

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM429890

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	RELEASE OF SECURITY INTEREST, RELEASING THE SECURITY INTEREST PREVIOUSLY RECORDED AT REEL 4918 AND FRAME 0970.		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
DEUTSCHE BANK TRUST COMPANY AMERICAS		06/01/2017	Banking Corporation: NEW YORK
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Northern Tier Energy LLC		
<b>Street Address:</b>	38C Grove Street		
<b>Internal Address:</b>	Suite 100		
<b>City:</b>	Ridgefield		
<b>State/Country:</b>	CONNECTICUT		
<b>Postal Code:</b>	06877		
<b>Entity Type:</b>	Limited Liability Company: DELAWARE		
<b>PROPERTY NUMBERS Total: 3</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4064859	NORTHERN TIER	
<b>Serial Number:</b>	85567389	NORTHERN TIER ENERGY	
<b>Serial Number:</b>	85567391	NORTHERN TIER ENERGY	
<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		

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**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 Deutsche Bank Trust Company Americas, a New York banking corporation, as collateral agent for the Additional Secured Parties (the “**Agent**”) in favor of Northern Tier Energy 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 November 8, 2012 (the “**Pledge and Security Agreement**”), pursuant to which the Obligor pledged and granted to the Agent for the benefit of the Agent and the Additional Secured Parties a continuing security interest in all Intellectual Property, including the Trademarks set forth on Exhibit 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 November 8, 2012 (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 December 13, 2012, at Reel 4918, Frame 0970;

WHEREAS, the Obligor and the Agent are parties to that certain letter agreement, dated as of the date hereof, 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.

SECTION 2. Further Assurances. The Agent shall, at the reasonable request and expense of the Obligor, timely take, or cause to be taken, such requested actions as deemed by the Obligor necessary, proper or advisable under applicable law, execute and deliver any additional documents and other papers, and perform any additional acts that may be reasonably requested by the Obligor 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.

**Deutsche Bank Trust Company Americas as  
Collateral Agent**

By: Deutsche Bank National Trust Company

By: 

Name:

Title:

**Irina Golovashchuk  
Vice President**

Exhibit A

SCHEDULE OF U.S. TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Ser. No.	Reg. No.	Goods or Services
NORTHERN TIER		4,064,859	Oil refining; fuel refining; production, treatment and refinement of fuel and diesel fuel for others, in class 40.
NORTHERN TIER ENERGY	85/567,389		Oil refining; fuel refining; production, treatment, and refinement of fuel and diesel fuel for others, in class 40.
NORTHERN TIER ENERGY	85/567,391		Transportation and storage of fuels, in class 39.