

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Termination and Release of Security Interest in Trademark Rights (previously recorded at reel 1889 frame 0046)

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
HSBC Bank USA, National Association	FORMERLY HSBC Bank USA	01/31/2005	National 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: 7

Property Type	Number	Word Mark
Registration Number:	2151480	HEAT-TRAC
Registration Number:	2171734	PETRO
Registration Number:	2300478	PETRO 2000
Registration Number:	2363100	OIL \$\$\$\$ DIRECT
Registration Number:	2423595	
Registration Number:	2449407	C A R E
Registration Number:	2538481	OIL DIRECT GET THAT WARM FEELING FOR LESS.

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: ksolomon@stblaw.com
 Correspondent Name: Robyn Rahbar, Esq
 Address Line 1: Simpson Thacher & Bartlett LLP

OP \$190.00 2151480

Address Line 2: 425 Lexington Avenue
Address Line 4: New York, NEW YORK 10017

NAME OF SUBMITTER: Robyn Rahbar

Signature: /rr/

Date: 02/14/2005

Total Attachments: 4
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**TERMINATION AND RELEASE OF SECURITY INTEREST
IN TRADEMARK RIGHTS**

TERMINATION AND RELEASE dated as of this 21st day of January, 2005, from HSBC Bank USA, National Association, a national banking association having offices at 452 Fifth Avenue, New York, New York 10018, as Trustee for certain other banks and financial institutions (the "Trustee"), to Petroleum Heat and Power Co., Inc., a Minnesota corporation with its principal place of business located at 2187 Atlantic Street, Stamford, Connecticut 06902 ("Petro").

WITNESSETH:

WHEREAS, pursuant to a certain Trademark Security Agreement dated April 19, 1999, made by Petro in favor of the Trustee (the "Security Agreement"), a security interest (the "Security Interest") was granted by Petro to the Trustee in certain Trademark Collateral (as defined in the Security Agreement);

WHEREAS, the Security Agreement was recorded in the Trademark Division of the United States Patent and Trademark Office on April 19, 1999, at Reel 1889 and Frame 0046; 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 Security 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:

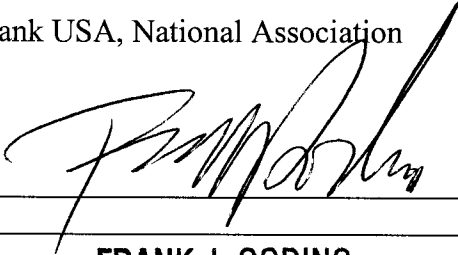
1. Definitions. The term " Trademark Collateral," as used herein, shall mean all of the Grantors' right, title and interest of every kind and nature as of the date hereof in the Collateral, including the Trademarks listed on Schedule A annexed hereto.

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 and all of its other rights title and interest in the Trademark Collateral 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.

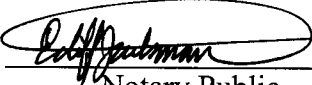
HSBC Bank USA, National Association

By: 
Name: _____
Title: **FRANK J. GODINO**
Vice President

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

ss.:

On this 31st day of January, 2005, before me personally appeared Frank J. Godino to me known who, being by me duly sworn, did depose and say that he/she is _Vice President of HSBC Bank USA, 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 HSBC Bank USA, National Association.



Notary Public
ECLIFF JACKMAN
No. 01JA6112150
Notary Public, State of New York
Qualified in New York County
My Commission Expires 6-28-08

(Affix Seal Below)

Schedule A

U.S. Trademark Registrations

Mark	Registration Number
HEAT-TRAC	2,151,480
PETRO AND DESIGN	2,171,734
PETRO 2000	2,300,478
OIL \$\$\$\$ DIRECT AND DESIGN	2,363,100
DESIGN ONLY	2,423,595
CARE AND DESIGN	2,449,407
OIL DIRECT GET THAT WARM FEELING FOR LESS	2,538,481

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