

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	GRANT OF A SECURITY INTEREST - TRADEMARKS		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Lion Oil Company		04/29/2011
			Entity Type
			CORPORATION: ARKANSAS
RECEIVING PARTY DATA			
Name:	Bank Leumi USA		
Street Address:	564 Fifth Avenue		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10036		
Entity Type:	Bank: NEW YORK		
PROPERTY NUMBERS Total: 1			
	Property Type	Number	Word Mark
	Registration Number:	2945565	LION
CORRESPONDENCE DATA			
Fax Number:	(212)593-5955		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
Phone:	212-756-2552		
Email:	marisa.davidson@srz.com		
Correspondent Name:	M. Davidson c/o Schulte Roth & Zabel LLP		
Address Line 1:	919 Third Avenue		
Address Line 2:	22nd Floor		
Address Line 4:	New York, NEW YORK 10022		
ATTORNEY DOCKET NUMBER:	042361-0005		
NAME OF SUBMITTER:	Marisa Davidson (042361-0005)		
Signature:	/kc for md/		
Date:	05/02/2011		
Total Attachments: 3 source=Trademark Security Agreement for Lion Oil Company#page1.tif source=Trademark Security Agreement for Lion Oil Company#page2.tif source=Trademark Security Agreement for Lion Oil Company#page3.tif			

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GRANT OF A SECURITY INTEREST --TRADEMARKS

WHEREAS, LION OIL COMPANY (the "Grantor") has adopted, used and is using, and holds all right, title and interest in and to, the trademarks and service marks listed on the attached Schedule A, which trademarks and service marks are registered or applied for in the United States Patent and Trademark Office (the "Trademarks");

WHEREAS, the Grantor has entered into a Pledge and Security Agreement, dated April 29, 2011 (as amended, restated, supplemented, modified or otherwise changed from time to time, the "Security Agreement"), in favor of Bank Leumi USA, as the Collateral Agent for itself and certain lenders (in such capacity, together with its successors and assigns, if any, the "Grantee"); and

WHEREAS, pursuant to the Security Agreement, the Grantor has granted to the Grantee, and granted to the Grantee for the benefit of the Secured Parties (as defined in the Security Agreement), a continuing security interest in all right, title and interest of the Grantor in, to and under the Trademarks, together with, among other things, the goodwill of the business symbolized by the Trademarks and the applications and registrations thereof, and all proceeds thereof, including, without limitation, any and all causes of action which may exist by reason of infringement thereof and any and all damages arising from past, present and future violations thereof (the "Collateral"), to secure the payment, performance and observance of the Secured Obligations (as defined in the Security Agreement).

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantor does hereby grant to the Grantee and grant to the Grantee for the benefit of the Secured Parties, a continuing security interest in the Collateral to secure the prompt payment, performance and observance of the Secured Obligations.

The Grantor does hereby further acknowledge and affirm that the rights and remedies of the Grantee with respect to the Collateral are more fully set forth in the Security Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein.

IN WITNESS WHEREOF, the Grantor has caused this Assignment to be duly executed by its officer thereunto duly authorized as of April 29, 2011.

LION OIL COMPANY

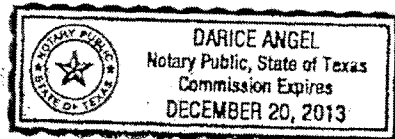
By: Wallace Moody
Name: Wallace Moody
Title: Authorized Signatory

STATE OF TEXAS

ss.:

COUNTY OF HARRIS

On this 29th day of April, 2011, before me personally came Wallace Moody, to me known to be the person who executed the foregoing instrument, and who, being duly sworn by me, did depose and say that s/he is the Authorized Signatory of Lion Oil Company, a _____, and that s/he executed the foregoing instrument in the firm name of _____, and that s/he had authority to sign the same, and s/he acknowledged to me that he executed the same as the act and deed of said firm for the uses and purposes therein mentioned.



Darice Angel
[NOTARY SEAL]

TRADEMARK SECURITY AGREEMENT

TRADEMARK
REEL: 004532 FRAME: 0030

SCHEDULE A TO GRANT OF A SECURITY INTEREST

Trademark Registrations and Applications

<u>Company</u>	<u>Country</u>	<u>Trademark</u>	<u>Application or Registration No.</u>	<u>Filing Date</u>	<u>Registration Date</u>	<u>Assignees</u>
Lion Oil Company	USA	LION & DESIGN	No. 2,945,565	August 7, 2003	May 3, 2005	None