

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM429894

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST, RELEASING THE SECURITY INTEREST PREVIOUSLY RECORDED AT REEL 5372 AND FRAME 0945.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
JPMorgan Chase Bank, N.A.		06/01/2017	National Banking Association: UNITED STATES
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	NORTHERN TIER RETAIL LLC		
<b>Street Address:</b>	2060 Center Point Boulevard		
<b>Internal Address:</b>	Suite 1		
<b>City:</b>	Mendota Heights		
<b>State/Country:</b>	MINNESOTA		
<b>Postal Code:</b>	55120		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4265307	MY SA REWARDS	
<b>Registration Number:</b>	4137034	BUY STUFF. GET STUFF FREE!	
<b>Registration Number:</b>	4456782	SUPERFUELS	
<b>Registration Number:</b>	4563625	BE GOOD TO YOUR ENGINE, AND IT WILL BE G	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2122919868		
<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>	212-558-4229		
<b>Email:</b>	demarcor@sullcrom.com, nguyenb@sullcrom.com		
<b>Correspondent Name:</b>	Raffaele A. DeMarco		
<b>Address Line 1:</b>	125 Broad Street		
<b>Address Line 2:</b>	Sullivan & Cromwell LLP		
<b>Address Line 4:</b>	New York, NEW YORK 10004-2498		
<b>NAME OF SUBMITTER:</b>	Raffaele A. DeMarco		
<b>SIGNATURE:</b>	/Raffaele A. DeMarco/		
<b>DATE SIGNED:</b>	06/03/2017		

OP \$115.00 4265307

**Total Attachments: 4**

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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 JPMorgan Chase Bank, N.A., a national banking association, as Administrative Agent and Collateral Agent for the Lenders (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 September 29, 2014 (the “**Pledge and Security Agreement**”), pursuant to which the Obligor pledged and granted to the Agent for the benefit of the Agent and the Lenders a continuing security interest in all Intellectual Property, including the Trademarks set forth on Schedule 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 September 29, 2014 (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 October 1, 2014, at Reel 5372, Frame 0945;

WHEREAS, the Obligor and the Agent are parties to that certain letter agreement, dated as of the date hereof, by and among the Agent, the Obligor, Northern Trust Energy LLC, and the other parties party thereto, 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 and assigns to the Obligor any right, title and interest it may have 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, all appropriate action, do or cause to be done all things necessary, proper or advisable under applicable law, execute and deliver any additional documents and other papers, and perform any additional acts that may be necessary or desirable 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.

**JPMorgan Chase Bank, N.A.**

By: 

Name: J. Devin Mock

Title: Authorized Officer

[Signature Page to Trademark Release – NTR-JPM-2014]

**TRADEMARK**  
**REEL: 006076 FRAME: 0408**

**Schedule A**

<b>Mark</b>	<b>Registration Number</b>	<b>Goods or Services</b>
<b>MY SA REWARDS</b>	4265307	Incentive award program for customers through loyalty points
<b>BUY STUFF. GET STUFF FREE!</b>	4137034	Incentive award program for customers through loyalty points
<b>SUPERFUELS</b>	4456782	Diesel fuels; gasoline
<b>BE GOOD TO YOUR ENGINE, AND IT WILL BE GOOD TO YOU.</b>	4563625	Diesel fuels; gasoline