

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM351903

| | | | |
|-----------------------------------|---|---------------------------------|----------------------------|
| SUBMISSION TYPE: | NEW ASSIGNMENT | | |
| NATURE OF CONVEYANCE: | Release of Security Interest | | |
| CONVEYING PARTY DATA | | | |
| Name | Formerly | Execution Date | Entity Type |
| JPMorgan Chase Bank, N.A. | | 08/18/2015 | Association: UNITED STATES |
| RECEIVING PARTY DATA | | | |
| Name: | TESORO Refining & Marketing Company LLC | | |
| Street Address: | 19100 Ridgewood Parkway | | |
| City: | San Antonio | | |
| State/Country: | TEXAS | | |
| Postal Code: | 78259 | | |
| Entity Type: | LIMITED LIABILITY COMPANY: DELAWARE | | |
| PROPERTY NUMBERS Total: 48 | | | |
| Property Type | Number | Word Mark | |
| Registration Number: | 1975253 | 1-800-SMOGPROS | |
| Registration Number: | 2269628 | ARCO | |
| Registration Number: | 0837783 | ARCO | |
| Registration Number: | 1421446 | ARCO | |
| Registration Number: | 1496212 | ARCO | |
| Registration Number: | 2378072 | ARCO | |
| Registration Number: | 2341706 | ARCO | |
| Registration Number: | 1495419 | ARCO | |
| Registration Number: | 1411681 | ARCO | |
| Registration Number: | 3723216 | ARCO | |
| Registration Number: | 1411680 | ARCO | |
| Registration Number: | 1557559 | ARCO | |
| Registration Number: | 2255947 | ARCO ARENA | |
| Registration Number: | 1559511 | ARCO ATF | |
| Registration Number: | 2451354 | ARCO EMPLOYEE PREMIER CLUB CARD | |
| Registration Number: | 2398440 | | |
| Registration Number: | 1525021 | ARCONATE | |
| Registration Number: | 1848893 | ARCOPLUS | |
| Registration Number: | 1740457 | ARCOPURE | |

OP \$1215.00 1975253

| Property Type | Number | Word Mark |
|----------------------|---------|----------------------------------|
| Registration Number: | 1603270 | ARCOSOLV |
| Registration Number: | 2343937 | CLEANTECH |
| Registration Number: | 2421772 | GASPRO PLUS |
| Registration Number: | 2480187 | PAYQUICK |
| Registration Number: | 2487772 | PAYQUICK |
| Registration Number: | 2502198 | PUMPPASS |
| Registration Number: | 2055924 | RICHFIELD |
| Registration Number: | 1854233 | SMOGPROS |
| Registration Number: | 1642477 | SMOGPROS |
| Registration Number: | 1752887 | SMOGPROS |
| Registration Number: | 1752888 | SMOGPROS |
| Registration Number: | 2530505 | SMOGPROS |
| Registration Number: | 2576536 | SMOGPROS |
| Registration Number: | 2553495 | SMOGPROS |
| Registration Number: | 1650345 | SMOGPROS |
| Registration Number: | 1655780 | SMOGPROS |
| Registration Number: | 1650344 | SMOGPROS EXPRESS TEST AND REPAIR |
| Registration Number: | 1670925 | |
| Registration Number: | 2394021 | |
| Registration Number: | 2001162 | |
| Registration Number: | 1559940 | |
| Registration Number: | 1499940 | |
| Registration Number: | 0837784 | |
| Registration Number: | 1484621 | |
| Registration Number: | 3661826 | |
| Registration Number: | 1425962 | |
| Registration Number: | 1612588 | |
| Registration Number: | 3672562 | STRAIGHT UP GAS |
| Registration Number: | 2559199 | |

CORRESPONDENCE DATA

Fax Number:

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.

Email: michael.barys@thomsonreuters.com

Correspondent Name: Elaine Carrera, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER: Elaine Carrera

| | |
|---|-----------------|
| SIGNATURE: | /Michael Barys/ |
| DATE SIGNED: | 08/19/2015 |
| Total Attachments: 6 source=TSO Trademark Release - TSO Refining#page1.tif source=TSO Trademark Release - TSO Refining#page2.tif source=TSO Trademark Release - TSO Refining#page3.tif source=TSO Trademark Release - TSO Refining#page4.tif source=TSO Trademark Release - TSO Refining#page5.tif source=TSO Trademark Release - TSO Refining#page6.tif | |

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

JPMorgan Chase Bank, N.A.

