

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
General Petroleum Corporation		01/31/2013	CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Southern Counties Oil Co.		
Street Address:	1800 W Katella Avenue		
City:	Orange		
State/Country:	CALIFORNIA		
Postal Code:	92867		
Entity Type:	PARTNERSHIP: CALIFORNIA		
Composed Of:	<ul style="list-style-type: none"> • Southern Counties Oil Co., CALIFORNIA, CORPORATION • Greinke Personal Living Trust dated April 20, 1999, CALIFORNIA, TRUST <ul style="list-style-type: none"> ○ Frank P Greinke, UNITED STATES, INDIVIDUAL • Steve P Greinke, UNITED STATES, INDIVIDUAL • Cindy Greinke-Juliano, UNITED STATES, INDIVIDUAL 		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3827488	PERFORMANCE 500	
Registration Number:	3758731	PERFORMANCE 500	
CORRESPONDENCE DATA			
Fax Number:	9498528510		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	9498521800		
Email:	ychang@cwlawyers.com		
Correspondent Name:	Yuwen L. Chang		
Address Line 1:	2424 SE Bristol Street Suite 300		
Address Line 4:	Newport Beach, CALIFORNIA 92660		
ATTORNEY DOCKET NUMBER:	1665		

OP \$65.00 3827488

NAME OF SUBMITTER:	Yuwen L. Chang
Signature:	/Yuwen L. Chang/
Date:	02/19/2014
Total Attachments: 5 source=Bill of Sale, Assignment and Assumption - to PTO (1167627)#page1.tif source=Bill of Sale, Assignment and Assumption - to PTO (1167627)#page2.tif source=Bill of Sale, Assignment and Assumption - to PTO (1167627)#page3.tif source=Bill of Sale, Assignment and Assumption - to PTO (1167627)#page4.tif source=Bill of Sale, Assignment and Assumption - to PTO (1167627)#page5.tif	

BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS BILL OF SALE, ASSIGNMENT AND ASSUMPTION AGREEMENT ("Agreement") is made this 31st day of January, 2013 ("Effective Date"), by **General Petroleum Corporation**, a California corporation, **Canyon State Oil Company, Inc.**, an Arizona corporation, and **Canyon State Oil Company of Colorado, LLC**, a Delaware limited liability company with its principal place of business at 5508 Lonas Drive, Knoxville, TN 37909 (collectively, "Grantor"), in favor of **Southern Counties Oil Co.**, a California Limited Partnership ("Southern Counties"), **United Fuel & Energy Corporation**, a Texas corporation ("UFE"), **Cardlock Fuels System, Inc.**, a California corporation ("CFS"), and **Goldstream Real Estate, LLC**, a Delaware limited liability company ("Goldstream"), all with their principal place of business at 1800 West Katella Ave., Suite 400, Orange, CA 92867 (collectively, "Grantee"). Capitalized terms not otherwise defined herein shall have the meaning attributed thereto in that certain Asset Swap Agreement entered into by and between Maxum Enterprises, LLC, General Petroleum Corporation, Canyon State Oil Company, Inc., Canyon State Oil of Colorado, Western Petroleum LLC, Southern Counties, UFE, CFS, and Goldstream dated December 19, 2012 (the "Asset Swap Agreement"). Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to such terms in the Asset Swap Agreement.

FOR THE SUM OF [REDACTED] and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Grantor and Grantee hereby agree as follows:

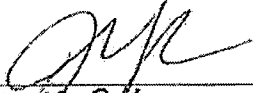
Grantor hereby grants, bargains, sells, assigns and transfers to Southern Counties all right, title and interest in and to the Acquired Assets (as used by Grantor in connection with the Maxum West Business conducted at the Locations set forth on Exhibit A), including without limitation those items set forth on Exhibit B (collectively, the "Property"), but in any event excluding the Maxum West Owned Real Property, Maxum West Leased Real Property, Maxum West Transferable Permits and Licenses, and Maxum West Acquired Contracts (each of which are the subject of separate agreements) and excluding the Maxum West Excluded Assets.

Grantee hereby accepts and assumes the Maxum West Assumed Liabilities and agrees to observe and perform all of the duties, obligations, terms, provisions and covenants relating thereto, including without limitation those items set forth on Exhibit C (collectively, the "Obligations"), but in any event excluding the Maxum West Retained Liabilities.


