

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM575050

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNMENT OF THE ENTIRE INTEREST AND THE GOODWILL
SEQUENCE:	3

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
QUIKTRIP CORPORATION		05/02/2020	Corporation: OKLAHOMA

RECEIVING PARTY DATA

Name:	QTR CORPORATION
Street Address:	4705 SOUTH 129TH EAST AVENUE
City:	TULSA
State/Country:	OKLAHOMA
Postal Code:	74134
Entity Type:	Corporation: OKLAHOMA

PROPERTY NUMBERS Total: 54

Property Type	Number	Word Mark
Registration Number:	2712198	DONKEY KICK
Registration Number:	2132743	HOTZI
Registration Number:	3020466	PUMPSTART
Registration Number:	2872743	QUIKSHAKE
Registration Number:	2635502	XP
Registration Number:	2714730	ROOSTER BOOSTER
Registration Number:	1094059	QT
Registration Number:	3419870	QT KITCHENS
Registration Number:	3101606	WALLY'S BOOGERBERRY
Registration Number:	3109397	WALLY'S PUCKERBERRY
Registration Number:	1286443	QT
Registration Number:	1286442	QUIKTRIP
Registration Number:	1853825	QUIKTRIP
Registration Number:	1137679	QUIK 'N TASTY
Registration Number:	1857921	QT
Registration Number:	2477723	IQ
Registration Number:	3007897	JABBERBERRY WALLY
Registration Number:	1075746	QUIKTRIP

CH \$1365.00 2712198

Property Type	Number	Word Mark
Registration Number:	2056528	FLEETMASTER
Registration Number:	1801262	OPERATION SLICK STREETS
Registration Number:	2572393	FOUNTAIN MIXER
Registration Number:	3071869	WALLY'S FRAZZLEBERRY
Registration Number:	1926167	QT
Registration Number:	1967174	QUIKTRIP
Registration Number:	1833607	GUARANTEED GASOLINE
Registration Number:	3071870	WALLY'S HONKERBERRY
Registration Number:	2988002	HYDR8
Registration Number:	2835496	FREEZONI
Registration Number:	2879703	EVERY TRIP GUARANTEED
Registration Number:	2275240	QUIKTRIP
Registration Number:	3900107	THINK QUIK
Registration Number:	1669059	XP
Registration Number:	1662165	XP
Registration Number:	4138136	MIX IT UP
Registration Number:	4155823	QT ENERGY SHOT
Registration Number:	4118738	QT KITCHENS
Registration Number:	4189595	QT SELECT · BLEND ·
Registration Number:	4175652	HOLE BUNCHES
Registration Number:	4499238	THE BIG Q
Registration Number:	4556519	QTEA
Registration Number:	4301524	QT REWARDS
Registration Number:	4701428	FRESH IS GOOD.
Registration Number:	4534910	MIX IT UP
Registration Number:	4498201	KITCHENS
Registration Number:	4609827	QT TWISTER
Registration Number:	4581762	QT FUELS
Registration Number:	4652957	QT KITCHENS
Registration Number:	4908580	TWIST IT UP
Registration Number:	4945265	QT FRESH
Registration Number:	5275405	WALLY'S CHILLIN' BERRY
Registration Number:	5275391	WALLY'S BLASTER BERRY
Registration Number:	5604179	QT
Registration Number:	5458129	QT CONNECT
Registration Number:	5849711	QT. MORE THAN A GAS STATION.

CORRESPONDENCE DATA

Fax Number: 9185743107

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: 9185743007

Email: rachel.blue@mcafeetaft.com

Correspondent Name: Rachel Blue

Address Line 1: Two West Second Street

Address Line 2: Suite 1100

Address Line 4: Tulsa, OKLAHOMA 74103

ATTORNEY DOCKET NUMBER:	00677.00001
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NAME OF SUBMITTER:	Rachel Blue
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SIGNATURE:	/Rachel Blue/
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DATE SIGNED:	05/06/2020
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Total Attachments: 5

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ASSIGNMENT OF INTELLECTUAL PROPERTY

This Assignment of Intellectual Property, made effective as of the 2nd day of May, 2020, transfers and assigns from QUIKTRIP CORPORATION, an Oklahoma corporation (the “Assignor”), to QTR CORPORATION, an Oklahoma corporation and wholly-owned subsidiary of Assignor (the “Assignee”), for the United States, its territories and possessions, and worldwide, all of the Assignor’s right, title, and interest in and to each of the trademarks, tradenames and service marks, copyrights and patents, identified on Schedule A hereto (collectively, the “Intellectual Property”).

WHEREAS, the Assignor has agreed to sell and Assignee has agreed to purchase certain assets of the Assignor pursuant to an IP Contribution Agreement by and among the Assignor and the Assignee dated May 2, 2020, herewith (the “IP Contribution Agreement”);

WHEREAS, Assignor has adopted, used, is using and is the owner of the Intellectual Property, and has agreed pursuant to the IP Contribution Agreement to transfer and assign the Intellectual Property to the Assignee as provided herein;

NOW, THEREFORE, for good and valuable consideration received pursuant to the IP Contribution Agreement, the receipt and sufficiency of which are hereby acknowledged, the Assignor does hereby assign unto the Assignee all of its right, title, and interest in the United States of America (the “US”) and worldwide in and to the Intellectual Property, together with all of the goodwill associated with and symbolized by such Intellectual Property, the applications and registrations thereof and therefor, and any rights of the Assignor to sue any third parties for any past infringement of or to the Intellectual Property, for the use and behoof of Assignee and its successors, assigns or other legal representatives and to prosecute such applications and registrations in the United States Patent and Trademark Office and other foreign trademark offices.

