

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
General Petroleum Corporation		08/27/2010	CORPORATION: CALIFORNIA
Simons Petroleum, Inc.		08/27/2010	CORPORATION: OKLAHOMA
Paulson Transport Company		08/27/2010	CORPORATION: INDIANA

**RECEIVING PARTY DATA**

Name:	PNC Bank, N.A.
Street Address:	Commercial Loan Service Center / DCC
Internal Address:	500 First Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15219
Entity Type:	National Association: PENNSYLVANIA

**PROPERTY NUMBERS Total: 6**

Property Type	Number	Word Mark
Registration Number:	3827488	PERFORMANCE 500
Registration Number:	3758731	PERFORMANCE 500
Registration Number:	3472766	GP
Registration Number:	2016858	PATHWAY
Registration Number:	1763489	POCO
Serial Number:	76662569	GENERAL PETROLEUM

**CORRESPONDENCE DATA**

Fax Number: (412)394-2555  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 412-394-7711  
 Email: TRAIP@THORPREED.COM  
 Correspondent Name: THORP REED & ARMSTRONG, LLP

**CH \$165.00 3827488**

Address Line 1: ONE OXFORD CENTRE  
Address Line 2: 301 GRANT STREET, 14TH FLOOR  
Address Line 4: PITTSBURGH, PENNSYLVANIA 15219

ATTORNEY DOCKET NUMBER:	016613.102922
NAME OF SUBMITTER:	Paul D. Bangor
Signature:	/Paul D. Bangor/
Date:	10/13/2010

**Total Attachments: 3**

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## NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

This Notice of Security Interest in U.S. Trademarks (this "Notice of Security Interest"), dated August 27, 2010, is made by General Petroleum Corporation, a California corporation ("General Petroleum"), Simons Petroleum, Inc., an Oklahoma corporation ("Simons-Oklahoma"), and Paulson Transport Company (f/k/a Paulson Oil Company), an Indiana corporation ("Paulson Transport") (General Petroleum, Simons-Oklahoma and Paulson Transport are each, a "Grantor" and collectively, the "Grantors"), in favor of PNC Bank, National Association, as agent for the Lenders (as defined below) (in such capacity, the "Agent");

WHEREAS, 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 Second Amended and Restated Revolving Credit 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"), and various other financial institutions from time to time party thereto (PNC and such other financial institutions are each, a "Lender" and collectively, the "Lenders"), and PNC, as agent for the Lenders (in such capacity, the "Agent") (as the same may be 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 Second 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, and intending to be legally bound, the Grantors have caused this Notice of Security Interest to be duly executed and delivered on the date first above written.

**GRANTORS:**


General Petroleum Corporation,  
a California corporation

By:   
Name: Belinda Foxworth  
Title: Secretary

Simons Petroleum, Inc.,  
an Oklahoma corporation

By:   
Name: Belinda Foxworth  
Title: Secretary

Paulson Transport Company,  
(f/k/a Paulson Oil Company)  
an Indiana corporation

By:   
Name: Belinda Foxworth  
Title: Secretary

**SCHEDULE A**

**Trademark Registrations and Applications**

<b>Mark</b>	<b>Country</b>	<b>Reg./App. Number</b>	<b>Reg./App. Date</b>	<b>Status</b>	<b>Owner</b>
PERFORMANCE 500	United States of America	3,827,488	08/03/2010	service mark	General Petroleum Corporation
PERFORMANCE 500	United States of America	3,758,731	03/09/2010	service mark	General Petroleum Corporation
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