This Agreement is made pursuant to the terms of the Asset Swap Agreement and does not create any additional obligations, covenants, representations and warranties or alter or amend any of the obligations, covenants, representations and warranties contained in the Asset Swap Agreement, all of which shall survive the execution and delivery of this Agreement. In the event of any inconsistency between this Agreement and the Asset Swap Agreement, the Asset Swap Agreement shall control. This instrument shall be binding on and inure to the benefit of Grantor and Grantee, and their respective successors and assigns.

IN WITNESS WHEREOF, Grantors have executed this Bill of Sale, Assignment and Assumption Agreement as of the Effective Date.


GENERAL PETROLEUM CORPORATION

By: 
Name: Jeff Roberts
Title: VP + CFO

CANYON STATE OIL COMPANY

By: 
Name: Jeff Roberts
Title: VP + CFO

CANYON STATE OIL OF COLORADO, LLC

By: 
Name: Jeff Roberts
Title: VP + CFO

IN WITNESS WHEREOF, Grantee has executed this Bill of Sale, Assignment and Assumption Agreement as of the Effective Date.

SOUTHERN COUNTIES OIL CO.

By: Robert Bolter
Name: Robert Bolter
Title: Corp Sec of CO

UNITED FUELS & ENERGY CORP.

By: Robert Bolter
Name: Robert Bolter
Title: Corp- Sec.

GOLDSTREAM REAL ESTATE, LLC

By: Robert Bolter
Name: Robert Bolter
Title: Corp Sec.

CARDLOCK FUELS SYSTEM, INC.

By: Robert Bolter
Name: Robert Bolter
Title: Corp- Sec.

Exhibit A

LIST OF LOCATIONS

1. 3815 Vineyard Ave., Oxnard CA 93031
2. 75 West Easy Street, Simi Valley, CA
3. 13800 Valley Boulevard, Fontana, CA
4. 10543 Cactus Avenue, Bloomington, CA
5. 1290 N. Johnson Ave, El Cajon, CA
6. 320 Golden Shore, Long Beach, CA
7. 6000 Midway Street, Sacramento, CA
8. 201 Hospital Road, Sonora, CA
9. 319 E. Whitmore Rd., Modesto, CA
10. 3220 S. Parkway Drive, Fresno, CA
11. 309 S. Tulley Road, Turlock, CA
12. 2822 S. Orange Ave., Fresno, CA
13. 231 Hospital Rd., Sonora, CA
14. 237 E. Whitmore Ave., Modesto, CA
15. 1130 Pickerell Ave., Corcoran, CA
16. 4517 Standard Street, Bakersfield, CA
17. 1401 F. Street, Modesto, CA
18. 1012 11th Street, Modesto, CA
19. 1028 S. Seaside, Terminal Island, CA
20. 12244 E. Front Street, Norwalk, CA
21. 255 Parr Blvd., Richmond, CA
22. 3940 Rosedale Hwy, Bakersfield, CA
23. 2640 N. 31st Street, Phoenix, CA
24. 901 and 904 S. Park Ave, Tucson, AZ
25. 2810 N. 31st Ave., Phoenix, AZ
26. 5301 E. Commerce Ave., Flagstaff, AZ
27. 517 S. 17th Ave., Phoenix, AZ
28. 100 E. 10th Street, Yuma, CA
29. 4581 Eaker St., N. Las Vegas, NV
30. 10925 Marconi, El Paso, TX
31. 9052 Yosemite Street, Henderson, CO
32. 500 Candelaria Rd., Albuquerque, NM
33. 2626 N. 31st Street, Phoenix, AZ

Exhibit B

LIST OF PROPERTY

Maxum West Inventory

Prepaid Taxes on Maxum West Inventory

Maxum West Personal Property (excluding all personal property that on the Effective Date is located at the Maxum West Leased Real Property that is not owned by Maxum West, including any vendor owned equipment and any leased, consigned or licensed personal property of any kind or nature)

Maxum West Transportation Equipment

All credits and deferred charges of Maxum West that are primarily used in, or that primarily arise out of, the operation or conduct of the Maxum West Business

Maxum West Business Intellectual Property

Maxum West Rights

All Personnel records for Maxum West Employees

Maxum West Acquired Tanks

All telephone numbers, keys and access cards, acquired electronic passwords and the like currently primarily used in the operation of the Maxum West Business except at the Rancho Dominguez location for the Marine Business, Carlsbad, NM Location, and all items listed as an Excluded Asset in Section 2.6 of the Agreement.

Maxum West Fuel Equipment

All plans and specifications, surveys, blueprints and drawings related to any Maxum West Leased Real Property or buildings and improvements at the Maxum West Leased Real Property

All goodwill to the extent incident to or associated with the Maxum West Business and the Maxum West Acquired Assets.

Maxum West Books and Records