

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM758701

<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.		09/30/2022	Corporation: WISCONSIN
ZRH LLC		09/30/2022	Limited Liability Company: DELAWARE
KT REAL ESTATE HOLDINGS, LLC		09/30/2022	Limited Liability Company: DELAWARE
CONVENIENCE TRANSPORTATION, LLC		09/30/2022	Limited Liability Company: WISCONSIN
NORTHWEST INVESTMENTS OF LA CROSSE, LLC		09/30/2022	Limited Liability Company: WISCONSIN
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	U.S. BANK NATIONAL ASSOCIATION		
<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 Association: UNITED STATES		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Serial Number:</b>	90905826	POTHOLE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	6179518736		
<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>			
<b>Phone:</b>	6173417729		
<b>Email:</b>	katarzyna.gaysunas@morganlewis.com		
<b>Correspondent Name:</b>	Katarzyna Gaysunas		
<b>Address Line 1:</b>	1 Federal St		
<b>Address Line 2:</b>	c/o Morgan, Lewis & Bockius LLP		
<b>Address Line 4:</b>	Boston, MASSACHUSETTS 02110-1726		
<b>NAME OF SUBMITTER:</b>	Katarzyna Gaysunas		

CH \$40.00 90905826

<b>SIGNATURE:</b>	/Katarzyna Gaysunas/
<b>DATE SIGNED:</b>	09/30/2022
<b>Total Attachments: 7</b> source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page1.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page2.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page3.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page4.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page5.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page6.tif source=Kwik Trip - Notice of Intellectual Property Security Agreement (Sept 2022) (Executed)#page7.tif	

**NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT**

NOTICE dated the 30<sup>th</sup> day of September, 2022 by:

- (i) KWIK TRIP, INC., a Wisconsin corporation ("Kwik Trip"), having an address at 1626 Oak Street, La Crosse, WI 54603;
- (ii) ZRH LLC, a Delaware limited liability company, having an address at 1626 Oak Street, La Crosse, WI 54603;
- (iii) KT REAL ESTATE HOLDINGS, LLC, a Delaware limited liability company, having an address at 1626 Oak Street, La Crosse, WI 54603;
- (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").

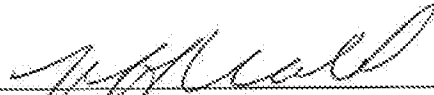
WHEREAS, Kwik Trip is the owner of certain Intellectual Property Collateral as listed in Exhibit A hereto; and

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, Kwik Trip 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.

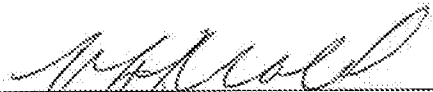
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KWIK TRIP, INC., as a Debtor

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

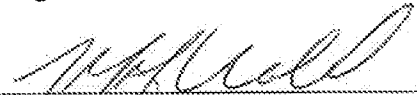
KT REAL ESTATE HOLDINGS, LLC, as a Debtor

By: KWIK TRIP, INC., its Manager

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

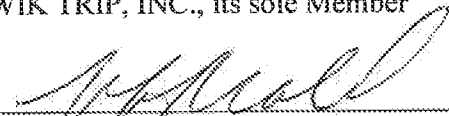
ZRH LLC, as a Debtor

By: KWIK TRIP, INC., its sole Member and  
Manager

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

NORTHWEST INVESTMENTS OF LA CROSSE,  
LLC, as a Debtor

By: KWIK TRIP, INC., its sole Member

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

KWIK TRIP, INC., as a Debtor

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

KT REAL ESTATE HOLDINGS, LLC, as a Debtor

By: KWIK TRIP, INC., its Manager

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

ZRH LLC, as a Debtor

By: KWIK TRIP, INC., its sole Member and  
Manager

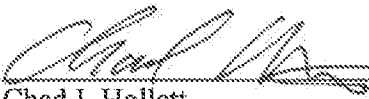
By: \_\_\_\_\_  
Name: Jeffrey J. Wrobel  
Title: Vice President, Chief Financial Officer, and  
Treasurer

NORTHWEST INVESTMENTS OF LA CROSSE,  
LLC, as a Debtor

By: KWIK TRIP, INC., its sole Member

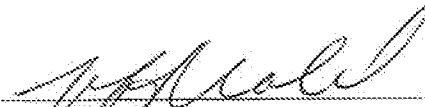
By: \_\_\_\_\_  
Name: Jeffrey J. Wrobel  
Title: Vice President, Chief Financial Officer, and  
Treasurer

CONVENIENCE TRANSPORTATION, LLC, as a  
Debtor

By:   
Name: Chad I. Hollett  
Title: Manager

JOURNEY COMMODITIES, LLC  
a Wisconsin limited liability company

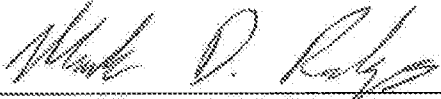
By: Kwik Trip, Inc., its sole Member

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

Kwik Trip, Inc.  
Notice of Intellectual Property Security Agreement

**TRADEMARK**  
**REEL: 007900 FRAME: 0379**

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

By:   
Name: Mark D. Rodgers  
Title: Vice President



## EXHIBIT A

### Intellectual Property Collateral

#### Trademarks

Country	Mark	Owner	Reg. No.	Reg. Date
US	POTHOLE	Kwik Trip, Inc.	90905826	27-AUG-2021

#### Copyrights

Country	Title	Authorship on Application:	Reg. No.	Reg. Date
US	Don's Smiley Face.	Kwik Trip, Inc., employer for hire	VA0002297141	2022-03-07