5 source=Turbo - Trademark Security Agreement (TW S2Y) (Executed)#page1.tif source=Turbo - Trademark Security Agreement (TW S2Y) (Executed)#page2.tif source=Turbo - Trademark Security Agreement (TW S2Y) (Executed)#page3.tif source=Turbo - Trademark Security Agreement (TW S2Y) (Executed)#page4.tif source=Turbo - Trademark Security Agreement (TW S2Y) (Executed)#page5.tif	

TRADEMARK SECURITY AGREEMENT

This Trademark Security Agreement (this "Trademark Security Agreement") is made as of May 23, 2023, by Tire Wholesalers Company, LLC, a Delaware limited liability company and TIRESHIPPED2YOU.COM LLC, a Michigan limited liability company (each, a "Grantor" and, collectively, the "Grantors"), in favor of Cerberus Business Finance Agency, LLC, in its capacity as collateral agent for the Secured Parties (together with its successors and assigns in such capacity, "Grantee").

WHEREAS, each Grantor owns the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, each Grantor has entered into a Pledge and Security Agreement, dated October 31, 2022 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Agent, as the Collateral Agent for itself and the Lenders; and

WHEREAS, pursuant to the Security Agreement, each Grantor has granted to the Grantee for the benefit of the Secured Parties (each such term as defined in the Security Agreement), a continuing security interest in all Trademarks, together with all goodwill associated therewith and symbolized thereby (the "IP Collateral"), as collateral security for the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, as collateral security for the payment, performance and observance of all of the Secured Obligations, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, each Grantor hereby pledges and grants to the Grantee, for the benefit of the Secured Parties, a continuing security interest in the IP Collateral (other than, to the extent provided in the Security Agreement, any Excluded Property).

All capitalized terms used but not otherwise defined herein have the meanings given to them in the Security Agreement.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the IP Collateral 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.

THIS AGREEMENT SHALL BE GOVERNED BY, CONSTRUED AND INTERPRETED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

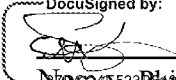
This Trademark Security Agreement may be executed in any number of counterparts and by different parties in separate counterparts, each of which when so executed

shall be deemed to be an original and all of which taken together shall constitute one and the same agreement. Signature pages may be detached from multiple separate counterparts and attached to a single counterpart.

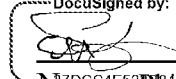
[Remainder of page intentionally left blank; signature page follows.]

IN WITNESS WHEREOF, each Grantor has caused this Trademark Security Agreement to be duly executed by its officer thereunto duly authorized as of the date first set forth above.

TIRE WHOLESALERS COMPANY, LLC
a Delaware limited liability company
as Grantor


By: 
Name: Philip M. Kane
Title: Chief Executive Officer


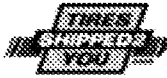
TIRESSHIPED2YOU.COM LLC
a Michigan limited liability company,
as Grantor

By: 
Name: Philip M. Kane
Title: Chief Executive Officer

SCHEDULE A TO TRADEMARK SECURITY AGREEMENT

Trademark Registrations and Applications

Jurisdiction	Trademark	Status/Key Dates	Owner
United States (Federal)	 <p>TWI TIRE WHOLESALERS COMPANY, INC. and Design SN: 97134034</p>	Pending Application, March 6, 2023 Office Status: Response After Non-Final Refusal Int'l Class: 35 First Use: 1970 Filed: November 19, 2021 Register Type: Principal Register - Sec. 2(F)	Tire Wholesalers Company, LLC
United States (Federal)	<p>TIRE WHOLESALERS INC. (TWI) SN: 97134025</p>	Pending Application, March 6, 2023 Office Status: Response After Non-Final Refusal Int'l Class: 35 First Use: 1970 Filed: November 19, 2021 Register Type: Principal Register - Sec. 2(F)	Tire Wholesalers Company, LLC
United States (Federal)	<p>TIRESSHIPPED2YOU.COM RN: 5414989 SN: 87976410</p>	Registered, February 27, 2018 Office Status: Registered Int'l Class: 35 First Use: August 18, 2017 Filed: July 28, 2017 Register Type:	TIRESSHIPPED2YOU.COM LLC

Jurisdiction	Trademark	Status/Key Dates	Owner
		Supplemental Register	
United States (Federal)	 <p><u>TIRES SHIPPED2 YOU and Design</u> Disclaimer: "TIRES" RN: 6337153 SN: 90234510</p>	Registered, April 27, 2021 Office Status: Registered Int'l Class: 35 First Use: August 18, 2017 Filed: October 4, 2020 Register Type: Supplemental Register	TIRESSHIPPED2YOU.COM LLC (Michigan LLC)
United States (Federal)	<p><u>TIRES SHIPPED2 YOU</u> Disclaimer: "TIRES" RN: 6337152 SN: 90234463</p>	Registered, April 27, 2021 Office Status: Registered Int'l Class: 35 First Use: August 18, 2017 Filed: October 4, 2020 Register Type: Supplemental Register	TIRESSHIPPED2YOU.COM LLC
United States (Federal)	 <p><u>TIRES SHIPPED2 YOU .COM and Design</u> Disclaimer: "TIRES" AND ".COM" RN: 6337179 SN: 90261188</p>	Registered, April 27, 2021 Office Status: Registered Int'l Class: 35 First Use: August 18, 2017 Filed: October 17, 2020 Register Type: Supplemental Register	TIRESSHIPPED2YOU.COM LLC