

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Speedway SuperAmerica LLC		12/01/2010	LIMITED LIABILITY COMPANY: DELAWARE
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: 13			
Property Type	Number	Word Mark	
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	

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TRADEMARK

CORRESPONDENCE DATA

Fax Number: (713)615-5243
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 713-758-1105
Email: sbrown@velaw.com
Correspondent Name: W. Scott Brown
Address Line 1: 1001 Fannin St.
Address Line 2: 2500 First City Tower
Address Line 4: Houston, TEXAS 77002-6760

ATTORNEY DOCKET NUMBER:	TEX886/58005
NAME OF SUBMITTER:	W. Scott Brown
Signature:	/wsb/
Date:	12/01/2010

Total Attachments: 4
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ASSIGNMENT OF "SUPERAMERICA" TRADEMARK

THIS SUPERAMERICA TRADEMARK ASSIGNMENT (this "SuperAmerica Trademark Assignment") is made and entered into as of December 1, 2010, by and between Speedway SuperAmerica LLC, a Delaware limited liability company, with the business address of 500 Speedway Drive, Enon, OH 45323 ("Assignor"), and Northern Tier Retail LLC, a Delaware limited liability company, with the business address of 2060 Centre Point Boulevard, Suite 1, Mendota Heights, MN 55120 ("Assignee").

WHEREAS, Assignor adopted and used at common law the trademarks and service marks set forth on the trademark registrations and applications shown on Exhibit A;

WHEREAS, Assignor has registered or applied to register the trademarks and service marks as set forth on Exhibit A (the common law and statutory rights in such trademarks and service marks hereinafter referred to as "Marks") and has established goodwill in such Marks;

WHEREAS, Assignee is the successor to that portion of Assignor's business in the States of Minnesota, Wisconsin, and South Dakota to which the Marks have in the past pertained and now pertain, including the goodwill in such business;

WHEREAS, Assignee desires the right to manage and control the Marks, and thus wishes to acquire all of Assignor's right, title and interest in and to the Marks, including all rights, both common law and statutory, in such Marks, and the goodwill symbolized by the Marks;

WHEREAS, assignment of the Marks requires that they be transferred together with all of the goodwill symbolized by the Marks;

WHEREAS, Assignor desires to maintain certain rights with respect to the Marks and Assignee has agreed to grant such rights pursuant to the License Agreement to SSA for "SuperAmerica" Trademarks; and

WHEREAS, pursuant to the Formation Agreement and the Marketing Contribution Agreement, Assignor has agreed to assign the Marks to Assignee.

NOW, THEREFORE, in consideration of the Contemplated Transactions and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby assign to Assignee all Assignor's right, title and interest in and to the Marks, including all goodwill symbolized by the Marks, all applications and registrations thereof, all common law and statutory rights in the Marks, and all causes of action accrued and to accrue under and by virtue thereof, including the right to sue and recover for past, present, and future infringement, and the right to receive and retain the proceeds or other remedies relating to any infringements of the Marks.

Capitalized terms used in this SuperAmerica Trademark Assignment and not otherwise defined herein shall have the meanings set forth in Appendix A to the Formation Agreement.

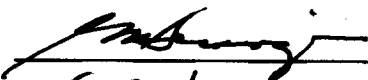
IN WITNESS WHEREOF, Assignor and Assignee have caused this SuperAmerica Trademark Assignment to be executed by their duly authorized officers.

ASSIGNOR:

ASSIGNEE:

SPEEDWAY SUPERAMERICA LLC

NORTHERN TIER RETAIL LLC

By: 

By: 

Name: G. R. HEMINGER

Name: MARISOL E. RODRIGUEZ

Title: AUTHORIZED REPRESENTATIVE

Title: VP. Finance



Exhibit 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
	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