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MRD 7-9-98



100800964

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

<p>1. Name of conveying party(ies): Lubricating Specialties Company</p> <p><input type="checkbox"/> Individual(s)                      <input type="checkbox"/> Association  <input type="checkbox"/> General Partnership              <input type="checkbox"/> Limited Partnership  <input checked="" type="checkbox"/> Corporation-State (California)  <input type="checkbox"/> Other _____</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Comerica Bank - California</u> Internal Address: _____ Street Address: <u>21530 Oxnard Street</u> City: <u>Woodland Hills</u> State: <u>CA</u> ZIP: <u>91357</u></p> <p><input type="checkbox"/> Individual(s) citizenship _____  <input type="checkbox"/> Association _____  <input type="checkbox"/> General Partnership _____  <input type="checkbox"/> Limited Partnership _____  <input type="checkbox"/> Corporation-State _____  <input checked="" type="checkbox"/> Other <u>California banking corporation</u></p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached <input type="checkbox"/> Yes <input type="checkbox"/> No (Designations must be a separate document from assignment)</p> <p>Additional name(s) &amp; address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment                              <input type="checkbox"/> Merger  <input checked="" type="checkbox"/> Security Agreement                      <input type="checkbox"/> Change of Name  <input type="checkbox"/> Other _____</p> <p>Execution Date: <u>June 30, 1998</u></p>	

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

<p>A. Trademark Application No.(s)</p>	<p>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</p>
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Additional numbers attached?  Yes  No

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Ana Maria Fredgren</u> Internal Address: <u>Loeb &amp; Loeb LLP</u> _____ _____ Street Address: <u>1000 Wilshire Boulevard, Suite 1800</u> _____ _____ City: <u>Los Angeles</u> State: <u>CA</u> ZIP: <u>90017</u></p>	<p>6. Total number of applications and registrations involved: [ 7 ]</p> <p>7. Total fee (37 CFR 3.41) \$ <u>190.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account</p> <p>8. Deposit account number: <u>12-1820</u> (Attach duplicate copy of this page if paying by deposit account)</p>
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07/16/1998 00000176 1864502

01 FC:401 40.00 BP  
02 FC:402 150.00 BP

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.*

Ana Maria Fredgren  
Name of Person Signing

Signature

2 July 1998  
Date

Total number of pages including cover sheet, attachments, and document: [ 3 ]

MEMORANDUM OF SECURITY INTEREST  
IN TRADEMARKS AND GOODWILL

Lubricating Specialties Company, a California corporation (the "Borrower"), does hereby grant 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 the security interest granted hereby are contained in that certain Security Agreement (All Assets) (the "Agreement") dated as of June 30, 1998, between the Borrower and the Bank and as security for the performance by the Borrower and LSC Holdings, Inc. of their respective obligations as set forth in the Agreement. Nothing contained in this Memorandum of Security Interest shall be construed as a present or absolute assignment of any of the collateral nor as limiting any interest which the Bank may have in any other collateral described in the Agreement or otherwise.

IN WITNESS WHEREOF the undersigned have hereunto set their hands this 30<sup>th</sup> day of June, 1998.

"The Borrower"

Lubricating Specialties Company

By: [Signature]  
Name: Fred J. Atchity  
Title: Chairman

"The Bank"

Comerica Bank - California

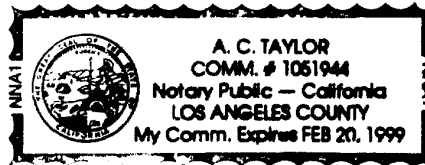
By: [Signature]  
Name: David D Brown  
Title: AVP

State of California )  
 ) SS:  
County of Los Angeles )

On 6/30/98, before me, A. C. Taylor, a notary public in and for said State, personally appeared Fred Afchity, 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.

A. C. Taylor

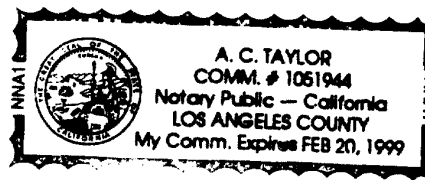


State of California )  
 ) SS:  
County of Los Angeles )

On 6/30/98, before me, A. C. Taylor, a notary public in and for said State, personally appeared Jasen D. 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.

A. C. Taylor



PRS14631.A01

PRS14631.A11  
568335349  
06/28/98 SMP:pb1

RECORDED: 07/09/1998

TRADEMARK  
REEL: 1762 FRAME: 0722