

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM328618

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	Notice of Grant of Security Interest in Trademarks		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Empire Petroleum Partners, LLC		10/18/2013	LIMITED LIABILITY COMPANY: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Regions Bank, as Collateral Agent		
<b>Street Address:</b>	1111 W. Mockingbird Lane		
<b>Internal Address:</b>	Suite 830		
<b>City:</b>	Dallas		
<b>State/Country:</b>	TEXAS		
<b>Postal Code:</b>	75247		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2696136	SOLO	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	9192868199		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	919 286-8000		
<b>Email:</b>	PTO_TMconfirmation@mvalaw.com		
<b>Correspondent Name:</b>	MOORE & VAN ALLEN PLLC		
<b>Address Line 1:</b>	3015 CARRINGTON MILL BOULEVARD		
<b>Address Line 2:</b>	SUITE 400		
<b>Address Line 4:</b>	MORRISVILLE, NORTH CAROLINA 27560		
<b>ATTORNEY DOCKET NUMBER:</b>	029925.117		
<b>NAME OF SUBMITTER:</b>	Ellen A. Rubel		
<b>SIGNATURE:</b>	/ellenarubel/		
<b>DATE SIGNED:</b>	01/12/2015		
<b>Total Attachments: 4</b>			
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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 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.

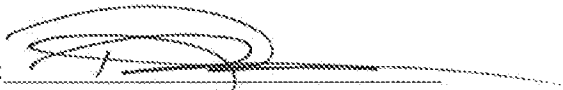
Very truly yours,

EMPIRE PETROLEUM PARTNERS, LLC,  
a Delaware limited liability company

By:   
Name: Henry Heithaus  
Title: Chief Executive Officer

Acknowledged and Accepted:

REGIONS BANK,  
as Collateral Agent

By:   
Name: Robert L. Nelson  
Title: Senior Vice President

**Schedule 1**

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

**U.S. Trademarks**

**Registered Marks**

<b>Mark</b>	<b>Registration No.</b>	<b>Registration Date</b>
SOLO	2696136	3/11/03