

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Notice of Grant of Security Interest in Trademarks

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
Gulf Oil Limited Partnership		09/27/2005	LIMITED PARTNERSHIP: DELAWARE

**RECEIVING PARTY DATA**

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	100 Federal Street
Internal Address:	Mail Code: MA5-100-11-02
City:	Boston
State/Country:	MASSACHUSETTS
Postal Code:	02110
Entity Type:	national banking association: UNITED STATES

**PROPERTY NUMBERS Total: 31**

Property Type	Number	Word Mark
Registration Number:	650783	DIESELECT
Registration Number:	3433357	GULF
Registration Number:	610574	GULF
Registration Number:	621651	GULF
Registration Number:	624274	GULF
Registration Number:	624333	GULF
Registration Number:	623895	GULF
Registration Number:	610573	GULF
Registration Number:	0621650	GULF
Registration Number:	0632985	GULF
Registration Number:	0997161	GULF
Registration Number:	0995472	GULF
Registration Number:	3621100	GULF

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Registration Number:	0707989	GULF NO-RUST
Registration Number:	0938491	GULFCO
Registration Number:	1002489	GULFCREST
Registration Number:	0318435	GULFCREST
Registration Number:	0652958	GULFCROWN
Registration Number:	0641269	GULFCUT
Registration Number:	0621657	GULFLEX
Registration Number:	0621652	GULFPRIDE
Registration Number:	0663667	GULFWAY
Registration Number:	0625732	HARMONY
Registration Number:	1030495	HARMONY
Registration Number:	0766218	SAPPHIRE
Registration Number:	0698848	SUPER-QUENCH
Registration Number:	0774014	TRANSCREST
Serial Number:	77476536	GULF
Serial Number:	77477052	GULF
Serial Number:	77477075	GULF
Serial Number:	77476525	GULF

**CORRESPONDENCE DATA**

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Phone: 9192868041  
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Address Line 2: Suite 500  
Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:	017625-003136 EAR
NAME OF SUBMITTER:	Ellen A. Rubel
Signature:	/Ellen A. Rubel/
Date:	08/11/2010

Total Attachments: 4  
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**TRADEMARK**

NOTICE  
OF  
GRANT OF SECURITY INTEREST  
IN  
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Security and Pledge Agreement dated as of September 27, 2005 (as the same may be amended, modified, extended or restated from time to time, the "Agreement") by and among the Obligors party thereto (each an "Obligor" and collectively, the "Obligors") and Bank of America, N.A., as Administrative Agent (the "Administrative Agent") for the holders of the Secured Obligations referenced therein, the undersigned Obligor has granted a continuing security interest in and continuing lien upon, the trademarks and trademark applications shown below to the Administrative Agent for the ratable benefit of the holders of the Secured Obligations:

TRADEMARKS

<u>Trademark No.</u>	Description of Trademark <u>Item</u>	Date of <u>Trademark</u>
	See Schedule 1 attached hereto.	

TRADEMARK APPLICATIONS

<u>Trademark Applications No.</u>	Description of Trademark <u>Applied For</u>	Date of Trademark <u>Applications</u>
	See Schedule 1 attached hereto.	

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

GULF OIL LIMITED PARTNERSHIP,  
a Delaware limited partnership

By:   
Name: Ronald R. Sabia  
Title: President and Chief Operating Officer

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

The Obligors and the Administrative Agent, on behalf of the holders of the Secured Obligations, 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 Agreement and (ii) is not to be construed as an assignment of any trademark or trademark application.

Very truly yours,

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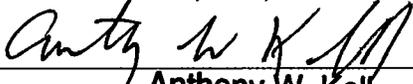
By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Acknowledged and Accepted:

BANK OF AMERICA, N.A., as Administrative Agent

By:   
Name: Anthony W. Kell  
Title: Assistant Vice President

Schedule 1

Gulf Oil Limited Partnership  
(Delaware Partnership)

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
DIESELECT	650783	8/27/57
GULF	3433357	5/20/08
GULF	610574	8/16/55
GULF	621651	2/21/56
GULF	624274	4/3/56
GULF	624333	4/3/56
GULF and Design	623895	3/27/56
GULF and Design	610573	8/16/55
GULF and Design	621650	2/21/56
GULF and Design	632985	8/21/56
GULF and Design	997161	10/29/74
GULF and Design	995472	10/8/74
GULF and Design	3621100	5/12/09
GULF NO-RUST	707989	12/6/60
GULFCO	938491	7/25/72
GULFCREST	1002489	1/28/75
GULFCREST	318435	10/23/34
GULFCROWN	652958	10/15/57
GULFCUT	641269	2/12/57
GULFFLEX	621657	2/21/56
GULFPRIDE	621652	2/21/56
GULFWAY	663667	7/1/58
HARMONY	625732	4/24/56
HARMONY	1030495	1/20/76
SAPPHIRE	766218	3/10/64
SUPER-QUENCH	698848	6/7/60
TRANSCREST	774014	7/28/64

Pending Applications

Description	Application No.	Filing Date
Gulf and Design	77476536	5/16/08
GULF and Design	77477052	5/16/08
GULF and Design	77477075	5/16/08
GULF and Design	77476525	5/16/08

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