

TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
WARREN DISTRIBUTION, INC.		05/24/2012	CORPORATION: NEBRASKA

RECEIVING PARTY DATA

Name:	U.S. BANK NATIONAL ASSOCIATION
Street Address:	800 NICOLLET MALL
Internal Address:	BC-MN-H04B
City:	MINNEAPOLIS
State/Country:	MINNESOTA
Postal Code:	55402
Entity Type:	national banking association: UNITED STATES

PROPERTY NUMBERS Total: 24

Property Type	Number	Word Mark
Registration Number:	1704030	ACCEL
Registration Number:	3814303	ACCEL
Registration Number:	3792570	FMX
Registration Number:	3787111	FMX
Registration Number:	4112492	LIFE CYCLE
Registration Number:	1852829	LONG LIFE
Registration Number:	4008913	LOGLIFE
Registration Number:	3705900	LUBE KING
Registration Number:	3070855	LUBEFORCE
Registration Number:	1681737	MAG 1
Registration Number:	1683517	MAG 1
Registration Number:	1677255	MAG 1
Registration Number:	3706912	MAG 1

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Registration Number:	3845747	MAG 1
Registration Number:	1691080	MAG 1
Registration Number:	1728803	MAG 1
Registration Number:	1698706	MAG 1
Registration Number:	2277441	POLAR
Registration Number:	2319538	POLAR
Registration Number:	3914575	POLAR
Registration Number:	3778094	ACCEL
Serial Number:	85102925	POLAR
Serial Number:	85079734	ACCEL
Serial Number:	85229760	LIFE CYCLE BETTER PROTECTION FOR THE ENVIRONMENT BETTER PROTECTION FOR CARS

**CORRESPONDENCE DATA**

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ATTORNEY DOCKET NUMBER:	19401.2574
NAME OF SUBMITTER:	Lyndsay Capeder, Esq.
Signature:	/LYNDSAY CAPEDEDER, ESQ./
Date:	05/30/2012

Total Attachments: 3  
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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 Amended and Restated Security Agreement dated as of May 24, 2012 (as the same may hereafter be amended, modified, extended or restated from time to time, the "Security Agreement") from Warren Distribution, Inc., a Nebraska corporation ("Grantor") in favor of U.S. BANK NATIONAL ASSOCIATION, a national banking association, in its capacity as administrative agent for the benefit of the Secured Parties defined therein ("Agent"), the Grantor has granted to the Agent a continuing security interest in and continuing lien upon, among other things, the trademarks shown below:

Registration Number	Description of Trademark	Registration Date
1,704,030	Accel & Design (Class 1)	7/28/1992
3,814,303	Accel & Design (Classes 1 & 4)	7/6/2010
3,792,570	FMX (Class 1)	5/25/2010
3,787,111	FMX (Class 4)	5/11/2010
4,112,492	Life Cycle (Class 4)	3/13/2012
1,852,829	Long Life (Class 1)	9/6/1994
4,008,913	Longlife (Class 1)	8/9/2011
3,705,900	Lube King (Classes 1 & 4)	11/3/2009
3,070,855	Lubeforce (Classes 1 & 4)	3/21/2006
1,681,737	Mag 1 (Class 4)	4/7/1992
1,683,517	Mag 1 (Class 1)	4/21/1992
1,677,255	Mag 1 & Design (Class 1)	3/3/1992
3,706,912	Mag 1 & Design (Class 4)	11/3/2009
3,845,747	Mag 1 & Design (Class 3)	9/7/2010

Registration Number	Description of Trademark	Registration Date
1,691,080	Mag 1 & Design (Class 2)	6/9/1992
1,728,803	Mag 1 & Design (Class 3)	11/3/1992
1,698,706	Mag 1 & Design (Class 4)	7/7/1992
2,277,441	Polar & Design (Class 1)	9/14/1999
2,319,538	Polar & Design (Class 3)	2/15/2000
3,914,575	Polar (words only)	2/1/2011
85,229,760	LIFE CYCLE BETTER PROTECTION FOR THE ENVIRONMENT BETTER PROTECTION FOR CARS	1/31/2011
85,102,925	POLAR & Design	8/9/2010
85,079,734	ACCEL & Design	7/7/2010
3,778,094	ACCEL	4/20/2010

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Signature page follows]

The Grantor and the Agent hereby acknowledge and agree that the security interest in the foregoing trademarks (i) may only be terminated in accordance with the terms of the Security Agreement, and (ii) is not to be construed as an assignment of any trademark.

Very truly yours,

Warren Distribution, Inc., a Nebraska corporation

By: 

Name: Donald H. Nonnenkamp

Title: Chief Financial Officer & Treasurer

Acknowledged and accepted  
as of May 24, 2012:

U.S. BANK NATIONAL ASSOCIATION,  
a national banking association, as Agent

By 

Julie E. Lovaas

Vice President

[Signature page to Notice of Grant of Security Interest in Trademarks (Warren)]