

TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

Notice of Change of Agent

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Griffith Energy, Inc.	Griffith Oil Co., Inc.	10/29/2004	CORPORATION: NEW YORK
Avrimac Corp.		10/29/2004	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	Manufacturers and Traders Trust Company
Street Address:	255 East Avenue
City:	Rochester
State/Country:	NEW YORK
Postal Code:	14604
Entity Type:	Agent:

PROPERTY NUMBERS Total: 5

Property Type	Number	Word Mark
Registration Number:	2552581	GO GRIFFITH ENERGY
Registration Number:	2139669	GRIFFITH GOLD
Registration Number:	1474598	BURNWELL
Registration Number:	1474502	BURNWELL
Registration Number:	1472796	BURNWELL

CORRESPONDENCE DATA

Fax Number: (585)232-2152

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

Phone: 585-231-1386

Email: hsmith@hselaw.com

Correspondent Name: Stephen B. Salai

Address Line 1: 1600 Bausch & Lomb Place

Address Line 4: Rochester, NEW YORK 14604

ATTORNEY DOCKET NUMBER:

82000.000671

900016458

TRADEMARK
REEL: 002986 FRAME: 0978

CH \$140.00 2552581

NAME OF SUBMITTER:

Stephen B. Salai

Total Attachments: 2

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NOTICE OF CHANGE OF AGENT

THIS NOTICE OF CHANGE OF AGENT (the "Notice") is given this 29th day of October, 2004 by **Griffith Energy, Inc.** a New York corporation formerly known as Griffith Oil Co., Inc. ("Griffith"), **Avrimac Corp.**, a New York corporation ("Avrimac" and together with Griffith "Borrowers"), and **Manufacturers and Traders Trust Company**, as Agent under a certain Credit Agreement (defined below) ("Agent").

WITNESSETH

WHEREAS, Borrowers, and Agent are parties to a certain Credit Agreement dated as of October 24, 2003 (the "Original Credit Agreement") which agreement was amended and restated as of October 29, 2004 (the "Amended and Restated Credit Agreement") (the Original Credit Agreement as amended and restated by the Amended and Restated Credit Agreement, and as the same may be subsequently amended or modified from time to time, shall be referred to herein as the "Credit Agreement") providing for extensions of credit to be made to Borrowers by certain lending institutions from time to time party to the Credit Agreement (the "Lenders");

WHEREAS, as a condition precedent to the Lenders making loans to Borrowers under the Original Credit Agreement, Borrowers entered a security agreement (the "Security Agreement") granting Agent a security interest in substantially all of the assets of each Borrower including all right, title and interest of such Borrower in, to and under all then owned and thereafter acquired Trademarks (as defined in the Security Agreement), together with the goodwill of the business symbolized by Borrowers' Trademarks, and all products and proceeds thereof, to secure the payment of all amounts owed by each Borrower under the Credit Agreement;

WHEREAS, pursuant to the terms of a certain Trademark Security Agreement dated as of October 24, 2003 (the "Trademark Security Agreement") Borrowers reaffirmed their respective prior grants under the Security Agreement and granted Agent, a continuing security interest in the Trademarks then owned, as listed on Schedule A attached hereto, or thereafter acquired, along with the products and proceeds therefrom derived, of Borrowers;

WHEREAS, Merrill Lynch Capital has resigned from its position as Agent to the Lenders under the Credit Agreement, and Agent has been appointed as the new Agent to the Lenders under the Credit Agreement

NOW THEREFORE, in consideration of the foregoing, notice is hereby given that as of October 29 2004, Agent has been appointed Agent to the Lenders.

IN WITNESS WHEREOF, the parties hereto have executed this Notice as of the date first written above.

Griffith Energy, Inc.

By: 

Its: V.P. CFO & TREASURER

Avrimac Corp.

By: 

Its: V.P. CFO & TREASURER

Manufacturers and Traders Trust Company

By: 

Its: V.P. President

SCHEDULE A**TRADEMARK REGISTRATIONS**

TRADEMARK DESCRIPTION	U.S. REGISTRATION NUMBER	DATE REGISTERED
"GO Griffith Energy" – Design plus words, letters and/or numbers	2552581	March 26, 2002
"Griffith Gold" – Typed drawing.	2139669	February 24, 1998
"Burnwell" – Typed drawing. Service Mark.	1474598	January 26, 1988
"Burnwell" – Typed drawing. Service Mark	1474502	January 26, 1988
"Burnwell" – Typed drawing. Service Mark	1472796	January 19, 1988