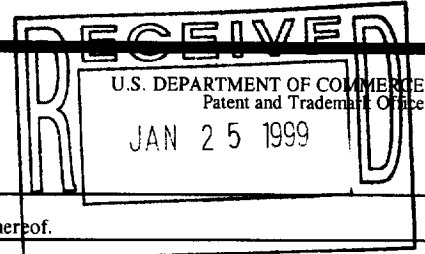


WRD
1.25.99

01-29-1999



100952567



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

1. Name of conveying party(ies): **Rain-X Corporation**

Individual(s) Association
 General Partnership Limited Partnership
 Corporation - State of Arizona
 Other _____

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

2. Name and address of receiving party(ies):
Name: **Quaker State Investment Corporation**
Internal Address: **225 East John Carpenter Freeway**
Street Address: **225 East John Carpenter Freeway**
City: **Irving** State: **TX** ZIP: **75062**

Individual(s) citizenship _____
 Association _____
 General Partnership _____
 Limited Partnership _____
 Corporation-State of Delaware
 Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached:
 Yes No
(Designation 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: **January 19, 1999**

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) **861,803; 959,632; 960,701; 961,211; 1,595,925; 1,767,842; 1,933,134; 1,941,662; 2,013,072; 2,120,823**

Additional numbers attached? Yes No

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

Name:
Margaret A. Boulware

Street Address:
**Jenkins and Gilchrist, P.C.
1100 Louisiana Street, Suite 1800
Houston, Texas 77002-5214**

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41): \$ **265.00**

Enclosed
 Authorized to be charged to deposit account.

(If check is not received with this correspondence or additional fees are required, please charge to deposit account 10-0447.)

8. Deposit Account number: **10-0447**
(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.

Margaret A. Boulware Margaret Boulware January 20, 1999
Name of Person Signing Signature Date

Total number of pages comprising cover sheet: 4

01/29/1999 BNGUYEN 00000082 861803
01 FC:481 40.00 OP
02 FC:482 225.00 OP

Date of Deposit January 22, 1998

I hereby certify under 37 CFR 1.8(a) that this correspondence is being deposited with the United States Postal Service as **first class mail** with sufficient postage on the date indicated above and is addressed to the Commissioner of Patents and Trademarks, Box ASSIGNMENT, Washington, D.C. 20231.

Kim Kennedy
Kim Kennedy

TRADEMARK
REEL: 1845 FRAME: 0290

ASSIGNMENT NUNC PRO TUNC

WHEREAS, Assignor, Rain-X Corporation, a corporation organized under the laws of the State of Arizona, having its principal offices at 225 East John Carpenter Freeway, Irving, Texas 75062, has adopted, used and has used in its business the following trademarks which are subject of the United States Trademark Registrations (the "Marks") and owns the Marks and the goodwill of the business symbolized by the Marks:

<u>Mark</u>	<u>Reg No.</u>	<u>Date of Reg.</u>	<u>Goods</u>
SEE-CLEER	861,803	December 10, 1968	Windshield washer antifreeze and solvent.
THE INVISIBLE WINDSHIELD WIPER	959,632	May 29, 1973	Water repellent surface coating preparation for transparent glass or plastic surfaces.
RAIN-X	960,701	June 12, 1973	Water repellent surface coating composition for use on windshields and windows.
REPCON	961,211	June 19, 1973	Rain repellent and surface conditioner composition for glass and/or plastic surfaces.
Broken Water Drop Design	1,595,925	May 15, 1990	Waterproofing and soil proofing compositions for porous and non-porous surfaces.
FOG-X	1,767,842	April 27, 1993	Anti-condensation composition for glass and plastic surfaces.
RAIN-X	1,933,134	November 7, 1995	For vehicles windshield wipers and blades therefor.
RAIN-X	1,941,662	December 12, 1995	Cleaning preparations for household and automobile use; polish for household and automotive use; polymer sealant for cleaning, shining and protecting household surfaces and automobile exterior surfaces.

Mark	Reg. No.	Date of Reg.	Goods
SEA CLEAR	2,013,072	November 5, 1996	Water and soil repellent preparation for windshields, windows, glass and other non-porous surfaces.
RAIN-X and Bottle Design	2,120,823	December 16, 1997	Water repellent surface coating composition for use on windshields, windows and glass.

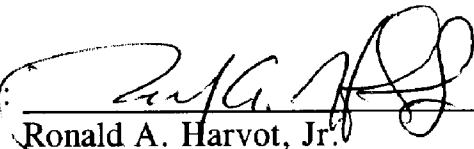
WHEREAS, Assignee, Quaker State Investment Corporation, a Delaware corporation having its principal offices at 225 East John Carpenter Freeway, Irving, Texas 75062 is desirous of acquiring the Marks, the registrations thereof and the associated goodwill;

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, Assignor does hereby assign to Assignee all rights, title and interest in and to the Marks, together with the goodwill of the business symbolized by the Marks and the registration of said Marks and the right to recover damages for past infringement, if any.

This assignment is effective the 14th day of November, 1997.

RAIN-X CORPORATION

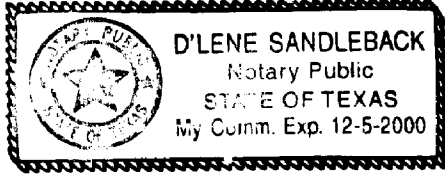
Dated: 1-19-99

By: 
 Ronald A. Harvot, Jr.
 Treasurer

STATE OF TEXAS ∩
 ∩
 COUNTY OF DALLAS ∩

On this 19th day of January, 1999, before me personally appeared Ronald A. Harvot, Jr., known to me, who being duly sworn, did depose and say that he is the Treasurer

of Rain-X Corporation, an Arizona corporation, described in the foregoing Assignment Nunc Pro Tunc and that the foregoing Assignment is made for the purposes and considerations so stated, and he is authorized to act on behalf of the corporation in making such Assignment.



D'lene Sandback
Notary Public in and for the State of Texas

My Commission Expires: 12-5-2000