

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM429887

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST, RELEASING THE SECURITY INTEREST PREVIOUSLY RECORDED AT REEL 4918 AND FRAME 0656.

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DEUTSCHE BANK TRUST COMPANY AMERICAS		06/01/2017	Banking Corporation: NEW YORK

RECEIVING PARTY DATA

Name:	NORTHERN TIER RETAIL LLC
Street Address:	2060 Center Point Boulevard
Internal Address:	Suite 1
City:	Mendota Heights
State/Country:	MINNESOTA
Postal Code:	55120
Entity Type:	Limited Liability Company: DELAWARE

PROPERTY NUMBERS Total: 16

Property Type	Number	Word Mark
Registration Number:	4137034	BUY STUFF. GET STUFF FREE!
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
Serial Number:	85379964	MY SA REWARDS
Serial Number:	85348895	SA REWARDS

OP \$415.00 4137034

CORRESPONDENCE DATA**Fax Number:** 2122919868

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: 212-558-4229**Email:** demarcor@sullcrom.com, nguyenb@sullcrom.com**Correspondent Name:** Raffaele A. DeMarco**Address Line 1:** 125 Broad Street**Address Line 2:** Sullivan & Cromwell LLP**Address Line 4:** New York, NEW YORK 10004-2498

NAME OF SUBMITTER:	Raffaele A. DeMarco
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SIGNATURE:	/Raffaele A. DeMarco/
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DATE SIGNED:	06/03/2017
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Total Attachments: 5

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RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS

This RELEASE OF SECURITY INTEREST IN TRADEMARK RIGHTS (this “**Trademark Release**”), effective as of June 1, 2017, is made by Deutsche Bank Trust Company Americas, a New York banking corporation, as collateral agent for the Additional Secured Parties (the “**Agent**”) in favor of Northern Tier Retail LLC, a Delaware limited liability company, (the “**Obligor**”). Capitalized terms used in this Trademark Release, but not defined herein, have the meanings ascribed to them in the Pledge and Security Agreement referred to below.

WITNESSETH:

WHEREAS, the Agent and the Obligor entered into that certain Pledge and Security Agreement, dated as of November 8, 2012 (the “**Pledge and Security Agreement**”), pursuant to which the Obligor pledged and granted to the Agent for the benefit of the Agent and the Additional Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks set forth on Exhibit A hereto (the “**Trademark Collateral**”);

WHEREAS, the Obligor and the Agent entered into that certain Grant of Security Interest in Trademark Rights, dated as of November 8, 2012 (the “**Trademark Security Agreement**”), for the purpose of recording the security interest with respect to the Trademark Collateral with the United States Patent and Trademark Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on December 13, 2012, at Reel 4918, Frame 0656;

WHEREAS, the Obligor and the Agent are parties to that certain letter agreement, dated as of the date hereof, pursuant to which the Agent is required to execute and deliver this Trademark Release;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Agent agrees, for the benefit of the Obligor, as follows:

SECTION 1. Release of Security Interest. The Agent hereby releases, cancels, relinquishes and discharges its security interest in, all of the Obligor’s right, title and interest in, to, and under the Trademark Collateral.

SECTION 2. Further Assurances. The Agent shall, at the reasonable request and expense of the Obligor, timely take, or cause to be taken, such requested actions as deemed by the Obligor necessary, proper or advisable under applicable law, execute and deliver any additional documents and other papers, and perform any additional acts that may be reasonably requested by the Obligor to evidence the release and termination of the Agent’s security interests in the Trademark Collateral, and to consummate and make effective the transactions contemplated by this Trademark Release.

SECTION 3. Counterparts. This Trademark Release 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 4. Governing Law. This Trademark Release and the rights and obligations of the parties under this Trademark Release shall be governed by, and construed and interpreted in accordance with, the laws of the State of New York.

[Signature Page Follows]

IN WITNESS WHEREOF, the Agent has caused this Trademark Release to be duly executed and delivered by its officer as of the date first listed above.

**Deutsche Bank Trust Company Americas as
Collateral Agent**

By: Deutsche Bank National Trust Company

By: 






Name:



Title:

**Irina Golovashchuk
Vice President**

Exhibit A

SCHEDULE OF U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Ser. No.	Reg. No.	Goods or Services
BUY STUFF. GET STUFF FREE!		4,137,034	Providing incentive award program for customers through the issuance and processing of loyalty points, in class 35.
MY SA REWARDS	85/379,964		Providing incentive award program for customers through the issuance and processing of loyalty points, in class 35.
SA REWARDS	85/348,895		Providing incentive award program for customers through the issuance and processing of loyalty points, in class 35.
SA SUPERAMERICA & Design 		770,570	Anti-freeze, in class 1.
SA SUPERAMERICA & Design 		770,620	Lubricating oils and greases, in class 4.
SA SUPERAMERICA & Design 		1,360,038	Industrial oils, greases and fuels, in class 4; Vehicle services station services in class 37.
SA & Design 		1,360,039	Industrial oils, greases and fuels, in class 4; Vehicle service station services, in class 37.
SA & Design 		2,040,035	Clothing, namely shirts, sweaters, jackets, shorts, sweatshirts, in class 25.

Mark	Ser. No.	Reg. No.	Goods or Services
SA SUPERAMERICA & Design 		2,013,616	Vehicle service station services, in class 37; Retail convenience stores services, in class 42.
SUPERAMERICA SPEEDY WASH 		2,875,620	Vehicle service station services; vehicle cleaning and washing services, in class 37.
SUPERAMERICA		1,329,129	Anti-freeze for motor vehicles, in class 1; Gasoline, diesel fuel and lubrication 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, in class 1.
SUPERAMERICA		1,922,447	Car wash services, in class 37.
SUPERAMERICA		1,999,178	Clothing, namely shirts, sweaters, jackets, shorts, sweatshirts, in class 25.
SUPERAMERICA		1,972,743	Pens, pencils, 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.