

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM395659

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
WARREN DISTRIBUTION, INC.		08/18/2016	Corporation: NEBRASKA
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	800 NICOLLET MALL		
City:	MINNEAPOLIS		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Banking Association: MINNESOTA		
PROPERTY NUMBERS Total: 14			
Property Type	Number	Word Mark	
Serial Number:	86709486	ACCEL	
Serial Number:	74108765	ACCEL	
Registration Number:	4973729	ENVIRO BOX	
Serial Number:	77616793	MAG 1 FMX	
Registration Number:	4685201	PISTON KING	
Registration Number:	4685200	PISTON KING MOTOR OIL	
Registration Number:	4700345	PISTON KING MOTOR OIL	
Serial Number:	75381328		
Registration Number:	1713443	RELIANCE	
Registration Number:	4724310	RULE THE ROAD	
Serial Number:	74399201	SAFE LIFE	
Serial Number:	74399961	SAFETY ZONE	
Serial Number:	87029389	SUPERIOR CHEMISTRY. SUPERIOR PERFORMANCE	
Registration Number:	1842658	SURE FIRE	
CORRESPONDENCE DATA			
Fax Number:	6129778650		
<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>			

CH \$365.00 86709486

Phone: 6129778400
Email: ip@briggs.com
Correspondent Name: Briggs and Morgan, P.A.
Address Line 1: 80 South Eighth Street
Address Line 2: 2200 IDS Center
Address Line 4: Minneapolis, MINNESOTA 55402

ATTORNEY DOCKET NUMBER: 19401.02574

NAME OF SUBMITTER: Audrey J. Babcock

SIGNATURE: /Audrey J Babcock/

DATE SIGNED: 08/19/2016

Total Attachments: 4

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

August 18, 2016

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Second Amended and Restated Loan and Security Agreement dated as of August 18, 2016 (as the same may hereafter be amended, restated, supplemented or otherwise modified from time to time, the "Loan Agreement") among WARREN DISTRIBUTION, INC., a Nebraska corporation ("Grantor"), the other Credit Parties (as defined therein) party thereto and U.S. BANK NATIONAL ASSOCIATION, a national banking association, in its capacity as administrative agent for the benefit of the Secured Parties defined therein ("Agent"), the Grantor has granted to the Agent a continuing security interest in and continuing lien upon, among other things, the trademarks shown below:

Registration Number	Application Number	Description of Trademark	Application Date/ Registration Date
	86709486	ACCEL and Design	7/30/2015
	74108765	ACCEL and Design	10/24/1990
4973729	86312812	ENVIRO BOX	6/18/2014 6/7/2016
	77616793	MAG 1 FMX	11/18/2008
4685201	85792124	PISTON KING	11/30/2012 2/10/2015
4685200	85792117	PISTON KING MOTOR OIL	11/30/2012 2/10/2015
4700345	85868339	PISTON KING MOTOR OIL and Design	3/6/2013 3/10/2015
	75381328	POLAR and Design	10/29/1997

Registration Number	Application Number	Description of Trademark	Application Date/ Registration Date
1713443	74173285	RELIANCE	6/5/1991 9/8/1992
4724310	85896684	RULE THE ROAD	4/5/2013 4/21/2015
	74399201	SAFE LIFE	6/7/1993
	74399961	SAFETY ZONE	6/7/1993
	87029389	SUPERIOR CHEMISTRY. SUPERIOR PERFORMANCE.	5/9/2016
1842658	74184966	SURE FIRE and Design	7/15/1991 7/5/1994

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Signature page follows]

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Loan Agreement, and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

WARREN DISTRIBUTION, INC.,
a Nebraska corporation

By: 

Name: Donald H. Nomenkamp
Title: Chief Financial Officer

Acknowledged and accepted
as of the date first above written:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association, as Agent

By: _____

Name: Sean Olmstead

Title: Vice President

SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS

TRADEMARK
REEL: 005859 FRAME: 0719

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Loan Agreement, and (ii) is not to be construed as an assignment of any trademark.

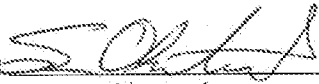
Very truly yours,

WARREN DISTRIBUTION, INC.,
a Nebraska corporation

By: _____
Name: Donald H. Nonnenkamp
Title: Chief Financial Officer

Acknowledged and accepted
as of the date first above written:

U.S. BANK NATIONAL ASSOCIATION,
a national banking association, as Agent

By:  _____
Name: Sean Olmstead
Title: Vice President

SIGNATURE PAGE TO NOTICE OF GRANT OF SECURITY INTEREST IN TRADEMARKS