



DISCHARGE OF SECURITY INTEREST IN TRADEMARKS

This Discharge of the Security Interest is given this 11<sup>TH</sup> day of ~~January~~ JUNE, 1999 by PNC Bank, N.A., a national banking association, with an office located at Two Tower Center Boulevard, 16<sup>th</sup> Floor, East Brunswick, New Jersey 08816, Massachusetts Mutual Life Insurance Company, with an office located 1295 State Street, Springfield, Massachusetts 01111, CM Life Insurance Company c/o Massachusetts Mutual Life Insurance Company, with an office located at 1295 State Street, Springfield, Massachusetts 01111, MassMutual Corporate Value Partners Limited c/o Bank of America Trust and Banking Corporation (Cayman) Limited, P. O. Box 1092, George Town, Grand Cayman, Cayman Islands, B.W.I. Attention: Michael Carney, and MassMutual Participation Investors c/o Massachusetts Mutual Life Insurance Company, with an office located at 1295 State Street, Springfield, Massachusetts 01111, (collectively and individually the "Secured Party") to **Royal Lubricants, Inc.**, formerly known as RLI Acquisition, Inc., a New Jersey corporation, with an address of 1020 King George Post Road, Fords, New Jersey 08863 (the "Owner").

WITNESSETH:

WHEREAS, Owner has, by an instrument dated January 27, 1999, granted to Secured Party a Security Interest in certain trademarks identified in Appendix A; and

WHEREAS, the obligations secured by the Security Interest have been paid in full or otherwise satisfied.

NOW THEREFORE, for and in consideration of the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Secured Party hereby declares that the Security Interest is hereby **DISCHARGED, RELEASED AND TERMINATED.**

IN WITNESS WHEREOF, the Secured Party has caused this instrument to be executed by its proper corporation officers on the date first written above.

SECURED PARTY

PNC Bank, N.A.

By: Edward D. Harrington  
EDWARD D. HARRINGTON, VICE PRESIDENT

Massachusetts Life Insurance Company

By: Richard E. Spencer II  
RICHARD E. SPENCER II  
MANAGING DIRECTOR

CM Life Insurance Company

By: Richard E. Spencer II  
RICHARD E. SPENCER II  
MANAGING DIRECTOR

MassMutual Corporate Value

By: Richard E. Spencer II  
RICHARD E. SPENCER II  
MANAGING DIRECTOR

MassMutual Participation Investors

By: Charles C. McCobb, Jr.  
Charles C. McCobb, Jr.  
Vice President

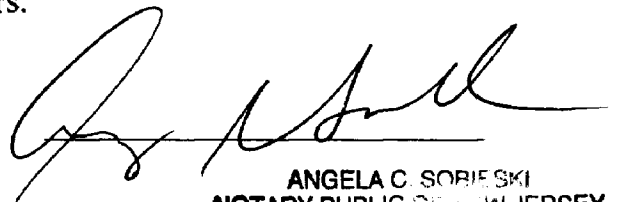
ACKNOWLEDGEMENT

STATE OF New Jersey )  
 ) ss.  
COUNTY OF Hudson )

I certify that on the 20 day of July, 1999,  
Edward D. Harrington personally came before me and this person acknowledged  
under oath, to my satisfaction, that:

a) this person signed and delivered this document as a Vice President of PNC Bank,  
N.A., the bank named in this document; and

b) this document was signed and delivered by the bank as its voluntary act duly  
authorized by a proper resolution of its Board of Directors.



ANGELA C. SOBIESKI  
NOTARY PUBLIC OF NEW JERSEY  
My Commission Expires Oct. 30, 2002

ACKNOWLEDGEMENT

STATE OF Mass. )  
 ) ss.  
COUNTY OF Hampden )

I certify that on the 16<sup>th</sup> day of June, 1999,  
RICHARD E. SPENCER II personally came before me and this person acknowledged  
MANAGING DIRECTOR  
under oath, to my satisfaction, that:

a) this person signed and delivered this document as a Vice President of  
Massachusetts Life Insurance Company, the bank named in this document; and

b) this document was signed and delivered by the bank as its voluntary act duly  
authorized by a proper resolution of its Board of Directors.



Victoria Gallagher  
NOTARY PUBLIC

MY COMMISSION EXPIRES JANUARY 10, 2003

ACKNOWLEDGEMENT

STATE OF Mass. )  
 ) ss.  
COUNTY OF Hampden )

I certify that on the 16<sup>th</sup> day of June, 1999,  
RICHARD E. SPENCER II personally came before me and this person acknowledged  
~~under oath, to my satisfaction,~~ that:

- a) this person signed and delivered this document as a Vice President of CM Life Insurance Company, the bank named in this document; and
- b) this document was signed and delivered by the bank as its voluntary act duly authorized by a proper resolution of its Board of Directors.

Victoria Gallagher Victoria Gallagher  
NOTARY PUBLIC

MY COMMISSION EXPIRES JANUARY 10, 2003

ACKNOWLEDGEMENT

STATE OF Mass. )  
 ) ss.  
COUNTY OF Hampden )

I certify that on the 16<sup>th</sup> day of June, 1999,  
RICHARD E. SPENCER II personally came before me and this person acknowledged  
~~under oath, to my satisfaction,~~ that:

- a) this person signed and delivered this document as a Vice President of MassMutual Corporate Value, the bank named in this document; and
- b) this document was signed and delivered by the bank as its voluntary act duly authorized by a proper resolution of its Board of Directors.

Victoria Gallagher Victoria Gallagher  
NOTARY PUBLIC  
MY COMMISSION EXPIRES JANUARY 10, 2003

ACKNOWLEDGEMENT

STATE OF Mass. )  
 ) ss.  
COUNTY OF Hampden )

Charles G. McCobb, Jr. <sup>16<sup>th</sup></sup> day of June, 1999,  
Vice President personally came before me and this person acknowledged  
under oath, to my satisfaction, that:

a) this person signed and delivered this document as a Vice President of MassMutual  
Participation Investors, the bank named in this document; and

b) this document was signed and delivered by the bank as its voluntary act duly  
authorized by a proper resolution of its Board of Directors.

Victoria Gallagher Victoria Gallagher  
NOTARY PUBLIC

MY COMMISSION EXPIRES JANUARY 10, 2003

## APPENDIX A

<u>Trademark</u>	<u>Application or Registration Date</u>	<u>Application, Serial or Registration Number</u>
Andero	May 21, 1957	645,635
Andero	July 18, 1978	1,096,424
Andero Premium Plus	March 19, 1991	1,638,106
Aosyn (Stylized)	January 8, 1985	1,313,006
PQ	August 1, 1989	1,549,762
Triangle in Snowflake Device	January 11, 1996	75/041536
Triple Drop Device	October 16, 1995	75/006147
Airborne Design		1,637,239
Airborne		1,636,488
Royco		1,572,700
Royco		1,744,221
Vis-Probe		1,749,959
Guardian 360		74/589435