

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	SECURITY INTEREST		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Northern Tier Retail LLC		12/01/2010	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Deutsche Bank Trust Company Americas, as Collateral Agent		
<b>Street Address:</b>	60 Wall Street, 27th Floor		
<b>City:</b>	New York		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	10005		
<b>Entity Type:</b>	Banking Corporation: NEW YORK		
<b>PROPERTY NUMBERS Total: 13</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	0770570	SA SUPERAMERICA	
Registration Number:	0770620	SA SUPERAMERICA	
Registration Number:	1360038	SA SUPERAMERICA	
Registration Number:	1360039	SA	
Registration Number:	2040035	SA	
Registration Number:	2013616	SA SUPERAMERICA	
Registration Number:	2875620	SUPERAMERICA SPEEDY WASH	
Registration Number:	1329129	SUPERAMERICA	
Registration Number:	1467865	SUPERAMERICA	
Registration Number:	1922447	SUPERAMERICA	
Registration Number:	1999178	SUPERAMERICA	
Registration Number:	1972743	SUPERAMERICA	
Registration Number:	3689837	SUPERAMERICA TV	

OP \$340.00 0770570

CORRESPONDENCE DATA

Fax Number: (212)455-2502  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
Phone: (212) 455-7976  
Email: ksolomon@stblaw.com  
Correspondent Name: Mindy M. Lok, Esq.  
Address Line 1: Simpson Thacher & Bartlett LLP  
Address Line 2: 425 Lexington Avenue  
Address Line 4: New York, NEW YORK 10017

ATTORNEY DOCKET NUMBER:	033910/0609
NAME OF SUBMITTER:	Mindy M. Lok
Signature:	/ml/
Date:	12/14/2010

Total Attachments: 9  
source=NTRNtsTSI#page1.tif  
source=NTRNtsTSI#page2.tif  
source=NTRNtsTSI#page3.tif  
source=NTRNtsTSI#page4.tif  
source=NTRNtsTSI#page5.tif  
source=NTRNtsTSI#page6.tif  
source=NTRNtsTSI#page7.tif  
source=NTRNtsTSI#page8.tif  
source=NTRNtsTSI#page9.tif

GRANT OF  
SECURITY INTEREST IN TRADEMARK RIGHTS

This GRANT OF SECURITY INTEREST IN TRADEMARK RIGHTS ("Agreement"), effective as of December 1, 2010 is made by Northern Tier Retail LLC, a Delaware limited liability company, located at 539 South Main Street, Findlay, Ohio 45840 (the "Obligor"), in favor of Deutsche Bank Trust Company Americas, a New York banking corporation, with an address at 60 Wall Street, 27th Floor, New York, NY 10005, as Collateral Agent (the "Agent") for the Secured Parties.

W I T N E S S E T H:

WHEREAS, pursuant to the Indenture (the "Indenture"), dated as of December 1, 2010 among Northern Tier Energy LLC ("Holdings"), Northern Tier Finance Corporation, the other grantors and Deutsche Bank Trust Company Americas, as indenture trustee, Holdings and Northern Tier Finance Corporation have issued the 10.5% Senior Secured Notes due 2017;

WHEREAS, in connection with the Indenture, the Obligor, Holdings, certain other subsidiaries of Holdings and the Agent have executed and delivered a Pledge and Security Agreement, dated as of December 1, 2010 (together with all amendments and modifications, if any, from time to time thereafter made thereto, the "Pledge and Security Agreement") in order to induce the Holders to purchase the Notes and to secure the Secured Obligations, including with respect to any guarantee pursuant to Article X of the Indenture;

WHEREAS, pursuant to the Collateral Trust and Intercreditor Agreement ("Collateral Trust and Intercreditor Agreement") dated as of December 1, 2010 among Holdings, certain other subsidiaries of Holdings, Deutsche Bank Trust Company Americas, as indenture trustee, J. Aron & Company, the Agent and certain other parties, the Agent has agreed to act as an agent on behalf of all Secured Parties with respect to the Collateral;

WHEREAS, pursuant to the Pledge and Security Agreement, the Obligor pledged and granted to the Agent for the benefit of the Agent and the Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks; and

WHEREAS, the Obligor has duly authorized the execution, delivery and performance of this Agreement;

NOW THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, and in order to induce the Holders to purchase the Notes and to secure the Secured Obligations, the Obligor agrees, for the benefit of the Agent and the Secured Parties, as follows:

SECTION 1. Definitions. Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble and recitals, have the meanings provided or provided by reference in the Indenture, the Collateral Trust and Intercreditor Agreement and the Pledge and Security Agreement.

SECTION 2. Grant of Security Interest. The Obligor hereby pledges and grants a continuing security interest in, and a right of setoff against, all of the Obligor's right, title and interest in, to and under the Trademarks (including, without limitation, those items listed on Schedule A hereto) (collectively, the "Collateral"), to the Agent for the benefit of the Agent and

the Secured Parties to secure payment, performance and observance of the Secured Obligations. It is the intent of the parties that this Agreement grants a security interest in the Collateral and is not intended to be, and shall not be deemed to be, an assignment of the Collateral.

