

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM431446

<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>
KWIK TRIP, INC.		06/15/2017	Corporation: WISCONSIN
ZRH LLP		06/15/2017	Limited Liability Partnership: WISCONSIN
KT REAL ESTATE HOLDINGS, LLC		06/15/2017	Limited Liability Company: WISCONSIN
CONVENIENCE TRANSPORTATION, LLC		06/15/2017	Limited Liability Company: WISCONSIN
NORTHWEST INVESTMENTS OF LA CROSSE, LLC		06/15/2017	Limited Liability Company: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. Bank National Association, as Collateral Agent		
<b>Street Address:</b>	800 Nicollet Mall		
<b>City:</b>	Minneapolis		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55402		
<b>Entity Type:</b>	National Banking Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 11</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	87352198	KWIK REWARDS	
<b>Serial Number:</b>	87298487	KWIK STAR	
<b>Serial Number:</b>	87174175	NATURE'S TOUCH	
<b>Serial Number:</b>	86896053	KWIK REWARDS	
<b>Serial Number:</b>	86620127	KARUBA GOLD	
<b>Serial Number:</b>	86620120	KARUBA	
<b>Serial Number:</b>	86555346	KWIKERY	
<b>Serial Number:</b>	86196102	KITCHEN CRAVINGS	
<b>Serial Number:</b>	86136179	KITCHEN CRAVINGS	
<b>Serial Number:</b>	85908335	NATURE'S TOUCH	
<b>Serial Number:</b>	85722380	NATURE'S TOUCH	

CH \$290.00 87352198

**CORRESPONDENCE DATA****Fax Number:** 2149813400*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:** 214-981-3483**Email:** dclark@sidley.com**Correspondent Name:** Dusan Clark, Esq.**Address Line 1:** Sidley Austin LLP**Address Line 2:** 2021 McKinney Ave., Suite 2000**Address Line 4:** Dallas, TEXAS 75201**ATTORNEY DOCKET NUMBER:** 40106-31250**NAME OF SUBMITTER:** Dusan Clark**SIGNATURE:** /Dusan Clark/**DATE SIGNED:** 06/15/2017**Total Attachments: 17**

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**EXECUTION VERSION**

**NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT**

NOTICE dated the 15th day of June, 2017 by:

(i) KWIK TRIP, INC., a Wisconsin corporation, having an address at 1626 Oak Street, La Crosse, WI 54603 (“Kwik Trip”);

(ii) ZRH LLP, a Wisconsin limited liability partnership, having an address at 1626 Oak Street, La Crosse, WI 54603;

(iii) KT REAL ESTATE HOLDINGS, LLC, a Wisconsin limited liability company, having an address at 1626 Oak Street, La Crosse, WI 54603 (“KTR”);

(iv) CONVENIENCE TRANSPORTATION, LLC, a Wisconsin limited liability company, having an address at 1626 Oak Street, La Crosse, WI 54603; and

(v) NORTHWEST INVESTMENTS OF LA CROSSE, LLC, a Wisconsin limited liability company, having an address at 1626 Oak Street, La Crosse, WI 54603 (the foregoing (i) through (v), each individually a “Debtor” and individually and collectively, the “Debtors”)

to and in favor of U.S. BANK NATIONAL ASSOCIATION, and its successors and assigns (“Collateral Agent”), as “Collateral Agent” for the Lenders (as defined in the IP Agreement described below), the Bank Product Providers (as defined in the Intercreditor and Collateral Agency Agreement referred to below), the Administrative Agent (as defined in the IP Agreement described below) and the Noteholders (as defined in the IP Agreement described below) (the Lenders, the Administrative Agent and the Noteholders, the “Secured Parties”) under that certain Second Amended and Restated Intercreditor and Collateral Agency Agreement dated as of June 15, 2017 (as amended, restated or otherwise modified from time to time, the “Intercreditor and Collateral Agency Agreement”).

WHEREAS, each Debtor is the owner of certain Intellectual Property Collateral as listed in Exhibits A, B, C and D hereto; and

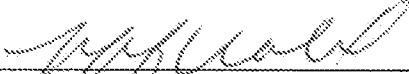
WHEREAS, the Secured Parties have agreed to extend certain credit to the Debtors, as described in the Intercreditor and Collateral Agency Agreement, on the condition, among others, that each Debtor pledge and grant to the Collateral Agent, for the benefit of the Secured Parties, as collateral for the Liabilities (as defined in the IP Agreement described below), a security interest and lien in and to such Intellectual Property Collateral and application therefor described above, including without limitation the registrations thereof, the goodwill associated therewith and other related claims and rights (the “IP”) as more fully described in that certain Second Amended and Restated Intellectual Property Security Agreement by Debtors in favor of Secured Party dated as of June 15, 2017 (the “IP Agreement”).

