

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM632336

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
KWIK TRIP, INC.		03/16/2021	Corporation: WISCONSIN
ZRH LLC		03/16/2021	Limited Liability Company: DELAWARE
KT REAL ESTATE HOLDINGS, LLC		03/16/2021	Limited Liability Company: DELAWARE
CONVENIENCE TRANSPORTATION, LLC		03/16/2021	Limited Liability Company: WISCONSIN
NORTHWEST INVESTMENTS OF LA CROSSE, LLC		03/16/2021	Limited Liability Company: WISCONSIN
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION, AS COLLATERAL AGENT		
Street Address:	800 Nicollet Mall		
Internal Address:	BC-MN-H03N		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 10			
Property Type	Number	Word Mark	
Serial Number:	88509725	KITCHEN CRAVINGS	
Serial Number:	88194224	KWIK CUP	
Serial Number:	88141947	KWIK STIX	
Serial Number:	88115701	KARUBA GOLD	
Serial Number:	88063334	FIRESTAR	
Serial Number:	87959863	KWIKWICH	
Serial Number:	87786007	KITCHEN CRAVINGS	
Serial Number:	87762385	KWIK CARD+PLUS	
Serial Number:	87451340	TOBACCO OUTLET PLUS GROCERY	
Serial Number:	87451356	TOBACCO OUTLET PLUS GROCERY	

CH \$265.00 88509725

CORRESPONDENCE DATA**Fax Number:** 6179518736*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:** 6173417729**Email:** katarzyna.gaysunas@morganlewis.com**Correspondent Name:** Katarzyna Gaysunas**Address Line 1:** 1 Federal St**Address Line 2:** c/o Morgan, Lewis & Bockius LLP**Address Line 4:** Boston, MASSACHUSETTS 02110-1726

NAME OF SUBMITTER:	Katarzyna Gaysunas
SIGNATURE:	/Katarzyna Gaysunas/
DATE SIGNED:	03/16/2021

Total Attachments: 5

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NOTICE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT

NOTICE dated the 16th day of March, 2021 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”).

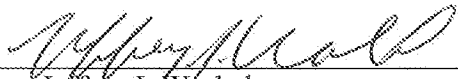
WHEREAS, Kwik Trip is the owner of certain Intellectual Property Collateral as listed in Exhibit A hereto; and

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.

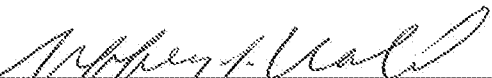
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KWIK TRIP, INC., as a Debtor

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

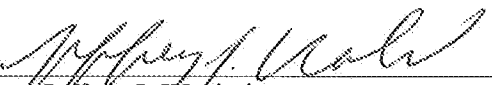
ZRH LLC, as a Debtor

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

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

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NORTHWEST INVESTMENTS OF LA CROSSE,
LLC, as a Debtor

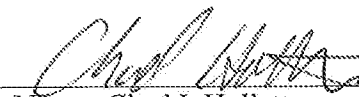
By: KWIK TRIP, INC., its sole Member

By:

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

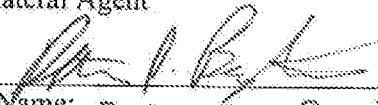
CONVENIENCE TRANSPORTATION, LLC, as a
Debtor

By:



Name: Chad I. Hollett
Title: Manager

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

By: 
Name: Peter E. Bystol
Title: SVP

Kwik Trip, Inc.
Notice of Intellectual Security Agreement

TRADEMARK
REEL: 007234 FRAME: 0006

EXHIBIT A**TRADEMARK COLLATERAL**

REGISTRANT	MARK	SERIAL NUMBER	REGISTRATION NUMBER	REGISTRATION DATE
KWIK TRIP, INC.	KITCHEN CRAVINGS	88509725	5966580	January 21, 2020
KWIK TRIP, INC.	KWIK CUP	88194224	5751386	May 14, 2019
KWIK TRIP, INC.	KWIK STIX	88141947	5836265	August 13, 2019
KWIK TRIP, INC.	KARUBA GOLD	88115701	5808528	July 16, 2019
KWIK TRIP, INC.	FIRESTAR	88063334	5869600	September 24, 2019
KWIK TRIP, INC.	KWIKWICH	87959863	5729844	April 16, 2019
KWIK TRIP, INC.	KITCHEN CRAVINGS	87786007	5545949	August 21, 2018
KWIK TRIP, INC.	KWIK CARD+PLUS	87762385	6055948	May 19, 2020
KWIK TRIP, INC.	TOBACCO OUTLET PLUS GROCERY	87451340	5509688	July 3, 2018
KWIK TRIP, INC.	TOBACCO OUTLET PLUS GROCERY	87451356	5509689	July 3, 2018