

09-22-2000



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Re

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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
 - Merger Change of Name
 - Other Asset Purchase Agreement
- Effective Date
Month Day Year

Conveying Party

Mark if additional names of conveying parties attached

Execution Date
Month Day Year
4-05-99

Name Houghton Chemical Corporation

Formerly _____

2046930

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

Receiving Party

Mark if additional names of receiving parties attached

Name The Penray Companies, Inc.

DBA/AKA/TA _____

Composed of _____

Address (line 1) 440 Denniston Court

Address (line 2) _____

Address (line 3) Wheeling

City

Illinois/USA

State/Country

60090

Zip Code

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

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

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

TRADEMARK
REEL: 002143 FRAME: 0664

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)			Registration Number(s)		
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2046930"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1980433"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2020365"/>	<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.

Julie M. Nichols



9/05/00

Name of Person Signing

Signature

Date Signed

07-06-2000



3:00 PM

101396406

MRD 08-00

RECORDATION FORM COVER SHEET TRADEMARKS ONLY

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Other

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DBA/AKA/TA

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Zip Code

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- Corporation Association
- Other

Citizenship/State of Incorporation/Organization

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07/06/2000 DNGUYEN 00000002 2046930

40.00 OP
50.00 DP

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Address (line 3)

Address (line 4)

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Area Code and Telephone Number

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<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="1980433"/>	<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text" value="2020365"/>	<input type="text"/>	<input type="text"/>

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Method of Payment: Enclosed Deposit Account

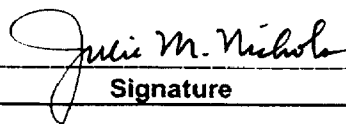
Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)
Deposit Account Number: #

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.

Julie M. Nichols



June 5, 2000

Name of Person Signing

Signature

Date Signed

ASSET PURCHASE AGREEMENT

THIS AGREEMENT made ^{AS OF} this 5TH day of April, 1999,
by and between HOUGHTON CHEMICAL CORPORATION, a Massachusetts
corporation (hereinafter referred to as "Seller"), and PENRAY
COMPANIES, INC., an Illinois corporation, or its designee
(hereinafter known as "Buyer").

WITNESSETH:

WHEREAS, Seller is the owner of a product line of automotive
chemicals known as "JETGO" (the "Jetgo Product Line") which it has
manufactured and bottled (by a third party) and sells and
distributes to customers; and

WHEREAS, the Seller is desirous of selling the Jetgo Product
Line; and

WHEREAS, the Buyer desires to acquire the Jetgo Product Line
upon the terms and conditions set forth herein;

NOW, THEREFORE, in consideration of the mutual covenants and
promises hereinafter set forth, the parties hereto agree as
follows:

1. BUSINESS ASSETS

Seller agrees to sell, transfer and assign to Buyer and Buyer
agrees to purchase the following described assets (the "Business
Assets") free and clear of all liens, encumbrances, security
interests, restrictions or claims of any party, except as expressly
provided in this Agreement:

REDACTED

REDACTED

d. All of Seller's right, title and interest in and to the "Jetgo" brand and all trademarks, service marks, trade dress, trade names, goodwill and similar rights owed by Seller and associated with the Jetgo name and products ("Trademarks") and all

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-2-

of Seller's trade secrets, know-how, formulas and proprietary information related to the Business Assets ("Technology"). The registrations and applications for registrations for same are more particularly described and set forth on Schedule 1d annexed hereto.

REDACTED

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REEL: 002143 FRAME: 0677

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-11-

TRADEMARK
REEL: 002143 FRAME: 0678

REDACTED

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- 12 -

TRADEMARK
REEL: 002143 FRAME: 0679

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REEL: 002143 FRAME: 0683

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TRADEMARK
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TRADEMARK
REEL: 002143 FRAME: 0687

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TRADEMARK
REEL: 002143 FRAME: 0688

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REDACTED

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REEL: 002143 FRAME: 0690

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TRADEMARK
REEL: 002143 FRAME: 0691

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-25-

TRADEMARK
REEL: 002143 FRAME: 0692

REDACTED

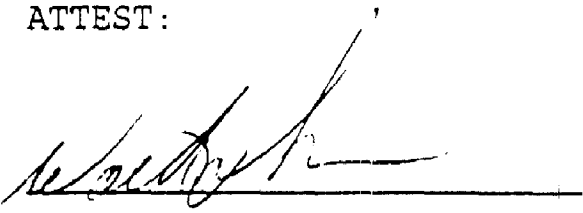
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TRADEMARK
REEL: 002143 FRAME: 0693

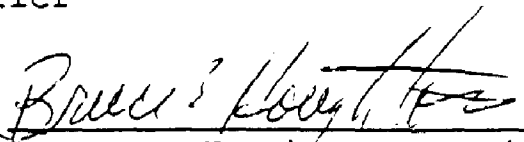
REDACTED

ATTEST:

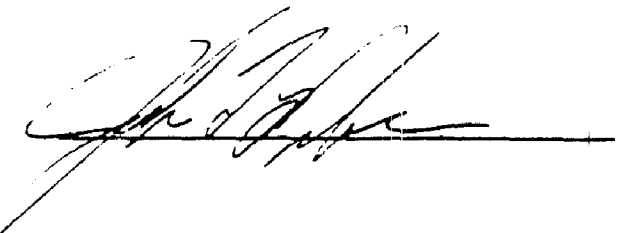


A handwritten signature in cursive script, appearing to be 'W. H. Houghton', written over a horizontal line.

HOUGHTON CHEMICAL CORPORATION
Seller

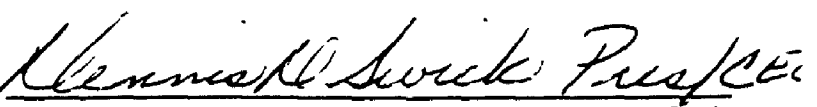
By: 
Bruce E. Houghton, President

ATTEST:



A handwritten signature in cursive script, appearing to be 'Kenneth D. Swick', written over a horizontal line.

PENRAY COMPANIES, INC.
Buyer

By: 
, (Title)

March 30, 1999

LIST OF TRADE MARK REGISTRATIONS ON PRODUCTS PERTAINING TO THE
JETGO LINE.

UNITED STATES:

TRADE MARK/SERVICE MARK	REGISTRATION #	REG DATE
JETGO	2,046,930	03/25/1997
BUST RUST	1,984,033	07/02/1996
FLAT AID	2,020,365	12/03/1996

MEXICO:

TRADE MARK/SERVICE MARK	REGISTRATION #	REG DATE
JETGO	493,860	06/09/1995

KOREA:

TRADE MARK/SERVICE MARK	REGISTRATION #	REG DATE
JETGO	337,574	04/19/1996 (class 13)
JETGO	337,575	04/19/1996 (class 15)
JETGO	326,433	11/15/1995 (class 38)

RUSSIA:

TRADE MARK/SERVICE MARK	REGISTRATION #	REG DATE
JETGO	94037299	12/20/1995

CANADA:

Application was filed in Canada on April 29th, 1998.

HK0317.5DS