- Individual(s)
- Partnership
- Corporation- State: _____
- Other _____
- Association
- Limited Partnership

Citizenship (see guidelines) USA

Additional names of conveying parties attached? Yes No

3. Nature of conveyance/Execution Date(s) :

Execution Date(s) August 18, 2015

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: TESORO Refining & Marketing Company LLC

Street Address: 19100 Ridgewood Parkway

City: San Antonio

State: TX

Country: USA Zip: 78259

- Individual(s) Citizenship _____
- Association Citizenship _____
- Partnership Citizenship _____
- Limited Partnership Citizenship _____
- Corporation Citizenship _____
- Other LLC Citizenship USA-DE

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s) Text

See Schedule 1

B. Trademark Registration No.(s)

See Schedule 1

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Elaine Carrera, Legal Assistant

Internal Address: _____

Street Address: c/o Cahill Gordon & Reindel LLP
80 Pine Street

City: New York

State: NY Zip: 10005

Phone Number: (212) 701-3365

Docket Number: _____

Email Address: ecarrera@cahill.com

6. Total number of applications and registrations involved:

48

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
- Enclosed

8. Payment Information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:

Elaine Carrera
Signature

August 18, 2015

Date

Elaine Carrera

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

6

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Branch, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

RELEASE OF SECURITY INTEREST IN TRADEMARKS

This RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Release"), dated as of August 18, 2015 (the "Effective Date"), is made by JPMorgan Chase Bank, N.A., in its capacity as collateral agent (the "Agent"), in favor of the grantor party identified on the signature page hereto (the "Grantor").

WHEREAS, pursuant to that certain Security Agreement, dated as of January 28, 2013, by and among the Agent, the Grantor and certain other parties thereto (as amended, amended and restated, or otherwise modified from time to time, the "Security Agreement"), the Grantor granted to the Agent, in its capacity as Agent, a security interest in and to certain collateral;

WHEREAS, pursuant to the Security Agreement, the Grantor executed and delivered a Trademark Security Agreement, dated as of May 30, 2013 (the "Trademark Security Agreement"), whereby the Grantor granted a security interest in certain collateral, including in the trademarks listed on Schedule 1 attached hereto (the "Trademark Collateral") for recordal with the United States Patent and Trademark Office;

WHEREAS, the Trademark Security Agreement was recorded with the United States Patent and Trademark Office on June 4, 2013 at Reel/Frame 5039/0938:

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

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the Security Agreement or the Trademark Security Agreement, as applicable.
2. Release. The Agent, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the Trademark Collateral, arising under the Security Agreement and under the Trademark Security Agreement. If and to the extent that the Agent has acquired any right, title or interest in and to the Trademark Collateral under the Trademark Security Agreement, the Agent, without representation or warranty of any kind, hereby re-transfers, re-conveys and re-assigns such right, title or interest to the Grantor.
3. Termination. The Agent, without representation or warranty of any kind, terminates and cancels the Trademark Security Agreement.
4. Further Assurances. The Agent agrees to take all further actions, and provide to the Grantor and its successors, assigns or other legal representatives, all such cooperation and assistance (including, without limitation, the execution and delivery of any and all documents or other instruments), reasonably requested by the Grantor, at the Grantor's sole cost and expense, to more fully and effectively effectuate the purposes of this Release.
5. Governing Law. This Release shall be governed exclusively under the laws of New York, without regard to conflicts of law or choice of law principles.

