

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
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NATURE OF CONVEYANCE:	SECURITY INTEREST
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CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Pitt Penn Oil Co., LLC		11/12/2004	Limited Liability Company: OHIO

RECEIVING PARTY DATA	
Name:	PNC Bank, National Association
Street Address:	249 Fifth Avenue
Internal Address:	6th Floor, One PNC Plaza
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15222
Entity Type:	National Banking Association: UNITED STATES

PROPERTY NUMBERS Total: 11

Property Type	Number	Word Mark
Registration Number:	2077699	ALL-AMERICAN
Registration Number:	2079414	ALL-AMERICAN
Registration Number:	2079425	ALL-AMERICAN
Registration Number:	2079427	ALL-AMERICAN
Registration Number:	2099965	GEARHEAD
Registration Number:	2377840	GEARHEAD
Registration Number:	2074531	GEARHEAD
Registration Number:	2345534	GEARHEAD
Registration Number:	2175648	PITT PENN
Registration Number:	2249395	PITT PENN
Registration Number:	2173866	PITT PENN

CORRESPONDENCE DATA	
Fax Number:	(216)696-0740

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Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

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Correspondent Name: Monica S. Verma
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Address Line 2: 3200 National City Center
Address Line 4: Cleveland, OHIO 44114

NAME OF SUBMITTER:

Monica S. Verma

Total Attachments: 2

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**NOTICE OF GRANT OF SECURITY INTEREST
IN TRADEMARKS**

United States Patent and Trademark Office

Gentlemen:

Please be advised that pursuant to the Patent, Trademark and Copyright Collateral Assignment and Security Agreement dated as of November 12, 2004 (as the same may be amended, modified, extended or restated from time to time, the "Security Agreement") by and among PITT PENN OIL CO., LLC (the "Obligor") and PNC BANK, NATIONAL ASSOCIATION, as Agent (the "Agent") for the financial institutions referenced therein (the "Lenders"), the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Agent for the benefit of the Agent and the Lenders:

TRADEMARKS

Description of Trademark

Date of Trademark

Trademark No.

<u>Trademark</u>	<u>Registration Date of Trademark</u>	<u>Registration/ Application Date</u>
ALL-AMERICAN	7/8/1997	2,077,699
ALL-AMERICAN	7/15/1997	2,079,414
ALL-AMERICAN logo	7/15/1997	2,079,425
ALL-AMERICAN logo	7/15/1997	2,079,427
GEARHEAD	9/23/1997	2,099,965
GEARHEAD	8/15/2000	2,377,840
GEARHEAD logo	6/24/1997	2,074,531
GEARHEAD logo	4/25/2000	2,345,534
PITT PENN	7/21/1998	2,175,648
PITT PENN and Design	6/1/1999	2,249,395
PITT PENN and Design	7/14/1998	2,173,866

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Kenneth G. Spinelli

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The Obligor and the Agent, on behalf of the Lenders, hereby acknowledge and agree that the security interest in the foregoing trademarks and trademark applications (i) may only be terminated in accordance with the terms of the Security Agreement and (ii) is not to be construed as an assignment of any patent or patent application.

Very truly yours,

PITT PENN OIL CO., LLC

By: [Signature]
Name: Kenneth G. Spinelli
Title: President

Acknowledged and Accepted:

PNC BANK, NATIONAL ASSOCIATION,
as Agent

By: [Signature]
Name: John T. Quinn
Title: Vice President

SOLICITORS, 38268, 00032, 100713602.1, Notice of grant of trademark security interest