NOW THEREFORE, for good and valuable consideration, and intending to be legally bound, as security for the due and timely payment and performance of the Liabilities, each Debtor

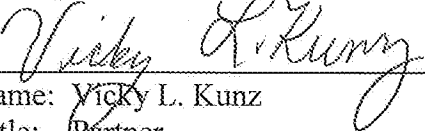
hereby pledges, grants and assigns to the Collateral Agent, for the benefit of the Secured Parties, a security interest and lien in and to all rights, title and interest in and to the aforesaid IP, and give notice of such security interest and the existence of such IP Agreement providing therefor.

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KWIK TRIP, INC., as a Debtor

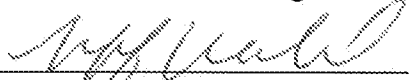
By:   
Name: Jeffrey J. Wrobel  
Title: Vice President, Chief  
Financial Officer, and Treasurer

ZRH LLP, as a Debtor

By:   
Name: Vicky L. Kunz  
Title: Partner

KT REAL ESTATE HOLDINGS, LLC, as  
Debtor

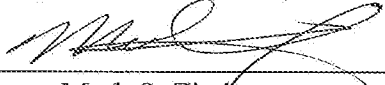
By: KWIK TRIP, INC., its Manager

By:   
Name: Jeffrey J. Wrobel  
Title: Vice President, Chief  
Financial Officer, and Treasurer

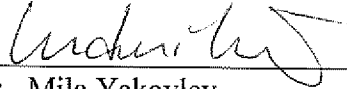
CONVENIENCE TRANSPORTATION, LLC,  
as a Debtor

By:   
Name: Chad I. Hollett  
Title: Manager

NORTHWEST INVESTMENTS OF LA  
CROSSE, LLC, as a Debtor

By:   
Name: Mark S. Zietlow  
Title: President and Secretary

Acknowledged:  
U.S. BANK NATIONAL ASSOCIATION,  
as Collateral Agent

By:   
Name: Mila Yakovlev  
Title: Vice President

**EXHIBIT A**

**SOFTWARE**

**DESCRIPTION OF SOFTWARE COLLATERAL**

Undated Agreement with HEAT\*

Undated Agreement with Maximo\*

Agreement dated September 22, 2009 with Microstrategy\*

Agreement dated 2009 with NCR Radiant\*

Undated Agreement with Manhattan/Vocollect\*

Agreement dated July 29, 2011 with OnBase\*

Agreement dated October 10, 2012 with Cisco\*

Undated Agreement with SAP\*

Undated Agreement with MES/Wonderware\*

Undated Agreement with Labware\*

Agreement dated August 31, 2016 with Winshuttle\*

Undated Agreement with NCR/AMS\*

Agreement dated December 22, 2016 with Kronos\*

\*Software license agreement may not be assigned without licensor consent.

**EXHIBIT B**  
**COPYRIGHT COLLATERAL**

None.



**EXHIBIT C**  
**PATENT COLLATERAL**

None.

**EXHIBIT D**

**TRADEMARK COLLATERAL**

Trademarks:


































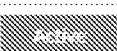

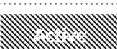

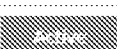
REGISTRANT	REGISTRATION NUMBER	MARK	REGISTRATION DATE
KWIK TRIP, INC.	4328031	NATURE'S TOUCH	April 30, 2013
KWIK TRIP, INC.	4499500	NATURE'S TOUCH	March 18, 2014
KWIK TRIP, INC.	4660910	KITCHEN CRAVINGS	December 23, 2014
KWIK TRIP, INC.	4697151	KITCHEN CRAVINGS	March 3, 2015
KWIK TRIP, INC.	4799822	KWIKERY	August 25, 2015
KWIK TRIP, INC.	4866894	KARUBA	December 8, 2015
KWIK TRIP, INC.	4866896	KARUBA GOLD	December 8, 2015
KWIK TRIP, INC.	5186432	NATURE'S TOUCH	April 18, 2017
























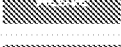














Trademark Applications:

