

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM758701

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	SECURITY INTEREST		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
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
RECEIVING PARTY DATA			
Name:	U.S. BANK NATIONAL ASSOCIATION		
Street Address:	800 Nicollet Mall		
City:	Minneapolis		
State/Country:	MINNESOTA		
Postal Code:	55402		
Entity Type:	National Association: UNITED STATES		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Serial Number:	90905826	POTHOLE	
CORRESPONDENCE DATA			
Fax Number:	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>			
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		

CH \$40.00 90905826

SIGNATURE:	/Katarzyna Gaysunas/
DATE SIGNED:	09/30/2022
Total Attachments: 7 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 30th 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").

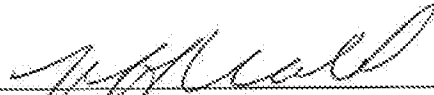
WHEREAS, Kwik Trip is the owner of certain Intellectual Property Collateral as listed in Exhibit A hereto; and

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.

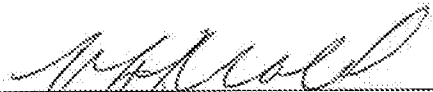
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KWIK TRIP, INC., as a Debtor

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

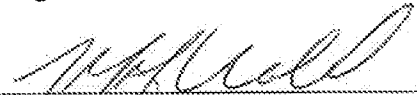
KT REAL ESTATE HOLDINGS, LLC, as a Debtor

By: KWIK TRIP, INC., its Manager

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

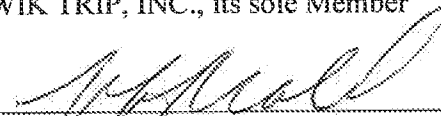
ZRH LLC, as a Debtor

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

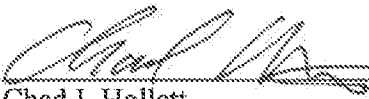
By: _____
Name: Jeffrey J. Wrobel
Title: Vice President, Chief Financial Officer, and
Treasurer

NORTHWEST INVESTMENTS OF LA CROSSE,
LLC, as a Debtor

By: KWIK TRIP, INC., its sole Member

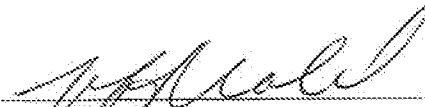
By: _____
Name: Jeffrey J. Wrobel
Title: Vice President, Chief Financial Officer, and
Treasurer

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

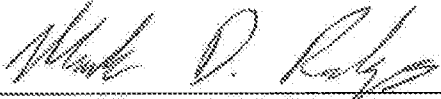
By: 
Name: Mark D. Rodgers
Title: Vice President

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