

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
General Petroleum Corporation		08/31/2012	CORPORATION: CALIFORNIA
Simons Petroleum, LLC		08/31/2012	LIMITED LIABILITY COMPANY: OKLAHOMA
Paulson Transport Company		08/31/2012	CORPORATION: INDIANA
Maxum Petroleum Operating Company		08/31/2012	CORPORATION: DELAWARE
Western Petroleum LLC		08/31/2012	LIMITED LIABILITY COMPANY: UTAH

RECEIVING PARTY DATA

Name:	PNC Bank, National Association, as Agent
Street Address:	500 First Avenue
City:	Pittsburgh
State/Country:	PENNSYLVANIA
Postal Code:	15219
Entity Type:	National Association: UNITED STATES

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	3827488	PERFORMANCE 500
Registration Number:	3758731	PERFORMANCE 500
Registration Number:	3547223	GENERAL PETROLEUM
Registration Number:	3472766	GP
Registration Number:	2016858	PATHWAY
Registration Number:	1763489	POCO
Registration Number:	3787392	MAXUM
Registration Number:	3809310	FPS
Registration Number:	3820365	FPS FUEL PERFORMANCE SOLUTIONS

OP \$265.00 3827488

Registration Number:

3309173

WESTLUBE

CORRESPONDENCE DATA

Fax Number:

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

Phone: 212-701-3345

Email: david.adams@thomsonreuters.com

Correspondent Name: James P. Murphy, Legal Assistant

Address Line 1: 80 Pine Street

Address Line 2: Cahill Gordon & Reindel LLP

Address Line 4: New York, NEW YORK 10005

NAME OF SUBMITTER:

James P. Murphy

Signature:

/david adams TR/

Date:

08/31/2012

Total Attachments: 6

source=8 Notice of Security Interests in Trademarks#page1.tif

source=8 Notice of Security Interests in Trademarks#page2.tif

source=8 Notice of Security Interests in Trademarks#page3.tif

source=8 Notice of Security Interests in Trademarks#page4.tif

source=8 Notice of Security Interests in Trademarks#page5.tif

source=8 Notice of Security Interests in Trademarks#page6.tif

NOTICE OF SECURITY INTEREST IN U.S. TRADEMARKS

This Notice of Security Interest in U.S. Trademarks (this “Notice of Security Interest”), dated August 31, 2012, is made by General Petroleum Corporation, a California corporation (“General Petroleum”), Simons Petroleum, LLC (f/k/a Simons Petroleum, Inc.), an Oklahoma limited liability company (“Simons-Oklahoma”), Paulson Transport Company (f/k/a Paulson Oil Company), an Indiana corporation (“Paulson Transport”), Maxum Petroleum Operating Company, a Delaware corporation (“MPOC”), Western Petroleum LLC, an Utah limited liability company (“Western”) (General Petroleum, Simons-Oklahoma, Paulson Transport, MPOC and Western 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 Fourth 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 Fourth 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
MAXUM PETROLEUM OPERATING COMPANY
PAULSON TRANSPORT COMPANY
(f/k/a Paulson Oil Company)

By: *Malcolm Miller*
Name: Malcolm Miller
Title: Treasurer

SIMONS PETROLEUM, LLC
(f/k/a Simons Petroleum, Inc.)

By: *Malcolm Miller*
Name: Malcolm Miller
Title: Treasurer

WESTERN PETROLEUM LLC

By: _____
Name:
Title:

[Signature Page to Notice of Security Interest in U.S. Trademarks]

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
MAXUM PETROLEUM OPERATING COMPANY
PAULSON TRANSPORT COMPANY
(f/k/a Paulson Oil Company)

By: _____
Name: Malcom Miller
Title: Treasurer

SIMONS PETROLEUM, LLC
(f/k/a Simons Petroleum, Inc.)

By: _____
Name: Malcom Miller
Title: Treasurer



WESTERN PETROLEUM LLC

By:  _____
Name: Mitchell D. Steenrod
Title: Authorized Representative

[Signature Page to Notice of Security Interest in U.S. Trademarks]

SCHEDULE A

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Country	Reg./App. Number	Reg./App. Date	Status	Owner
PERFORMANCE 500 PERFORMANCE 500	United States of America	3827488	08/03/2010	Service mark	General Petroleum Corporation
PERFORMANCE 500 PERFORMANCE 500	United States of America	3758731	03/09/2010	Service mark	General Petroleum Corporation
GENERAL PETROLEUM GENERAL PETROLEUM	United States of America	3547223	12/16/2008	Service mark	General Petroleum Corporation
GP GP	United States of America	3472766	7/22/2008	Service mark	General Petroleum Corporation
PATHWAY	United States of America	2016858	11/19/1996	Service mark	Simons Petroleum, LLC
POCO	United States of America	1763489	4/6/1993	Service mark	Paulson Transport Company
MAXUM 	United States of America	3787392	5/11/2010	Registered	Maxum Petroleum Operating Compa- ny
FPS FPS	United States of America	3809310	6/29/2010	Registered	Paulson Transport Company
FPS FUEL PERFORMANCE SOLUTIONS 	United States of America	3820365	7/20/2010	Registered	Paulson Transport Company
WESTLUBE	United States of America	3309173	10/9/2007	Registered	Western Petrole- um, LLC