IN WITNESS WHEREOF, the Agent has caused this Release to be executed by its duly authorized representative as of the Effective Date:

[Signature page to follow]

JPMorgan Chase Bank, N.A., acting in its
capacity as Agent

By: M. Hasan

Name: Muhammad Hasan

Title: Vice President

Tesoro Refining & Marketing Company
LLC., as Grantor

By: _____

Name:

Title:

[Trademark Release -- Tesoro Refining & Marketing Company LLC]

TRADEMARK
REEL: 005602 FRAME: 0533

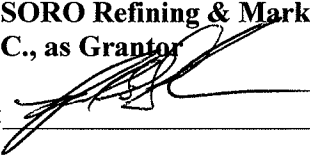
**JPMorgan Chase Bank, N.A., acting in its
capacity as Agent**

By: _____

Name:

Title:

**TESORO Refining & Marketing Company
LLC., as Grantor**

By:  _____

Name: Brad S. Lakhia

Title: Vice President and Treasurer

Schedule 1

U.S. Trademark Registrations and Applications

| Trademark | Registration Number | Registration Date |
|--|----------------------------|--------------------------|
| 1-800-SMOGPROS | 1975253 | 05/21/1996 |
| ARCO | 2269628 | 08/10/1999 |
| ARCO | 837783 | 10/31/1967 |
| ARCO | 1421446 | 12/16/1986 |
| ARCO | 1496212 | 07/12/1988 |
| ARCO & SPARK POLE DESIGN | 2378072 | 08/15/2000 |
| ARCO AND SPARK DESIGN | 2341706 | 04/11/2000 |
| ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE) | 1495419 | 07/05/1988 |
| ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE) | 1411681 | 09/30/1986 |
| ARCO AND SPARK DESIGN LOGO (BLACK AND WHITE) | 3723216 | 12/08/2009 |
| ARCO AND SPARK DESIGN LOGO (COLOR) | 1411680 | 09/30/1986 |
| ARCO AND SPARK DESIGN WITH STRIPES | 1557559 | 09/26/1989 |
| ARCO ARENA | 2255947 | 06/22/1999 |
| ARCO ATF | 1559511 | 10/10/1989 |
| ARCO EMPLOYEE PREMIER CLUB CARD | 2451354 | 05/15/2001 |
| ARCO PUMP AND TWO SPARKS DESIGN | 2398440 | 10/24/2000 |
| ARCONATE | 1525021 | 02/21/1989 |
| ARCOPLUS | 1848893 | 08/09/1994 |
| ARCOPURE | 1740457 | 12/15/1992 |
| ARCOSOLV | 1603270 | 06/21/1990 |
| CLEANTECH | 2343937 | 04/18/2000 |
| GASPRO PLUS | 2421772 | 01/16/2011 |
| PAYQUICK | 2480187 | 08/21/2001 |
| PAYQUICK | 2487772 | 09/11/2001 |
| PUMPPASS | 2502198 | 10/30/2001 |
| RICHFIELD | 2055924 | 04/22/1997 |
| SMOGPROS | 1854233 | 09/13/1994 |
| SMOGPROS | 1642477 | 04/23/1991 |
| SMOGPROS (STYLIZED IN BLUE) | 1752887 | 02/16/1993 |
| SMOGPROS (STYLIZED WITH BAR, BLUE) | 1752888 | 02/16/1993 |
| SMOGPROS (STYLIZED) & DESIGN | 2530505 | 01/15/2002 |
| SMOGPROS (STYLIZED) & DESIGN (2) | 2576536 | 06/04/2002 |
| SMOGPROS (STYLIZED) & DESIGN (3) | 2553495 | 03/26/2002 |
| SMOGPROS AND DESIGN | 1650345 | 07/09/1991 |
| SMOGPROS AND DESIGN (COLOR) | 1655780 | 09/03/1991 |
| SMOGPROS EXPRESS TEST AND REPAIR | 1650344 | 07/09/1991 |
| SMOGPROS STRIPING DESIGN | 1670925 | 12/31/1991 |
| SPARK AND STRIPE DESIGN | 2394021 | 10/10/2000 |
| SPARK DESIGN | 2001162 | 09/17/1996 |
| SPARK DESIGN | 1559940 | 10/10/1989 |
| SPARK DESIGN | 1499940 | 08/09/1988 |
| SPARK DESIGN | 837784 | 10/31/1967 |
| SPARK DESIGN | 1484621 | 04/12/1988 |
| SPARK DESIGN | 3661826 | 07/28/2009 |
| SPARK DESIGN (RED) | 1425962 | 01/20/1987 |

| | | |
|----------------------|---------|------------|
| SPARK DESIGN (RED) | 1612588 | 09/11/1990 |
| STRAIGHT UP GAS | 3672562 | 08/25/2009 |
| STRIPE DESIGN (ARCO) | 2559199 | 04/09/2002 |