

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM410898

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	RELEASE OF SECURITY INTEREST
SEQUENCE:	2

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Wilmington Trust, National Association		12/31/2016	National Banking Association: UNITED STATES

RECEIVING PARTY DATA

Name:	American Gilsonite Company
Street Address:	29950 S. Bonanza Highway
City:	Bonanza
State/Country:	UTAH
Postal Code:	84008
Entity Type:	Corporation: OKLAHOMA

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	1539927	BORE-PLATE
Registration Number:	1787717	GILSONITE
Registration Number:	4503246	PROVEN UNDER PRESSURE
Registration Number:	4557218	IF IT ISN'T AMERICAN, IT ISN'T GILSONITE
Registration Number:	4557219	IF IT AIN'T AMERICAN, IT AIN'T GILSONITE
Registration Number:	4507946	NATURALLY BETTER
Registration Number:	4503238	PERFORMANCE THAT RUNS DEEP

CORRESPONDENCE DATA

Fax Number: 2128066006

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.

Phone: 2128065763

Email: afisher@stroock.com

Correspondent Name: Jeffrey M. Mann

Address Line 1: 180 Maiden Lane, 38th Floor

Address Line 2: Stroock & Stroock & Lavan LLP

Address Line 4: New York, NEW YORK 10038-4982

ATTORNEY DOCKET NUMBER: 003091/0006

CH \$190.00 1539927

NAME OF SUBMITTER:	Jeffrey M. Mann
SIGNATURE:	/jeffrey m. mann/
DATE SIGNED:	01/03/2017
Total Attachments: 5 source=Gilsonite Wilmington Termination and Release#page1.tif source=Gilsonite Wilmington Termination and Release#page2.tif source=Gilsonite Wilmington Termination and Release#page3.tif source=Gilsonite Wilmington Termination and Release#page4.tif source=Gilsonite Wilmington Termination and Release#page5.tif	

**TERMINATION AND RELEASE OF
INTELLECTUAL PROPERTY SECURITY INTEREST**

This Termination and Release of Intellectual Property Security Interest (this "Release") is made as of December 31, 2016 (the "Effective Date") by Wilmington Trust, National Association, a national banking association, as the administrative agent and collateral agent under the Credit Agreement (as defined below) (the "Collateral Agent"), to and in favor of American Gilsonite Company, an Oklahoma corporation (the "Borrower"). Capitalized terms used in this Release that are not defined herein shall have the meanings given to them in the Credit Agreement.

A. WHEREAS, the Borrower, the Guarantors party thereto, the Collateral Agent and the Lenders are parties to that certain Senior Secured Super Priority Priming Debtor-In-Possession Credit Agreement, dated as of October 31, 2016 (the "Credit Agreement"), pursuant to which Lenders agreed to make certain loans and extensions of credit to the Borrowers in the maximum principal amount of \$30,000,000 upon the terms and conditions set forth therein.

B. WHEREAS, the Borrower made and entered into that certain Security and Pledge Agreement dated as of October 31, 2016, and granted to Collateral Agent for the benefit of the Lenders a continuing security interest (the "Security Interest") in all of Borrower's personal property, as more fully described therein (the "Collateral"), including a security interest (the "IP Security Interest") in the intellectual property more fully described therein (the "IP Collateral") which was recorded at the United States Trademark Office at Reel 5912 Frame 0009, at the United States Patent Office at Reel 040187 Frame 0976 and at the United States Copyright Office.

C. WHEREAS, the Collateral Agent now desires to terminate and release in its entirety the Security Interest and IP Security Interest in the Collateral and IP Collateral including the items listed on Schedule I of this Release (the "Released Collateral").

NOW, THEREFORE, for good and valuable consideration including the satisfaction of certain obligations, indebtedness and liabilities secured by the Collateral and the IP Collateral, the receipt and sufficiency of which is hereby acknowledged, and upon the terms set forth in this Release, the Collateral Agent hereby states as follows:

1. Release of Security Interest. The Collateral Agent hereby irrevocably and unconditionally terminates, releases, waives and discharges the Security Interest, IP Security Interest and any and all other claims, titles, rights, liens, encumbrances and interest that the Collateral Agent or any of the Lenders have or may have in or to the Released Collateral or any portion thereof. Any claim, title, right, lien, encumbrance or interest of the Collateral Agent or the other Secured Parties in or to the Released Collateral or any portion thereof shall hereby cease and become void as of the Effective Date.

