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	Mindy Ellis Schwartz			
Address (line 1)	Pepper Hamilton LLP			
Address (line 2)	3000 Two Logan Square			
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Address (line 4)	Philadelphia, PA 1910	3		
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IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Registration of )

VICTORY WORLDWIDE, INC. )

Registration No. 2,034,282 )

Registered: January 28, 1997 )

Mark: VICTORY

## ASSIGNMENT OF TRADEMARK REGISTRATION

WHEREAS, VICTORY WORLDWIDE, INC., of New Jersey, has adopted and is using the mark VICTORY, as applied to antifreeze, chemical fuel and engine oil additives, brake fluid and power steering fluid in Class 1 and automotive lubricants, gear, engine and hydraulic oil, non-chemical fuel and engine oil additives and transmission fluid, in Class 4, for which said VICTORY WORLDWIDE, INC. has obtained a registration in the United States Patent and Trademark Office, Registration No. 2,034,282, registered January 28, 1997 (hereinafter collectively "the Mark"); and

WHEREAS, WITCO CORP., of Delaware, is desirous of acquiring the Mark:

NOW, THEREFORE, for good and valuable consideration, receipt and adequacy of which is hereby acknowledged, VICTORY WORLDWIDE, INC. does hereby assign unto WITCO CORP., together with the rights to sue and recover for past infringement, all right, title

1

and interest in and to the Mark, together with the good will of the business symbolized by the Mark, and the above-identified registration of the Mark.

VICTORY WORLDWIDE, INC.

Bv:

Don Bornstein

President

County of

ss:

State of New Jersey

On this day of March, 1997, before me appeared Don Bornstein who signed this instrument and who acknowledged that he/she signed it as a free act on behalf of VICTORY WORLDWIDE, INC. with authority to do so

[SEAL]

Notary Public

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