

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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| SUBMISSION TYPE: | NEW ASSIGNMENT |
| NATURE OF CONVEYANCE: | Termination and Release of Security Interest in Trademark Rights |

CONVEYING PARTY DATA

| Name | Formerly | Execution Date | Entity Type |
|---|----------|----------------|----------------------|
| Wachovia Bank, National Association, as Trustee | | 12/17/2004 | Banking association: |

RECEIVING PARTY DATA

| | |
|------------------------|------------------------------------|
| Name: | Petroleum Heat and Power Co., Inc. |
| Street Address: | 2187 Atlantic Street |
| City: | Stamford |
| State/Country: | CONNECTICUT |
| Postal Code: | 06902 |
| Entity Type: | CORPORATION: MINNESOTA |

PROPERTY NUMBERS Total: 16

| Property Type | Number | Word Mark |
|----------------------|---------|--|
| Registration Number: | 2171734 | PETRO |
| Registration Number: | 2423595 | |
| Registration Number: | 0538181 | PETRO |
| Registration Number: | 2048995 | COME HOME TO COMFORT |
| Registration Number: | 2473540 | ADVANTAGE |
| Registration Number: | 2564171 | PRESTIGE |
| Registration Number: | 2538481 | OIL DIRECT GET THAT WARM FEELING FOR LESS. |
| Registration Number: | 2503081 | COOLGUARD |
| Registration Number: | 2391472 | JUST WHAT YOU NEED |
| Registration Number: | 2391466 | JUST WHAT YOU NEED |
| Registration Number: | 2391470 | BASIC |
| Registration Number: | 2391467 | BASIC |
| Registration Number: | 2363100 | OIL \$\$\$\$ DIRECT |
| Registration Number: | 2300478 | PETRO 2000 |

OP \$415.00 2171734

| | | |
|----------------------|---------|-----------|
| Registration Number: | 2449407 | C A R E |
| Registration Number: | 2151480 | HEAT-TRAC |

CORRESPONDENCE DATA

Fax Number: (212)455-2502
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: (212) 455-2254
Email: LLevy@stblaw.com
Correspondent Name: Robyn Rahbar, Esq.
Address Line 1: Simpson Thacher & Bartlett LLP
Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

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| NAME OF SUBMITTER: | Robyn Rahbar |
| Signature: | /rr/ |
| Date: | 01/12/2005 |

Total Attachments: 5
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of December 17, 2004, from Wachovia Bank, National Association, a North Carolina banking association, as Trustee (the "Trustee") for certain banks and other financial institutions (the "Lenders"), to Petroleum Heat and Power Co., Inc., a Minnesota corporation with its principal place of business located at 2187 Atlantic Street, Stamford, Connecticut 06902.

WITNESSETH:

WHEREAS, pursuant to the Pledge and Security Agreement, dated as of March 25, 1999, [(as amended, supplemented or otherwise modified from time to time)] made by the Grantors (as defined therein) in favor of the Trustee (the "Collateral Agreement"), a security interest (the "Security Interest") was granted by the Grantors to the Trustee in certain collateral, including the Trademark Collateral (as hereinafter defined);

WHEREAS, pursuant to that certain Trademark Security Agreement dated as of December 22, 2003, among the Trustee and Petroleum Heat and Power Co., Inc. (the "Security Agreement"), Petroleum Heat and Power Co., Inc., by reference to the Collateral Agreement, reaffirmed its intent to grant a Security Interest to the Trustee specifically in certain Trademark Collateral;

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on January 14, 2004, at Reel 2898 and Frame 0448; and

WHEREAS, the Trustee now desires to terminate and release the entirety of its Security Interest in the Trademark Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Trademark Collateral pursuant to the Collateral Agreement, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Trustee hereby states as follows:


1. Definitions. The term "Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Trademarks (including, without limitation, those items listed on Schedule A hereto). The term "Trademarks" shall have the meaning provided by reference in the Collateral Agreement and the Security Agreement.

2. Release of Security Interest. The Trustee hereby terminates, releases and discharges its Security Interest in the Trademark Collateral, and any right, title or interest of the Trustee in such Trademark Collateral shall hereby cease and become void.

3. Further Assurances. The Trustee hereby agrees to duly execute, acknowledge, procure and deliver any further documents and to do such other acts as may be reasonably necessary to effect the release of the Security Interest contemplated hereby.

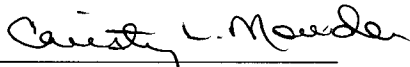
IN WITNESS WHEREOF, the undersigned has executed this Termination and Release by its duly authorized officer as of the date first above written.

WACHOVIA BANK, NATIONAL
ASSOCIATION

By: 
Name: Frederick W. Price
Title: Managing Director

STATE OF NORTH CAROLINA)
)
COUNTY OF MECKLENBURG) ss.:

On this 17 day of December, 2004, before me personally appeared Frederick W. Price to me known who, being by me duly sworn, did depose and say that he/she is Managing Director of Wachovia Bank, National Association, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by Wachovia Bank, National Association.



Notary Public

(Affix Seal Below)

SCHEDULE A

U.S. Trademark Registrations and Applications

| <u>Trademark</u> | <u>Registration or Serial Number</u> |
|---|--------------------------------------|
| Stylized word "PETRO" between a roof and a hand. | 2,171,734 |
| A roof and a hand. | 2,423,595 |
| Stylized word "PETRO" | 538,181 |
| "COME HOME TO COMFORT"* | 2,048,995 |
| "FUEL OIL"* | 937,913 |
| Stylized word "ADVANTAGE" in rectangular box. Color is a feature of the mark. The letters in the word "ADVANTAGE" are featured in white and the rectangular box around the word "ADVANTAGE" is featured in red. | 2,473,540 |
| "PRESTIGE" | 2,564,171 |
| "OIL DIRECT GET THAT WARM FEELING FOR LESS." | 2,538,481 |
| "COOLGUARD" | 2,503,081 |
| "JUST WHAT YOU NEED" | 2,391,472 |
| "JUST WHAT YOU NEED" | 2,391,466 |
| "BASIC" | 2,391,470 |
| "BASIC" | 2,391,467 |
| Stylized words "OIL \$\$\$\$ DIRECT" with the drawing lined for the colors red and green. | 2,363,100 |
| "PETRO 2000" | 2,300,478 |
| Stylized word "CARE" | 2,449,407 |
| Stylized word "HEAT-TRAC"* | 2,151,480 |

* Application or registration to be abandoned.