

08-12-1998

OVER SHEET  
ONLY

MA 8-6-98



To the Honorable Commission

100791256

Send the attached original documents or copy thereof.

1. Name of conveying party(ies):

Comerica Bank- California

- Individual(s)
- General Partnership
- Corporation-State
- Other California Banking Corporation
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other Assignment of Security Interest
- Merger
- Change of Name

Execution Date: July 10, 1998

2. Name and address of receiving party(ies):

Name: Comerica Bank - California, As Agent

Internal Address: \_\_\_\_\_

Street Address: 21530 Oxnard Street

City: Woodland Hills State: CA ZIP: 91357

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State \_\_\_\_\_
- Other California banking corporation

If assignee is not domiciled in the United States, a domestic representative designation is attached?  Yes  No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

1,864,502; 1,776,102; 1,644,074; 1,966,894; 1,867,414; 1,457,952; and 2,142,702

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ana Maria Fredgren

Internal Address: Loeb & Loeb LLP

Street Address: 1000 Wilshire Boulevard, Suite 1800

City: Los Angeles State: CA ZIP: 90017

6. Total number of applications and registrations involved: [ 7 ]

7. Total fee (37 CFR 3.41) \$ 190.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

12-1820

(Attach duplicate copy of this page if paying by deposit account)

08/10/1998 98MTH 00000065 1064502

DO NOT USE THIS SPACE

01 FC:481 40.00 DP  
02 FC:482 150.00 DP

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Ana Maria Fredgren

Name of Person Signing

Signature

August 4, 1998

Date

Total number of pages including cover sheet, attachments, and document: [ ]

000005 1064502

Mail documents to be recorded with required cover sheet information to:  
Commissioner of Patents and Trademarks, Box Assignments  
Washington, D.C. 20231

TRADEMARK  
REEL: 1766 FRAME: 0757

ASSIGNMENT OF SECURITY INTEREST  
IN TRADEMARKS AND GOODWILL

Pursuant to that certain Memorandum of Security Interest in Trademarks and Goodwill, dated June 30, 1998, Lubricating Specialties Company, a California corporation (the "Borrower"), granted to Comerica Bank - California (the "Bank") a security interest in and to all of the Borrower's right, title and interest in and to the following trademarks and trademark registrations and applications therefor (the "Trademarks"), together with the goodwill and assets of the business owned by the Borrower to which such Trademarks are appurtenant and all actions for infringement concerning the foregoing:

| <u>Mark</u> | <u>Registration No.</u> |
|-------------|-------------------------|
| ALASKA      | Reg. No. 1,864,502      |
| BAR LUBE    | Reg. No. 1,776,102      |
| BARTENDER   | Reg. No. 1,644,074      |
| CRYSTAL     | Reg. No. 1,966,894      |
| MAINSTREET  | Reg. No. 1,867,414      |
| POLO        | Reg. No. 1,457,952      |
| RED-I       | Reg. No. 2,142,702      |

The terms and conditions of such security interest are contained in that certain Security Agreement (All Assets) (the "Agreement") dated as of June 30, 1998, between the Borrower and the Bank.

The Bank hereby assigns to Comerica Bank - California, as agent, all of its right, title and interest in and to the foregoing security interest, all as more particularly set forth in that certain Assignment and Acceptance Agreement, dated as of July 10, 1998 (the "Assignment"), between the Bank and Union Bank of California, N.A.

IN WITNESS WHEREOF, this Assignment of Security Interest in Trademarks and Goodwill is executed this 29<sup>th</sup> day of July, 1998.

"The Bank"

Comerica Bank - California

By: [Signature]  
Name: JASON D. BROWN  
Title: AVP

"The Agent"

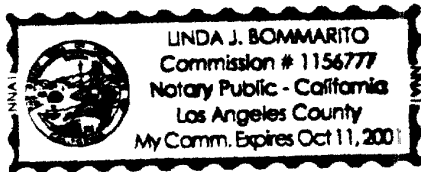
Comerica Bank - California, as Agent

By: [Signature]  
Name: AVP JASON D BROWN  
Title: AVP

State of California )  
County of Los Angeles ) SS:

On July 29, 1998, before me, Linda J. Bommarito, a notary public in and for said State, personally appeared Jason Brown, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Linda J. Bommarito

State of California )  
County of \_\_\_\_\_ ) SS:

On \_\_\_\_\_, before me, \_\_\_\_\_, a notary public in and for said State, personally appeared \_\_\_\_\_, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

\_\_\_\_\_

PRS14631.A21