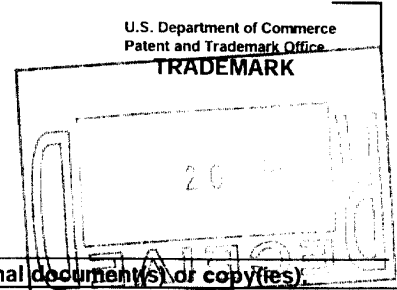


05-28-1998



100720121

RECORDATION FORM COVER SHEET  
TRADEMARKS ONLY



TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment
- License
- Security Agreement
- Nunc Pro Tunc Assignment  
Effective Date  
Month Day Year
- Merger
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)   
City

State/Country

Zip Code

- Individual
- General Partnership
- Limited Partnership
- Corporation
- Association
- Other
- Citizenship/State of Incorporation/Organization

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

FOR OFFICE USE ONLY

03/26/99  
01 FC 801  
01 FC 450

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

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

**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages**

Enter the total number of pages of the attached conveyance document including any attachments.

#

**Trademark Application Number(s) or Registration Number(s)**

Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

**Trademark Application Number(s)**

|   |  |  |
|---|--|--|
| <input type="text" value="75/0515025"/> | <input type="text" value="75/056763"/> | <input type="text" value="75/151554"/> |
| <input type="text" value="75/056795"/>  | <input type="text" value="75/150593"/> | <input type="text"/>                   |
| <input type="text" value="75/056762"/>  | <input type="text" value="75/151550"/> | <input type="text"/>                   |

**Registration Number(s)**

|  |  |                      |
|--|--|----------------------|
| <input type="text" value="1,980,258"/> | <input type="text" value="2,078,137"/> | <input type="text"/> |
| <input type="text" value="2,099,965"/> | <input type="text" value="2,078,139"/> | <input type="text"/> |
| <input type="text" value="2,074,531"/> | <input type="text"/>                   | <input type="text"/> |

**Number of Properties**

Enter the total number of properties involved.

#

**Fee Amount**

Fee Amount for Properties Listed (37 CFR 3.41):

\$

Method of Payment:

Enclosed

Deposit Account

Deposit Account

(Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number:

#

Authorization to charge additional fees:

Yes

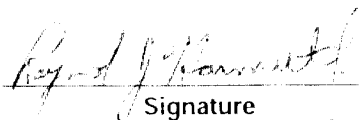
No

**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. Charges to deposit account are authorized, as indicated herein.

Raymond J. Harmuth

Name of Person Signing



Signature

May 17 1998

Date Signed

EXHIBIT "A"  
Assignment of Security Interest  
by BTM Capital Corporation to  
Citizens Business Credit Company,  
a division of Citizens Leasing Corporation

| <b>MARK</b>         | <b>REGISTRATION/SERIAL NUMBER</b> |
|---------------------|-----------------------------------|
| Vantage             | 1,980,258                         |
| Gearhead            | 2,099,965                         |
| Gearhead (& Design) | 2,074,531                         |
| Gearhead (& Design) | 75/051025                         |
| Gearhead            | 75/056795                         |
| Gearhead (& Design) | 75/056762                         |
| Gearhead (& Design) | 75/056763                         |
| Lublend             | 2,078,137                         |
| Lublend (& Design)  | 2,078,139                         |
| Gearhead            | 75/150593                         |
| Gearhead (& Design) | 75/151550                         |
| Gearhead (& Design) | 75/151554                         |

**ASSIGNMENT**

**BTM CAPITAL CORPORATION**, a Delaware corporation (the "**Assignor**"), the Grantee or receiving party named in the Security Agreement described below, for and in consideration of the sum of Ten Dollars (\$10.00), lawful money of the United States of America, paid to it by **CITIZENS BUSINESS CREDIT COMPANY**, a division of Citizens Leasing Corporation, a Rhode Island corporation (the "**Assignee**"), the receipt of which is hereby acknowledged, has granted, bargained, sold, assigned, transferred and set over, and by these presents does grant, bargain, sell, assign, transfer and set over unto the Assignee and without recourse, all of the Assignor's right, title and interest in and to that certain Security Agreement (Intellectual Property Assignment) dated as of September 20, 1996, given and executed by Pitt Penn Oil Co. to the Assignor to secure the payment of extensions of credit made or to be made by the Assignor together with interest thereon and the other obligations recited therein, and recorded in the United States Department of Commerce Patent and Trademark Office, in Reel/Frame: 1515/0715 on October 27, 1996, all being secured by certain marks, more particularly described in said Security Agreement (Intellectual Property Assignment) and on Exhibit A attached hereto.


**TO HAVE, HOLD, RECEIVE AND TAKE**, all and singular the premises hereby and thereby granted, described and assigned, or mentioned and intended so to be, unto the Assignee.

**WITNESS** the due execution hereof as of this 17<sup>th</sup> day of April, 1998.

Signed, Sealed and Delivered  
in the presence of

**BTM CAPITAL CORPORATION**

  
\_\_\_\_\_

By:   
\_\_\_\_\_

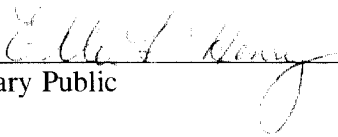
Print Name: W. W. Lieber

Title: Exec. V.P.

COMMONWEALTH OF MASSACHUSETTS )  
 )                    ss:  
COUNTY OF Suffolk )

On this, the 17<sup>th</sup> day of April, 1998, before me, a Notary Public, the undersigned officer, personally appeared Michael W. Lieber, who acknowledged himself/herself to be the Exec Vice President of BTM CAPITAL CORPORATION, a Delaware corporation, and that he/she, as such officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing on behalf of said corporation as such officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

  
Notary Public

My commission expires:

**Ellen F. Henry**  
**NOTARY PUBLIC**  
My commission exp. January 17, 2003