

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
Empire Petroleum Partners, LLC		10/18/2013	LIMITED LIABILITY COMPANY: DELAWARE
RECEIVING PARTY DATA			
Name:	Regions Bank, as Collateral Agent		
Street Address:	1111 W. Mockingbird Lane		
Internal Address:	Suite 830		
City:	Dallas		
State/Country:	TEXAS		
Postal Code:	75247		
Entity Type:	CORPORATION: ALABAMA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3732119	EMPIRE'S FAST FUELS	
Registration Number:	3505948	DESTINY	
CORRESPONDENCE DATA			
Fax Number:	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	919 286-8000		
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:	029925-117		
NAME OF SUBMITTER:	Ellen A. Rubel		

OP \$65.00 3732119

Signature:	/Ellen A. Rubel/
Date:	10/21/2013
Total Attachments: 4 source=NGSI-T Empire to Regions#page1.tif source=NGSI-T Empire to Regions#page2.tif source=NGSI-T Empire to Regions#page3.tif source=NGSI-T Empire to Regions#page4.tif	

Notice of Grant of Security Interest in Trademarks

United States Patent and Trademark Office

Ladies and Gentlemen:

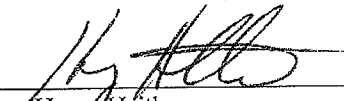

Please be advised that pursuant to the Security Agreement dated as of October 18, 2013 (as amended, restated, supplemented, increased, extended, supplemented or otherwise modified from time to time, the "**Agreement**") by and among the Debtors party thereto (each a "**Debtor**" and collectively, the "**Debtors**") and Regions Bank, as collateral agent (the "**Collateral Agent**") for the holders of the Secured Obligations referenced therein, the undersigned Debtor has granted a continuing security interest in and a right to set off against the trademarks and trademark applications shown in Schedule 1 attached hereto to the Collateral Agent for the ratable benefit of the holders of the Secured Obligations.

[Signature Page Follows]

The undersigned Debtor and the Collateral Agent, on behalf of the holders of the Secured Obligations, hereby acknowledge and agree that the security interest in the foregoing trademarks (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.

Very truly yours,

EMPIRE PETROLEUM PARTNERS, LLC,
a Delaware limited liability company

By:  
Name: Henry Heithaus
Title: Chief Executive Officer

EMPIRE PETROLEUM PARTNERS, LLC
NOTICE OF GRANT OF SECURITY INTEREST (TRADEMARKS)

TRADEMARK
REEL: 005135 FRAME: 0396

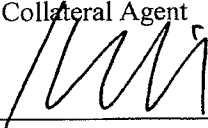
Acknowledged and Accepted:

REGIONS BANK, as Collateral Agent

By: _____

Name: J. Colby Craig

Title: Vice President



EMPIRE PETROLEUM PARTNERS, LLC
NOTICE OF GRANT OF SECURITY INTEREST (TRADEMARKS)

TRADEMARK
REEL: 005135 FRAME: 0397

Schedule 1

**Empire Petroleum Partners, LLC
(Delaware Limited Liability Company)**

U.S. Trademarks

Registered Marks

Mark	Registration No.	Registration Date
DESTINY	3505948	9/23/08
EMPIRE'S FAST FUEL and Design	3732119	12/29/09