APPLICANT	SERIAL NUMBER	MARK	FILING DATE
KWIK TRIP, INC.	86896053	KWIK REWARDS	February 3, 2016
KWIK TRIP, INC.	87298487	KWIK STAR	January 12, 2017
KWIK TRIP, INC.	87352198	KWIK REWARDS	February 28, 2017






















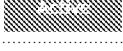

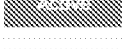







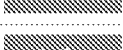

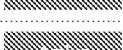



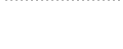
## OTHER TRADEMARK COLLATERAL




















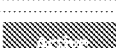





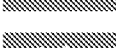







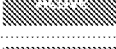

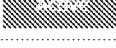

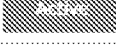
### Internet Domain Names







































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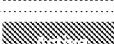

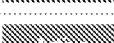













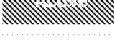




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












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	kwiktripbeyondgreen.com	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripbeyondgreen.mobi	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripbeyondgreen.net	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripbeyondgreen.org	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcng.biz	01/04/2012	01/03/2018	✓ Enabled	
	kwiktripcng.com	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcng.mobi	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcng.net	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcng.org	01/04/2012	01/04/2018	✓ Enabled	

	kwiktripcompressednaturalgas.biz	01/04/2012	01/03/2018	✓ Enabled	
	kwiktripcompressednaturalgas.com	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcompressednaturalgas.mobi	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcompressednaturalgas.net	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcompressednaturalgas.org	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripcoupons.com	04/20/2010	11/09/2017	✓ Enabled	
	kwiktripcoupons.mobi	10/19/2009	10/19/2017	✓ Enabled	
	kwiktripnaturalgas.biz	01/04/2012	01/03/2018	✓ Enabled	
	kwiktripnaturalgas.com	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripnaturalgas.mobi	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripnaturalgas.net	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripnaturalgas.org	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripng.biz	01/04/2012	01/03/2018	✓ Enabled	
	kwiktripng.com	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripng.mobi	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripng.net	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripng.org	01/04/2012	01/04/2018	✓ Enabled	
	kwiktripreward.com	07/22/2016	07/22/2017	✓ Enabled	
	kwiktriprewards.com	07/22/2016	07/22/2017	✓ Enabled	



	kwiktripselfservice.com	04/20/2010	11/13/2017	✔ Enabled	
	kwiktripselfservice.mobi	10/19/2009	10/19/2017	✔ Enabled	
	milkmoola.com	03/15/2006	04/25/2018	✔ Enabled	
	milkmoola.mobi	10/19/2009	10/19/2017	✔ Enabled	
	milkmoola.net	04/20/2010	08/15/2018	✔ Enabled	
	milkmoola.org	04/20/2010	08/15/2018	✔ Enabled	
	palacestreetbakery.com	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetbakery.mobi	10/19/2009	10/19/2017	✔ Enabled	
	palacestreetbakery.net	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetbakery.org	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetbeverage.com	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetbeverage.mobi	10/19/2009	10/19/2017	✔ Enabled	
	palacestreetbeverage.net	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetbeverage.org	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetcatering.com	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetcatering.mobi	10/19/2009	10/19/2017	✔ Enabled	
	palacestreetcatering.net	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetcatering.org	04/20/2010	06/13/2017	✔ Enabled	
	palacestreetdairy.com	04/20/2010	06/13/2017	✔ Enabled	

	palacestreetdairy.mobi	10/19/2009	10/19/2017	✔ Enabled	Active
	palacestreetdairy.net	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetdairy.org	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetfoods.com	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetfoods.mobi	10/19/2009	10/19/2017	✔ Enabled	Active
	palacestreetfoods.net	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetfoods.org	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetice.com	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetice.mobi	10/19/2009	10/19/2017	✔ Enabled	Active
	palacestreetice.net	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetice.org	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetkitchens.com	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetkitchens.mobi	10/19/2009	10/19/2017	✔ Enabled	Active
	palacestreetkitchens.net	04/20/2010	05/13/2017	✔ Enabled	Active
	palacestreetkitchens.org	04/20/2010	05/13/2017	✔ Enabled	Active
	tobaccooutletplus.com	04/20/2010	08/15/2018	✔ Enabled	Active
	tobaccooutletplus.mobi	10/19/2009	10/19/2017	✔ Enabled	Active
	tobaccooutletplus.net	04/20/2010	08/15/2018	✔ Enabled	Active
	tobaccooutletplus.org	04/20/2010	08/15/2018	✔ Enabled	Active
	tobaccooutletplusgrocery.com	04/18/2017	04/18/2018	✔ Enabled	Active



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