

RE 2/11/09

03-19-2009

RECC TF



103553002

To the Director of the U. S. Patent and Trademark Office

Documents or the new address(es) below.

1. Name of conveying party(ies):

General Petroleum Corporation

- Individual(s), General Partnership, Corporation- State: California, Other

Citizenship (see guidelines)

Additional names of conveying parties attached? Yes No

3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 30, 2009

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

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes No

Name: PNC Bank, National Association

Internal Address:

Street Address: 249 Fifth Avenue

City: Pittsburgh

State: Pennsylvania

Country: United States Zip: 15222

- Association, General Partnership, Limited Partnership, Corporation, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

76/662569

B. Trademark Registration No.(s)

3,472,766 2,016,858 1,763,489

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

76/662569 General Petroleum 3,472,766 GP 2,016,858 PATHWAY 1,763,489 POCO

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

Name: Melissa A. Kostorick, Paralegal

Internal Address:

Street Address: Thorp Reed & Armstrong, LLP One Oxford Centre, 301 Grant Street, 14th Floor

City: Pittsburgh

State: Pennsylvania Zip: 15219

Phone Number: 412-394-2392

Fax Number: 412-394-2555

Email Address: mkostorick@thorprreed.com

6. Total number of applications and registrations involved:

4

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$115.00

- Authorized to be charged to deposit account Enclosed

8. Payment Information:

Deposit Account Number

Authorized User Name

9. Signature:

Jenifer S. Tarasi

Signature

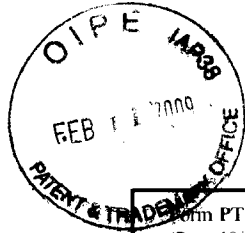
3-13-09 Date

Name of Person Signing

Total number of pages including cover sheet, attachments, and document: 5

1. Additional Names of Conveying Parties

Simons Petroleum, Inc., an Oklahoma corporation
Paulson Oil Company, an Indiana corporation



2/11/09

03-03-2009

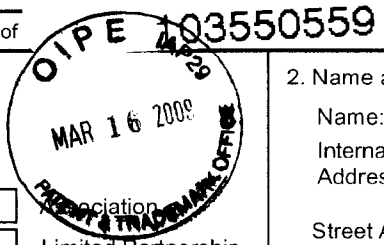
U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Form PTO-1594
(Rev. 10/02)
OMB No. 0651-0027 (exp. 6/30/2005)
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original documents or copy thereof.

To the Honorable Commissioner of



1. Name of conveying party(ies):

General Petroleum Corporation

- 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: 01/30/2009

2. Name and address of receiving party(ies)

Name: PNC Bank, National Association
 Internal Address: _____
 Address: _____
 Street Address: 249 Fifth Ave, One PNC Plaza
 City: Pittsburgh State: PA Zip: 15222

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

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) 76/662569

B. Trademark Registration No.(s) 3,472,766
 2,016,858 1,763,489

Additional number(s) attached Yes No

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

Name: Melissa A. Kistorick, Paralegal
 Internal Address: _____

Street Address: Thorp Reed & Armstrong, LLP
 One Oxford Centre, 301 Grant Street, 14th Fl.
 City: Pittsburgh State: PA Zip: 15219-1425

6. Total number of applications and registrations involved: 4

7. Total fee (37 CFR 3.41).....\$ 115.00
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____

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DO NOT USE THIS SPACE

9. Signature.

Jenifer S. Tarasi, Esquire
 Name of Person Signing

Jenifer S. Tarasi
 Signature

February 10, 2009
 Date

5

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

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

TRADEMARK
 REEL: 003956 FRAME: 0184

NOTICE OF SECURITY INTEREST IN
U.S. TRADEMARKS

WHEREAS, General Petroleum Corporation, a California corporation ("GPC"), Simons Petroleum, Inc., an Oklahoma corporation ("SPI-OK"), and Paulson Oil Company, an Indiana corporation ("Paulson") (GPC, SPI-OK and Paulson are each, a "Grantor" and collectively, the "Grantors"), have adopted, used and are using the United States trademarks listed on the annexed Schedule A, which trademarks are registered in or subject to trademark applications filed in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, pursuant to that certain First Amended and Restated Revolving Credit, Term Loan and Security Agreement, dated of even date herewith, by and among the Grantors, the other Borrowers (as defined in the Loan Agreement (as hereinafter defined)), the Guarantors (as defined in the Loan Agreement), PNC Bank, National Association ("PNC Bank"), and various other financial institutions from time to time party thereto (PNC Bank and such other financial institutions are each, a "Lender" and collectively, the "Lenders"), and PNC Bank, as agent for the Lenders (in such capacity, the "Agent") (as further amended, restated, modified or supplemented from time to time, the "Loan Agreement"), the Grantors are obligated to the Lenders and the Grantors have entered into that certain First Amended and Restated Grant of Security Interest in Trademark Rights, dated of even date herewith (the "Trademark Grant") in favor of the Agent (for its benefit and the benefit of the Lenders); and

WHEREAS, pursuant to the Trademark Grant, the Grantors have mortgaged, pledged, granted and conveyed to the Agent (for its benefit and for the benefit of the Lenders), a first-priority security interest in and to and Lien on all of such Grantor's right, title and interest in and to the Trademarks, together with the goodwill associated therewith, and all proceeds thereof, including, without limitation, any royalties, claims for infringement and proceeds of sale or other disposition thereof (the "Trademark Collateral") to secure the payment and performance of the Obligations (as defined in the Loan Agreement).

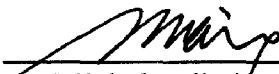
NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and intending to be legally bound hereby, each Grantor does hereby confirm its grant to the Agent (for its benefit and for the benefit of the Lenders) of a pledge of, security interest in, and Lien on, the Trademark Collateral to secure prompt payment and performance of the Obligations.

Each Grantor does hereby further acknowledge and affirm that the rights and remedies of the Agent (for its benefit and for the benefit of the Lenders) with respect to the pledge of, security interest in, and Lien on, the Trademark Collateral made and granted hereby are more fully set forth in the Trademark Grant, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth in this Notice of Security Interest.


The Agent's address is PNC Bank, National Association, Two Tower Center Boulevard, East Brunswick, New Jersey 08816.

IN WITNESS WHEREOF, the Grantors have caused this Notice of Security Interest to be duly executed on the 30th day of January, 2009.


General Petroleum Corporation, a California corporation

By: 
Name: Michel Salbaing
Title: Treasurer

Simons Petroleum, Inc., an Oklahoma corporation

By: 
Name: Michel Salbaing
Title: Treasurer

Paulson Oil Company, an Indiana corporation

By: 
Name: Michel Salbaing
Title: Treasurer

Schedule A

Trademark Registrations and Applications

Mark	Country	Reg./App. Number	Reg./App. Date	Status	Owner
General Petroleum	United States of America	76/662569	7/5/2006	application for service mark	General Petroleum Corporation
GP	United States of America	3,472,766	7/22/2008	service mark	General Petroleum Corporation
PATHWAY	United States of America	2,016,858	11/19/1996	service mark	Simons Petroleum, Inc.
POCO	United States of America	1,763,489	4/6/1993	service mark	Paulson Oil Company