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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

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

1. Name of conveying party(ies):

Pennzoil-Quaker State Company

- Individual(s), Association, General Partnership, Limited Partnership, Corporation-State, Other

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

3. Nature of conveyance:

- Assignment, Merger, Security Agreement, Change of Name, Other

Execution Date: 2/28/01

2. Name and address of receiving party(ies)

Name: Warren Oil Company, Inc.

Internal Address: P.O. Box 1507

Street Address: Warren Industrial Park 2001

City: Dunn State: NC Zip: 28334

- Individual(s) citizenship, Association, General Partnership, Limited Partnership, Corporation-State North Carolina, Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No (Designations must be a separate document from assignment) Additional name(s) & address(es) attached? Yes No

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

A. Trademark Application No.(s)

B. Trademark Registration No.(s) 1,933,254 1,935,613 and 1,986,674

Additional number(s) attached Yes No

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

Name: Larry L. Coats

Internal Address:

Coats & Bennett, PLLC

Post Office Box 5

Street Address:

City: Raleigh State: NC Zip: 27602

6. Total number of applications and registrations involved:

7. Total fee (37 CFR 3.41) \$ 90.00

- Enclosed, Authorized to be charged to deposit account

8. Deposit account number:

18-1167

(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.

Larry L. Coats

Name of Person Signing

Signature

5/15/01 Date

Total number of pages including cover sheet, attachments, and document: 7

Mail documents to be recorded with required cover sheet information to Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

5/18/2001 DDYRNE 00600620 1933254

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**ASSIGNMENT OF TRADEMARKS
AND TRADEMARK REGISTRATIONS**

WHEREAS, Pennzoil-Quaker State Company is the owner of the following trademarks and United States trademark registrations:

<u>MARK</u>	<u>U.S. TRADEMARK REGISTRATION NO.</u>
AUTOGUARD	1,933,254
ITASCA	1,935,613
GOLD BAND	1,986,674

WHEREAS, Pennzoil-Quaker State Company is the owner of common law rights in the following unregistered trademarks:

AMBITROL
 APPROVED
 GENUINE
 GOLDEN STATE
 LIBERTY
 LUBRIGUARD
 POWER PAK
 RING SEAL
 SANTA FE
 QUALITY SUPREME
 TEXAS

WHEREAS, Warren Oil Company, Inc. of Warren Industrial Park, P.O. Box 157, Dunn, North Carolina 28334 is desirous of acquiring said trademarks and registrations.

NOW THEREFORE, in consideration of and in exchange of a sum of Five and 00/100 Dollars (\$5.00) and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Pennzoil-Quaker State Company hereby assigns to Warren Oil Company, Inc. the entire right, title and interest in and to the marks AUTOGUARD, ITASCA, and GOLD BAND and the United States trademark

registrations therefore including registration nos. 1,933,254;1,935,613; and 1,986,674 together with the good will of the business associated with said marks.

FURTHER, Pennzoil-Quaker State Company also assigns to Warren Oil Company, Inc. its entire right, title and interest in and to the following marks together with the good will of the business associated with these marks:

- AMBITROL
- APPROVED
- GENUINE
- GOLDEN STATE
- LIBERTY
- LUBRIGUARD
- POWER PAK
- RING SEAL
- SANTA FE
- QUALITY SUPREME
- TEXAS

This the 28th day of February, 2001.

PENNZOIL-QUAKER STATE COMPANY

By: *Thomas P. Kelly* (SEAL)

Name: THOMAS P. KELLAGHER

Title: CHIEF FINANCIAL OFFICER

