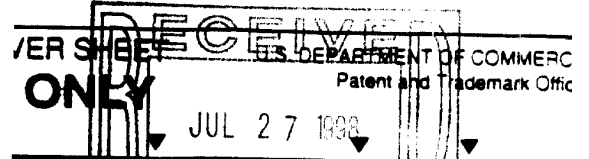


MRD 7-27-98

07-31-1998



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To the Honorable Commissioner of Patents and Trademarks, please record the attached original documents or copy thereof.

1. Name of conveying party(ies):  
Wholesale Radiator Warehouses of America, Inc.

Individual(s)                       Association  
 General Partnership               Limited Partnership  
 Corporation-State Delaware  
 Other \_\_\_\_\_

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

2. Name and address of receiving party(ies):  
Name: Marine Midland Bank  
Internal Address: \_\_\_\_\_  
Street Address: One Marine Midland Center  
City: Buffalo State: NY Z.P.: 14203

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

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

3. Nature of conveyance:  
 Assignment                       Merger  
 Security Agreement               Change of Name  
 Other \_\_\_\_\_

Execution Date: July 14, 1998

A. Application number(s) or registration number(s):  
 4. Trademark Application No.(s)  
75/258,611  
75/137,950

Additional numbers attached?  Yes  No

B. Trademark registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:  
Name: Annabelle V. Irely  
Internal Address: Phillips, Lytle, Hitchcock,  
Blaine & Huber LLP  
Street Address: 3400 Marine Midland Center  
City: Buffalo State: NY ZIP: 14203

6. Total number of applications and registrations involved: 2

7. Total fee (37 CFR 3.41):..... \$ 65  
 Enclosed  
 Authorized to be charged to deposit account

8. Deposit account number: \_\_\_\_\_  
 (Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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.

Annabelle V. Irely                      Annabelle V. Irely                      July 21, 1998  
Name of Person Signing                      Signature                      Date

07 25 98 TTU111

SCHEDULE A

**U.S. Trademarks**

<u>Mark</u>	<u>Filing Date of Application or Issuance Date of Registration</u>	<u>Application or Registration Number</u>
WHOLESALE RADIATOR WAREHOUSES OF AMERICA, INCORPORATED	March 13, 1997	75/258,611
WHOLESALE RADIATOR WAREHOUSE and design	July 22, 1996	75/137,950

NOTICE OF SECURITY INTEREST

Notice is hereby given that **WHOLESALE RADIATOR WAREHOUSES OF AMERICA, INC.**, a Delaware corporation, whose address is 80 Veronica Avenue, Somerset, New Jersey 08873 ("Debtor") has granted a security interest to **MARINE MIDLAND BANK**, with its principal place of business located at One Marine Midland Center, Buffalo, New York ("Secured Party") in and to all of the Debtor's trademarks, service marks and licenses, including, without limitation, those listed on Schedule A attached hereto and the applications and registrations associated therewith, pursuant to a Security Agreement and Assignment of Trademarks and Service Marks between the Debtor and the Secured Party dated July 14, 1998.

**WHOLESALE RADIATOR WAREHOUSES OF AMERICA, INC.**

By Mark S. Kane  
**Mark S. Kane, Treasurer**

STATE OF NEW YORK     )  
                                  ) SS.:  
COUNTY OF ERIE        )

On this 14th day of July, 1998, before me personally came Mark S. Kane, to me known, who, being by me duly sworn, did depose and say that he resides at West Seneca, New York, that he is the Treasurer of Wholesale Radiator Warehouses of America, Inc., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of the Board of Directors of said corporation.

Deborah A. Doxey  
Notary Public

527317.1

**DEBORAH A. DOXEY**  
Notary Public, State of New York  
Qualified in Erie County  
My Commission Expires 02/06/99