

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		04/30/2012	LIMITED PARTNERSHIP: DELAWARE

RECEIVING PARTY DATA

Name:	Bank of America, N.A., as Administrative Agent
Street Address:	901 Main Street
Internal Address:	Mail Code TX1-492-14-11
City:	Dallas
State/Country:	TEXAS
Postal Code:	75202-3714
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	3914253	WAVE EXPRESS
Registration Number:	3913488	GULF ADVANTAGE
Registration Number:	3390313	LIFE ... ONE MILE AT A TIME
Registration Number:	3621100	GULF
Registration Number:	3433357	GULF
Registration Number:	3801200	LIFE ... ONE MILE AT A TIME
Registration Number:	3801199	LIFE ... ONE MILE AT A TIME
Registration Number:	3835888	WAVE EXPRESS
Registration Number:	3828948	GFORCE PREMIUM OILHEAT
Registration Number:	3828947	GFORCE PREMIUM OILHEAT
Registration Number:	3938293	GIE GREAT ISLAND ENERGY
Registration Number:	3944694	GREAT ISLAND ENERGY
Registration Number:	3723197	WAVE

OP \$1240.00 3914253

Registration Number:	3867956	WAVE
Registration Number:	3828839	
Registration Number:	3772411	
Registration Number:	3828838	WAVE
Registration Number:	3690218	WAVE
Registration Number:	3854252	GULF
Registration Number:	3854251	GULF
Registration Number:	3920152	GULF
Registration Number:	3920151	GULF
Registration Number:	1030495	HARMONY
Registration Number:	1002489	GULFCREST
Registration Number:	0995472	GULF
Registration Number:	0997161	GULF
Registration Number:	0938491	GULFCO
Registration Number:	0774014	TRANSCREST
Registration Number:	0766218	SAPPHIRE
Registration Number:	0707989	GULF NO-RUST
Registration Number:	0698848	SUPER-QUENCH
Registration Number:	0663667	GULFWAY
Registration Number:	0652958	GULFCROWN
Registration Number:	0650783	DIESELECT
Registration Number:	0641269	GULFCUT
Registration Number:	0625732	HARMONY
Registration Number:	0621657	GULFLEX
Registration Number:	0621652	GULFPRIDE
Registration Number:	0624274	GULF
Registration Number:	0624333	GULF
Registration Number:	0621651	GULF
Registration Number:	0632985	GULF
Registration Number:	0623895	GULF
Registration Number:	0621650	GULF
Registration Number:	0610574	GULF
Registration Number:	0610573	GULF
Registration Number:	0318435	GULFCREST
Serial Number:	85549536	GULF ELECTRICITY

85354198

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CORRESPONDENCE DATA

Fax Number: 9194168328

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Phone: 9192868041

Email: pto_tmconfirmation@mvalaw.com

Correspondent Name: Moore & Van Allen PLLC

Address Line 1: 430 Davis Drive

Address Line 2: Suite 500

Address Line 4: Morrisville, NORTH CAROLINA 27560

ATTORNEY DOCKET NUMBER:

017625-4756 JES

NAME OF SUBMITTER:

John E. Slaughter

Signature:

/John E. Slaughter/

Date:

05/01/2012

Total Attachments: 5

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NOTICE
OF
GRANT OF SECURITY INTEREST
IN
TRADEMARKS

United States Patent and Trademark Office

Ladies and Gentlemen:

Please be advised that pursuant to the Amended and Restated Security and Pledge Agreement dated as of April 30, 2012 (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>
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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>
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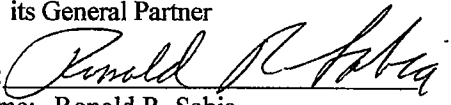
See Schedule 1 attached hereto.

The undersigned Obligor 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: Gulf Acquisition LLC,
its General Partner

By: 

Name: Ronald R. Sabia
Title: President, COO and Manager

Acknowledged and Accepted:

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

By: _____
Name: _____
Title: _____

The undersigned Obligor 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,

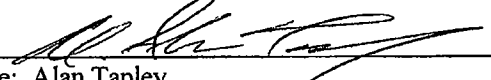
GULF OIL LIMITED PARTNERSHIP,
a Delaware limited partnership

By: Gulf Acquisition LLC,
its General Partner

By: _____
Name: _____
Title: _____

Acknowledged and Accepted:

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

By: 
Name: Alan Tapley
Title: Assistant Vice President

Schedule 1

**Gulf Oil Limited Partnership
(Delaware Corporation)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
WAVE EXPRESS	3914253	02/01/11
GULF ADVANTAGE and Design	3913488	02/01/11
LIFE...ONE MILE AT A TIME	3390313	02/26/08
GULF and Design	3621100	05/12/09
GULF	3433357	05/20/08
LIFE...ONE MILE AT A TIME	3801200	06/08/10
LIFE...ONE MILE AT A TIME	3801199	06/08/10
WAVE EXPRESS and Design	3835888	08/17/10
GFORCE PREMIUM OILHEAT	3828948	08/03/10
GFORCE PREMIUM OILHEAT and Design	3828947	08/03/10
GIE GREAT ISLAND ENERGY and Design	3938293	03/29/11
GREAT ISLAND ENERGY	3944694	04/12/11
WAVE	3723197	12/08/09
WAVE	3867956	10/26/10
Design only	3828839	08/03/10
Design only	3772411	04/06/10
WAVE and Design	3828838	08/03/10
WAVE and Design	3690218	09/29/09
GULF and Design	3854252	09/28/10
GULF and Design	3854251	09/28/10
GULF and Design	3920152	02/15/11
GULF and Design	3920151	02/15/11
HARMONY	1030495	01/20/76
GULFCREST	1002489	01/28/75
GULF and Design	0995472	10/08/74
GULF and Design	0997161	10/29/74
GULFCO	0938491	07/25/72
TRANSCREST	0774014	07/28/64
SAPHIRE	0766218	03/10/64
GULF NO-RUST	0707989	12/06/60
SUPER-QUENCH	0698848	06/07/60
GULFWAY	0663667	07/01/58
GULFCROWN	0652958	10/15/57
DIESELECT	0650783	08/27/57
GULFCUT	0641269	02/12/57
HARMONY	0625732	04/24/56
GULFLEX	0621657	02/21/56
GULFPRIDE	0621652	02/21/56
GULF	0624274	04/03/56
GULF	0624333	04/03/56
GULF	0621651	02/21/56
GULF and Design	0632985	08/21/56

Mark	Registration No.	Registration Date
GULF and Design	0623895	03/27/56
GULF	0621650	02/21/56
GULF	0610574	08/16/55
GULF and Design	0610573	08/16/55
GULFCREST	0318435	10/23/34

Pending Applications

Mark	Application No.	Filing Date
GULF ELECTRICITY and Design	85549536	02/22/12
GET SPOTTED & GIVE HOPE	85354198	06/23/11

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