

10-12-2001

Form PTO-1594
(Rev. 03/01)
OMB No. 0651-0027 (exp. 5/31/2002)
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T U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

101872426

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

10-12-01

1. Name of conveying party(ies):

Meenan Oil Co., L.P.

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: _____

2. Name and address of receiving party(ies)

Name: HSBC Bank USA, as Trustee

Internal Address: _____
Address: _____

Street Address: 452 Fifth Avenue

City: New York State: NY Zip: 10018

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State
- Other Banking Corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1572413
1720717
2100159

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Bradley S. White, Esq.

Internal Address: Orrick, Herrington & Sutcliffe, LLP

Street Address: 777 South Figueroa Street

Suite 3200

City: Los Angeles State: CA Zip: 90017

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$90.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Duane Beasley
Name of Person Signing

Signature

10/5/01
Date

Total number of pages including cover sheet, attachments, and document:

10/12/2001 DBYRNE 00000194 1572413

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

01 FC:481
02 FC:482

40.00 OP
50.00 OP

TRADEMARK
REEL: 002381 FRAME: 0801

GRANT OF SECURITY INTEREST IN TRADEMARKS

THIS GRANT OF SECURITY INTEREST IN TRADEMARKS, dated as of July 30, 2001 is executed by MEENAN OIL CO., INC., and MEENAN OIL CO., L.P., (together with Meenan Oil Co., Inc., the "Owners"), in favor of HSBC BANK USA (formerly Marine Midland Bank), as trustee under the Trust Agreement (the "Trustee"). Capitalized terms used herein and not otherwise defined shall have the meanings given to such terms in the Supplemental Agreement (as defined below).

WHEREAS, pursuant to that certain Supplemental Agreement (the "Supplemental Agreement"), dated as of August 13, 2001, among Owners, the Trustee and certain other parties signatory thereto, the Owners have agreed to join that certain Pledge and Security Agreement (the "Security Agreement"), dated as of March 25, 1999, among the Grantors named therein and the Trustee.

WHEREAS, pursuant to the Supplemental Agreement and the Security Agreement the Owners have granted to the Trustee, for the ratable benefit of the Secured Parties, a security interest in all of the Owners' right, title and interest and to the Owners' trademarks; and

WHEREAS, the Owners have adopted, used and are using the trademarks more particularly described on Schedule A attached hereto, which trademarks are registered with United States Patent and Trademark Office (the "Trademarks"), and the Owners desire to grant to the Trustee a security interest in, together with the goodwill of the business symbolized by, the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the Secured Obligations.

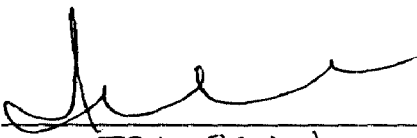
NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Owners do hereby further grant to the Trustee a security interest in, together with the goodwill of the business symbolized by, the Trademarks and the customer lists and records related to the Trademarks and the applications and registrations thereof, and all proceeds thereof, including any and all causes of action which may exist by reason of infringement thereof, to secure the payment, performance and observance of the Secured Obligations.

Owners do hereby further acknowledge and affirm that the rights and remedies of the Trustee with respect to the security interest in the Trademarks granted hereby are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

[SIGNATURES BEGIN ON FOLLOWING PAGE]


IN WITNESS WHEREOF, the Owners have caused this Grant of Security Interest in Trademarks to be executed as of the date first above written.

MEENAN OIL CO., INC.

By: 
Name: IRIK SEVIN
Title: CHAIRMAN AND CEO

MEENAN OIL CO., L.P.

By: Meenan Oil Co, Inc., its General Partner

By: 
Name: IRIK SEVIN
Title: CHAIRMAN AND CEO

ALL-PURPOSE ACKNOWLEDGMENT

STATE OF NEW YORK)
) ss.
COUNTY OF ROCKLAND)

On OCT. 3, 2001, before me, ~~IRIK SEVIN~~ SUSAN H. KOCHMEISTER
(Name and Title of Officer)

personally appeared IRIK SEVIN

- personally known to me
- or-
- proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Susan H. Kochmeister
Signature Of Notary

SUSAN H. KOCHMEISTER
NOTARY PUBLIC STATE OF NEW YORK
NO. 4743733
QUALIFIED IN ROCKLAND COUNTY
COMM. EXPIRES MARCH 30, 2003

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

- Individual
- Corporate Officer
CHAIRMAN AND CEO
Title(s)
- Partner(s) Limited
 General
- Attorney-in-Fact
- Trustee(s)
- Guardian/Conservator
- Other: _____

DESCRIPTION OF ATTACHED DOCUMENT

GRANT OF SECURITY INTEREST IN
Title Or Type Of Document TRADEMARKS

FOUR INCLUDING THIS PAGE
Number Of Pages

DATED AS JULY 30, 2001
Date Of Document

Signer is representing:
Name Of Person(s) Or Entity(ies)

MEENAN OIL CO., INC.

Signer(s) Other Than Named Above

SCHEDULE A

TRADEMARKS

	REGISTRANT	REG. NO.	REG. DATE	MARK
1.	Meenan Oil Co., L.P.	2100059	09-23-97	MEENAN SECURITY SERVICES
2.	Meenan Oil Co., Inc. ¹	1572413	12-19-89	MEENAN WARMTH IS WHAT WE'RE ALL ABOUT
3.	Meenan Oil Co., Inc. ²	1720717	09-29-92	WARMTH IS WHAT WE'RE ALL ABOUT

¹ Meenan Oil Co., L.P. is the last listed owner.

² Meenan Oil Co., L.P. is the last listed owner.

DOCSLA1:395514.2