2. Further Assurances. In furtherance of the foregoing, the Collateral Agent and Borrower are hereby authorized, on or after the Effective Date, to file all Uniform Commercial Code termination statements and all other documents and instruments as are necessary to effectuate, or reflect of public record, the release and discharge of the Security Interest or the IP

Security Interest in the Released Collateral contemplated hereby. The Collateral Agent and Borrower are also hereby authorized, on or after the effective date, to record this Release with the United States Patent and Trademark Office in Alexandria, Virginia and at the United States Copyright Office in Washington, D.C. The Collateral Agent hereby agrees to duly execute, acknowledge, procure and deliver any further documents and instruments and to do such other acts as may be reasonably necessary to effect the release of the Security Interest and the IP Security Interest in the Released Collateral contemplated hereby.

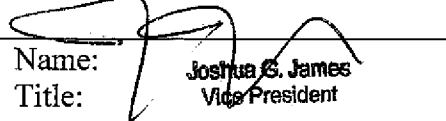
3. Recitals. The Collateral Agent hereby represents to Borrower that, to the best of its knowledge, the statements set forth in the above Recitals are true and accurate in all respects. The Collateral Agent intends that the foregoing Recitals be part of this Release and incorporates the same herein by this reference.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the Collateral Agent has caused this Termination and Release of Intellectual Property Security Interest to be duly executed by its authorized officer as of the Effective Date.

COLLATERAL AGENT:

WILMINGTON TRUST, NATIONAL ASSOCIATION,
a national banking association

By: 
Name: Joshua S. James
Title: Vice President

Schedule I

U.S. Copyrights

Registered Copyright

<u>Title</u>	<u>Registration No./Date</u>	<u>Registrant</u>
AMERICAN GILSONITE PROPERTIES AND APPLICATIONS	TX0000159730 10/16/1978	American Gilsonite Company

U.S. Patents

Issued Patents

<u>Title</u>	<u>Country</u>	<u>App. No./ Filing Date</u>	<u>Patent No./ Issue Date</u>	<u>Status</u>	<u>Owner</u>
PRETREATED AGGREGATE FOR HOTMIX ASPHALT CONCRETE APPLICATIONS AND OTHER RELATED APPLICATIONS	US	11832621 8/1/2007	7662226 2/16/2010	Closed/Expired	American Gilsonite Company
PRETREATED AGGREGATE FOR HOTMIX ASPHALT CONCRETE APPLICATIONS AND OTHER RELATED APPLICATIONS	US	11181229 7/14/2005	7264667 9/4/2007	Closed/Expired	American Gilsonite Company, Inc.
GILSONITE MODIFIED, NATURAL, HYDROCARBON-ENRICHED SAND COMPOSITION	US	08712324 9/11/1996	5728202 3/17/1998	Closed/Expired	American Gilsonite Company

U.S. Trademarks

Registered Marks

<u>Mark</u>	<u>Country</u>	<u>App No./ Filing Date</u>	<u>Reg. No./ Reg. Date</u>	<u>Owner</u>	<u>Status</u>
BORE-PLATE	US	73753963 9/26/1988	1539927 5/23/1989	American Gilsonite Company	Registered
GILSONITE	US	74216978 10/30/1991	1787717 8/17/1993	American Gilsonite Company	Registered

PROVEN UNDER PRESSURE	US	85930132 5/13/2013	4503246 3/25/2014	American Gilsonite Company	Registered
IF IT ISN'T AMERICAN, IT ISN'T GILSONITE	US	85928334 5/10/2013	4557218 6/24/2014	American Gilsonite Company	Registered
IF IT AIN'T AMERICAN, IT AIN'T GILSONITE	US	85928336 5/10/2013	4557219 6/24/2014	American Gilsonite Company	Registered
NATURALLY BETTER	US	85928321 5/10/2013	4507946 4/1/2014	American Gilsonite Company	Registered
PERFORMANCE THAT RUNS DEEP	US	85928329 5/10/2013	4503238 3/25/2014	American Gilsonite Company	Registered

Schedule I to Release of Intellectual Property Security Interests (DIP)

NY 76461472v5

RECORDED: 01/03/2017

**TRADEMARK
REEL: 005957 FRAME: 0563**