This Assignment of Intellectual Property is delivered pursuant to, and subject to, the terms and conditions of the IP Contribution Agreement. Nothing contained in this Assignment of Intellectual Property shall be deemed to supersede any of the representations, warranties, covenants or other agreements contained in the IP Contribution Agreement or otherwise expand any of the rights or remedies of the Assignee with respect to the transactions contemplated thereby. To the extent any of the provisions in this Assignment of Intellectual Property are inconsistent with the IP Contribution Agreement, the IP Contribution Agreement shall control.

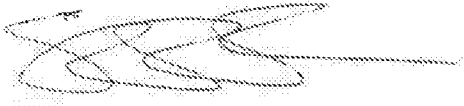
This Assignment of Intellectual Property is binding on the Assignor and its successors and assigns, and inures to the benefit of the Assignee and its successors and assigns.

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SIGNATURES FOLLOW*

IN WITNESS WHEREOF, intending to be legally bound hereby, the Assignor and the Assignee have duly executed this Assignment of Intellectual Property effective as of the date first set forth above.

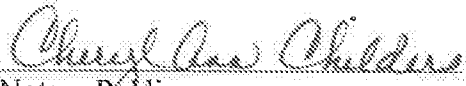
ASSIGNOR:

QUIKTRIP CORPORATION

By: 
Stephen R. Fater
Vice President-Store Development

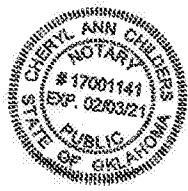
State of Oklahoma)
) ss.
County of Tulsa)

Subscribed and sworn to me this 2nd day of May, 2020, by Stephen R. Fater to me known to be the Vice President-Store Development of QuikTrip Corporation.


Notary Public

My Commission Expires: 2/3/21
My Commission No.: 17001141

Seal



Signature Page 1 of 2 to Assignment of Intellectual Property

IN WITNESS WHEREOF, intending to be legally bound hereby, the Assignor and the Assignee have duly executed this Assignment of Intellectual Property effective as of the date first set forth above.

ASSIGNEE:

QTR CORPORATION

By: *Stuart C. Sullivan*
Stuart C. Sullivan
Vice President-Finance and
Chief Financial Officer

State of Oklahoma)
) ss.
County of Tulsa)

Subscribed and sworn to me this 2nd day of May, 2020, by Stuart C. Sullivan to me known to be the Vice President-Finance and Chief Financial Officer of QTR Corporation.

Cheryl Ann Childers
Notary Public

My Commission Expires: 2/3/21
My Commission No.: 17001141



Signature Page 2 of 2 to Assignment of Intellectual Property

**QUIKTRIP CORPORATION
INTELLECTUAL PROPERTY ASSIGNMENT**

Schedule A

Registered Trademarks, Tradenames and Service Marks

<u>Mark</u>	<u>Country</u>	<u>Reg. No.</u>
DONKEY KICK	United States	2,712,198
HOTZI	United States	2,132,743
PUMPSTART	United States	3020466
QUIKSHAKE	United States	2,872,743
QUIKTRIP	Mexico	820785
XP	United States	2,635,502
ROOSTER BOOSTER	United States	2,714,730
QT & DESIGN	United States	1,094,059
QT KITCHENS	United States	3,419,870
WALLY'S BOOGERBERRY	United States	3,101,606
WALLY'S PUCKERBERRY	United States	3,109,397
QT	Mexico	820254
QUIKTRIP	Mexico	851167
QUIKTRIP	Mexico	817281
QUIKTRIP	Mexico	817282
QUIKTRIP	Mexico	817283
QT & DESIGN	United States	1,286,443
QUIKTRIP (STYLIZED)	United States	1,286,442
QUIKTRIP	United States	1,853,825
QUIK 'N TASTY	United States	1,137,679
QT	United States	1,857,921
IQ	United States	2477723
WALLY'S JABBERBERRY	United States	3007897
QUIKTRIP	United States	1,075,746
FLEETMASTER	United States	2,056,528
OPERATION SLICK STREETS & DESIGN	United States	1,801,262
FOUNTAIN MIXER	United States	2,572,393
WALLY'S FRAZZLEBERRY	United States	3,071,869

QT	United States	1,926,167
QUIKTRIP	United States	1,967,174
GUARANTEED GASOLINE	United States	1,833,607
WALLY'S HONKERBERRY	United States	3,071,870
HYDR8	United States	2,988,002
FREEZONI	United States	2,835,496
EVERY TRIP GUARANTEED	United States	2,879,703
QUIKTRIP	United States	2,275,240
THINK QUIK	United States	3,900,107
XP	United States	1669059
XP	United States	1662165
MIX IT UP	United States	4,138,136
QT ENERGY SHOT	United States	4,155,823
QT KITCHENS & DESIGN	United States	4,118,738
QT SELECT BLEND & DESIGN	United States	4,189,595
HOLE BUNCHES	United States	4,175,652
THE BIG Q (STYLIZED)	United States	4,499,238
QTEA	United States	4,556,519
QT REWARDS	United States	4,301,524
FRESH IS GOOD.	United States	4,701,428
MIX IT UP	United States	4,534,910
KITCHENS & DESIGN	United States	4,498,201
QT TWISTER	United States	4,609,827
QT FUELS & DESIGN	United States	4,581,762
QT KITCHENS	United States	4,652,957
TWIST IT UP	United States	4,908,580
QT FRESH	United States	4,945,265
WALLY'S CHILLIN' BERRY	United States	5,275,405
WALLY'S BLASTER BERRY	United States	5,275,391
QT & DESIGN	United States	5,604,179
QT CONNECT	United States	5,458,129
QT. MORE THAN A GAS STATION.	United States	5,849,711