SECTION 3. Purpose. This Agreement has been executed and delivered by the Obligor for the purpose of recording the grant of security interest herein with the United States Patent and Trademark Office. The security interest granted hereby has been granted to the Secured Parties in connection with the Pledge and Security Agreement and is expressly subject to the terms and conditions thereof. The Pledge and Security Agreement (and all rights and remedies of the Secured Parties thereunder) shall remain in full force and effect in accordance with its terms.


SECTION 4. Acknowledgment. The Obligor does hereby further acknowledge and affirm that the rights and remedies of the Secured Parties with respect to the security interest in the Collateral granted hereby are more fully set forth in the Indenture and the Pledge and Security Agreement, the terms and provisions of which (including the remedies provided for therein) are incorporated by reference herein as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the terms of the Pledge and Security Agreement, the terms of the Pledge and Security Agreement shall govern.

SECTION 5. Counterparts. This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

SECTION 6. Agent Entitled to Protections. The Agent shall be afforded in this Agreement all of the same rights, powers, immunities and indemnities of the Collateral Agent set forth in the Collateral Trust and Intercreditor Agreement, as if such rights, powers, immunities and indemnities were specifically set forth in this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

NORTHERN TIER RETAIL LLC

By:   
Name: Mario E. Rodriguez  
Title: Vice President, Finance

[Grant of Security Interest in Trademark Rights - Northern Tier Retail LLC]

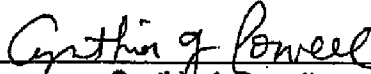
TRADEMARK  
REEL: 004433 FRAME: 0600



IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed and delivered by their respective officers thereunto duly authorized as of the day and year first above written.

DEUTSCHE BANK TRUST COMPANY AMERICAS  
as Collateral Agent

By: Deutsche Bank National Trust Company

  
Name: Cynthia J. Powell  
Title: Vice President

  
Name: Kenneth R. Ring  
Title: Vice President

[Grant of Security Interest in Trademark Rights - Northern Tier Retail LLC]

033910-0609-13456-Active.1220737.1

11/30/2010 2:40 PM

TRADEMARK  
REEL: 004433 FRAME: 0602

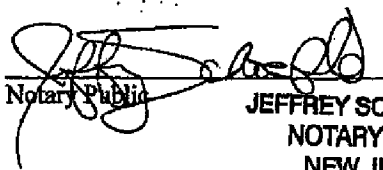
ACKNOWLEDGMENT OF COLLATERAL AGENT

STATE OF NEW JERSEY)

) ss

COUNTY OF HUDSON)

On the 1st day of December, 2010, before me personally came Cynthia J. Powell and Kenneth R. Ring, who are personally known to me to be each the Vice President of Deutsche Bank National Trust Company, for Deutsche Bank Trust Company Americas, a New York banking corporation; who, being duly sworn, did depose and say that she/he is the Vice President in such company, the company described in and which executed the foregoing instrument; that she/he executed and delivered said instrument pursuant to authority given by the Board of Directors of such company; and that she/he acknowledged said instrument to be the free act and deed of said company.



Notary Public

JEFFREY SCHOENFELD  
NOTARY PUBLIC  
NEW JERSEY

MY COMMISSION EXP. 08-17-2012

(PLACE STAMP AND SEAL ABOVE)

[Grant of Security Interest in Trademark Rights - Northern Tier Retail LLC]







033910-0609-13456-Active.12201737.1


11/30/2010 4:01 PM



Schedule A

SUPERAMERICA Issued U.S. Marks

Mark	Registration Number	Goods or Services
	770,570	Anti-freeze, in class 1
	770,620	Lubricating oils and greases, in class 4
	1,360,038	-Industrial oils, greases and fuels, in class 4 -Vehicle service station services, in class 37
	1,360,039	-Industrial oils, greases and fuels, in class 4 -Vehicle service station services, in class 35
	2,040,035	Clothing, namely shirts, sweaters, jackets, shorts, sweatshirts, jogging suits, athletic footwear, hats, caps, belts, raincoats, kerchiefs, neckties, scarves, wristbands, and sun visors, in class 25
	2,013,616	-Vehicle service station services, in class 37 -Retail convenience store services in class 42

 <b>Speedy Wash</b>	2,875,620	Vehicle service station service; vehicle cleaning and washing services, in class 37
SUPERAMERICA	1,329,129	~Antifreeze for motor vehicles, in class 1 ~Gasoline, diesel fuel and lubricating oil, in class 4 ~Vehicle service station services, in class 37 ~Retail convenience store services, in class 42
SUPERAMERICA	1,467,865	Chemical additive for motor fuels and fertilizer, in class 1
SUPERAMERICA	1,922,447	Car wash services, in class 37
SUPERAMERICA	1,999,178	Clothing, namely shirts, sweaters, jackets, shorts, sweatshirts, jogging suits, athletic footwear, hats, caps, belts, rain coats, kerchiefs, neckties, scarves, wristbands and sun visors, in class 25
SUPERAMERICA	1,972,743	~Pens, pencils, letter openers, leather road-atlas covers, leather covers for writing tablets, in class 16 ~Plastic key rings, in class 20 ~Coffee cups, mugs, and portable coolers, in class 21
SUPERAMERICA TV	3,689,837	Internet broadcasting services for broadcasting television quality programs delivered to retail stores and retail convenience stores; television broadcasting services, namely, providing broadcasts of entertainment, news, sports, weather and information to retail stores and

		retail convenience stores via a proprietary communication network, in class 38
--	--	--