

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
Westway Terminal Company LLC		02/27/2013	CORPORATION: DELAWARE
RECEIVING PARTY DATA			
Name:	Royal Bank of Canada, as Administrative Agent		
Street Address:	20 King Street West, 4th Floor		
City:	Toronto, Ontario		
State/Country:	CANADA		
Postal Code:	M5H1C4		
Entity Type:	CORPORATION: CANADA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3211121	WESTWAY TERMINALS	
Registration Number:	3211119	WT WESTWAY T E R M I N A L S	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Email:	daniel.cote@thomsonreuters.com		
Correspondent Name:	Robin Riley		
Address Line 1:	75 East 55th Street		
Address Line 2:	Paul Hastings LLP		
Address Line 4:	New York, NEW YORK 10022		
DOMESTIC REPRESENTATIVE			
Name:			
Address Line 1:			
Address Line 2:			
Address Line 3:			

900248166

TRADEMARK
 REEL: 004972 FRAME: 0085

OP \$65.00 321121

Address Line 4:

NAME OF SUBMITTER:

Robin Riley

Signature:

/daniel cote thomsonreuters/

Date:

02/28/2013

Total Attachments: 6

source=Westway - Trademark Security Agreement with Cover Page executed#page1.tif

source=Westway - Trademark Security Agreement with Cover Page executed#page2.tif

source=Westway - Trademark Security Agreement with Cover Page executed#page3.tif

source=Westway - Trademark Security Agreement with Cover Page executed#page4.tif

source=Westway - Trademark Security Agreement with Cover Page executed#page5.tif

source=Westway - Trademark Security Agreement with Cover Page executed#page6.tif

TRADEMARK SECURITY AGREEMENT

This TRADEMARK SECURITY AGREEMENT dated as of February 27, 2013 (as may be amended, restated, supplemented or otherwise modified from time to time, this "Agreement"), is made by and among Westway Terminal Company LLC (the "Grantor") and Royal Bank of Canada, as administrative agent (in such capacity, the "Administrative Agent").

Reference is made to (a) the Credit Agreement dated as of February 27, 2013 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), among Westway Group, LLC (the "Borrower"), Bishop Infrastructure II, LLC ("Holdings"), the Lenders and Issuing Banks party thereto and the Administrative Agent and (b) the Collateral Agreement dated as of February 27, 2013 (as amended, restated, amended and restated, supplemented or otherwise modified from time to time, the "Collateral Agreement"), among the Borrower, Holdings, the other grantors from time to time party thereto and the Administrative Agent. The Lenders and the Issuing Banks have agreed to extend credit to the Borrower subject to the terms and conditions set forth in the Credit Agreement. The Grantor is an Affiliate of the Borrower and is willing to execute and deliver this Agreement in order to induce the Lenders to make additional Loans and the Issuing Banks to issue additional Letters of Credit and as consideration for Loans previously made and Letters of Credit previously issued. Accordingly, the parties hereto agree as follows:

Section 1. Terms. Capitalized terms used in this Agreement and not otherwise defined herein have the meanings specified in the Collateral Agreement or the Credit Agreement, as applicable. The rules of construction specified in Section 1.01(b) of the Collateral Agreement also apply to this Agreement.

Section 2. Grant of Security Interest. As security for the payment or performance, as the case may be, in full of the Secured Obligations, the Grantor hereby grants to the Administrative Agent, its successors and assigns, for the benefit of the Secured Parties, a security interest (the "Security Interest") in all of such Grantor's right, title and interest in, to and under any Trademarks now owned or at any time hereafter acquired by such Grantor, including those registered or applied for Trademarks listed on Schedule I; provided that no security interest is granted on any intent-to-use trademark applications filed in the United States Patent and Trademark Office to the extent that, and solely during the period in which the grant of a security interest therein would impair the validity or enforceability of such intent-to-use trademark applications under applicable Requirements of Law (the "Trademark Collateral"). The Grantor authorizes and requests that the Commissioner for Trademarks record this Agreement.


Section 3. Collateral Agreement. The Security Interest granted to the Administrative Agent herein is granted in furtherance, and not in limitation, of the security interests granted to the Administrative Agent pursuant to the Collateral Agreement. The Grantor hereby acknowledges and affirms that the rights and remedies of the Administrative Agent with respect to the Trademark Collateral are more fully set forth in the Collateral Agreement, the terms and provisions of which are hereby incorporated herein by reference as if fully set forth herein. In the event of any conflict between the terms of this Agreement and the Collateral Agreement, the terms of the Collateral Agreement shall govern.

Section 4. Counterparts. This Agreement may be executed in counterparts (and by different parties hereto on different counterparts), each of which shall constitute an original but all of which when taken together shall constitute a single contract. Delivery of an executed signature page to this Agreement by facsimile or other electronic transmission shall be effective as delivery of a manually signed counterpart of this Agreement.

[Remainder of this page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement as of the day and year first above written.

WESTWAY TERMINAL COMPANY LLC,

By: 
Name: Thomas A. Masilla, Jr.
Title: CFO


[Signature Page to the Trademark Security Agreement]

TRADEMARK
REEL: 004972 FRAME: 0089

ROYAL BANK OF CANADA,
as Administrative Agent

By: 
Name: _____
Title: **Rodica Dutka**
Manager, Agency

TRADEMARK REGISTRATIONS AND APPLICATIONS

Mark	Serial No.	Filing Date	Registration No.	Registration Date	Jurisdiction
WESTWAY TERMINALS	78863567	4/18/06	3211121	2/20/07	United States
 The logo for Westway Terminals, featuring a circular emblem with a stylized 'W' and 'T' and the word 'Westway' in a script font above 'TERMINALS' in a bold, sans-serif font.	78863563	4/18/06	3211119	2/20/07	United States
WESTWAY TERMINAL COMPANY	Unknown	Unknown	510405	3/10/93	Louisiana